

# **TRC FINANCIAL SERVICES LIMITED**



## **TWENTY SECOND ANNUAL REPORT 2015-16**

# TRC FINANCIAL SERVICES LIMITED

---



## BOARD OF DIRECTORS

Vijay Mario Sebastian Misquitta  
*Managing Director & CFO*

Ajay Dilkush Sarupria  
*Director*

Shailesh Ghisulal Hingarh  
*Director*

Harshad Sobhagchand Dholakia  
*Independent Director*

Paresh Jayakrishna Patel  
*Independent Director*

Madhuri Augustine Singh  
*Independent Director*

**Compliance Officer**  
Vijay M. S. Misquitta

**Statutory Auditors**  
Harish Hegde & Co.  
Chartered Accountants

**Registered Office**  
Bandra Hill View CHS, (3rd Floor),  
85, Hill Road,  
Opp. Yoko Sizzlers, Bandra (W),  
Mumbai – 400 050

**Bankers**  
HDFC Bank Limited  
Corporation Bank

**Registrar & Share Transfer Agent Purva  
Sharegistry (India) Pvt. Ltd**  
No-9, Shiv Shakti Industrial Estate  
Ground Floor, J R Boricha Marg,  
Opp Kasturba Hospital  
Lower Parel, Mumbai – 400 011.

# TRC FINANCIAL SERVICES LIMITED



## Notice of 22<sup>nd</sup> Annual General Meeting

Notice is hereby given that the **22<sup>nd</sup> Annual General Meeting** of the members of **TRC FINANCIAL SERVICES LIMITED** will be held on Thursday, September 29<sup>th</sup>, 2016 at 09:30 a.m. at Registered office of the Company situated at Bandra Hill View CHS, 3<sup>rd</sup> Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050 to transact the following Business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for Financial Year ended 31<sup>st</sup> March 2016 alongwith Balance Sheet as on March 31<sup>st</sup>, 2016 and the Profit & Loss Account for the year ended as on that date and the reports of the Board of Directors' & Auditors thereon.
2. To appoint a Director in place of Mr. Shailesh Hingarh (DIN: 00166916), who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint M/s. Harish Hegde & Co. Chartered Accountant, as Statutory Auditors of the Company for conducting the Audit of four consecutive Financial Year i.e. F.Y. 2016-2017 to F.Y. 2019-2020 and to hold office till the conclusion of 26<sup>th</sup> Annual General Meeting, subject to ratification at every Annual General Meeting to be held hereafter and to authorize the Board of Directors or any Committee thereof to fix their remuneration.

### SPECIAL BUSINESS

4. **To consider and approve Reclassification of persons reflected as Promoters in the shareholding pattern of the Company as Public shareholders.**

To pass the following resolution with or without modification/s as Special Resolution

**RESOLVED THAT** pursuant to relevant provisions of Companies Act, 2013 read with all the amendments, enactments, rules and regulation made thereunder from time to time and pursuant to Regulation 31A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time and subject to the approval of SEBI, Stock Exchange, Central Government, Ministry of Corporate Affairs, Registrar of Companies, and any other Statutory / regulatory authority required if any, the members of the Company hereby approve to reclassify the following persons reflected as Promoters in the shareholding pattern of the Company as Public shareholders.

Sr. No.	Name of the Shareholder	Number of Equity Shares held	% of Total Capital of the Company
1.	Anil Kumar Singh	200	0.05
2.	Shanti Singh	2,500	0.05
3.	A S Bawa	2,500	0.05
4.	Anil Kumar Aggarwal	20,000	0.40
5.	Navneet Jairath	2,500	0.05
6.	Bikramjit Bembi	2,500	0.05
7.	Ashoka Kumar Awasthi	2,500	0.05

**RESOLVED FURTHER THAT** that any Director of the Company be and is hereby authorised make necessary applications to the stock exchange, SEBI and any other statutory Authorities required if any, furnish such necessary documents, information as may be required, furnish the certified true copy of this and to take all necessary steps, actions as may be deemed appropriate to give effect to this resolution from time to time.

5. **To Authorise the Board of Directors to Borrow Money**

To pass the following resolution with or without modification/s as Special Resolution

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 and any other amendments, enactments, rules and regulations made thereunder read with the Articles of Association of the Company and and subject to the approval of any Statutory, Government, Semi Government Authorities, Central or State Government, Judicial / Quasi



# TRC FINANCIAL SERVICES LIMITED

Judicial bodies, Financial Institutions, Creditors, Debenture holders / trustee any other person if any, the consent of the Shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the company to borrow upto INR 150,00,00,000/- (Rupees One Hundred and Fifty Crores) exceeding 100% of aggregate of Paid up Share Capital and Free Reserves of the Company (excluding the temporary loan availed from Banks), as loan including long term loan, whether secured or unsecured from Financial Institutions, Banks, Body Corporate, Companies, Directors, Members, Co-operative societies or any other person artificial or natural from time to time as may be required for day to day operations of the Company, acquisition of any land, property, assets, materials, capital expenditure for expansion of the operations of the company as may be deemed appropriate and necessary by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors are authorized to borrow any amount as “temporary loans” from the Bank in the Ordinary Course of Business which are repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature and the aforesaid limit excludes and will not be applicable to the temporary loans as per the provisions of Section 180 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director/s of the Company either singly / jointly and / or severally be and is / are hereby authorised to file and/or furnish the certified true copy of this resolution with Registrar of Companies and any other Statutory/Regulatory Authorities, Judicial or Quasi judicial authorities, Government, Semi – Government Authorities, Banks, Financial Institutions, lenders, Bodies Corporate, or any other person artificial or natural and do all such acts, deeds, take necessary steps and actions from time to as may be deemed appropriate and necessary to give effect to this resolution.”

**By Order of the Board  
For TRC FINANCIAL SERVICES LIMITED**

Sd/-  
**VIJAY M. S. MISQUITTA**  
MANAGING DIRECTOR  
DIN: 00993141

**PLACE: MUMBAI**  
**DATE: 12<sup>th</sup> AUGUST, 2016**

# TRC FINANCIAL SERVICES LIMITED



## Notes:

- The route map showing directions to reach the venue of the 22<sup>nd</sup> AGM is annexed.
- The Company has granted exemption to the Statutory Auditor and the Secretarial Auditor from attending the Annual General Meeting.
- A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on poll, instead of himself and a proxy need not be a Member of the Company.
- The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
- For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
- The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending meeting.
- The Company shall e-mail the copy of the Annual Report and the Notice of 22<sup>nd</sup> Annual General Meeting to the members whose e-mail id's are registered as allowed under the provisions of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015
- Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with the Registrar & Share Transfer Agents of the Company **Purva Shareregistry (India) Pvt. Ltd** and on the email id **busicomp@vsnl.com** and for physical holding of shares the shareholders are requested to contact the Registrar & Share Transfer Agents
- **Nomination Facility**  
The members holding the shares in physical form may obtain the Nomination Form from the Company's Registrar and Share Transfer Agents.
- Members are requested to notify immediately any change in their address :
  - to their Depository Participants (DPs) in respect of their electronic share accounts; and
  - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
- Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Annual General Meeting so that the required information can be made available at the Meeting.
- **Voting at Annual General Meeting**  
The Company shall conduct voting by means of ballot / poll process at the 22<sup>nd</sup> Annual General Meeting for the resolutions to be discussed at the meeting. Further the Members who would already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the 22<sup>nd</sup> Annual General Meeting.
- **Remote E-Voting**  
In compliance with the provision of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in the Notice.
- **Voting Results:**
  - i. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. for Every One Share held One Vote).

# TRC FINANCIAL SERVICES LIMITED



- ii. The Company has appointed Priti J Sheth & Associates, Praticing Company Secretaries, to act as the Scrutinizer for e-voting process as well as to conduct and prepare scrutinisers report for the voting by poll / ballot to be conducted at the 22<sup>nd</sup> Annual General Meeting.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The result declared along with the Scrutinizer's Report shall be placed on the Notice Board at the registered office of the Company and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The Company shall also forward the results to BSE Limited, where the shares of the Company are listed.

• **The instructions for members for voting electronically are as under:-**

➤ **In case of members receiving e-mail:**

Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (i) Click on "Shareholders" tab.
- (ii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

# TRC FINANCIAL SERVICES LIMITED



- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- **In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - (B) The remote e-voting period shall begin on **Monday 26<sup>th</sup> September, 2016 at 09:00 a.m.** and shall end on **Wednesday 28<sup>th</sup> September, 2016 at 5:00 p.m.**  
  
During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22<sup>nd</sup> September, 2016** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

# TRC FINANCIAL SERVICES LIMITED



Statement under section 102 (1) of the Companies Act, 2013)

The following statement sets out all the material facts relating to the Special Business mentioned in the Notice of 22<sup>nd</sup> Annual General Meeting

## Item No. 4

### Reclassification of persons reflected as Promoters in the shareholding pattern of the Company as Public shareholders

The Persons reflected as Promoters of the Company in the current shareholding pattern are as follows:

Promoter Group Shareholding			
Sr. No.	Name of the Shareholder	Number of Equity Shares held	% of Total Capital
1.	Ajay Dilkush Sarupriya	14,53,087	29.06
2.	Vijay Misquitta	14,53,087	29.06
3.	Harbans Lal Kohli	10,000	0.20
4.	Kapil Sibbal	32,800	0.66
5.	Anil Kumar Singh	200	0.05
6.	Shanti Singh	2,500	0.05
7.	A S Bawa	2,500	0.05
8.	Anil Kumar Aggarwal	20,000	0.40
9.	Navneet Jairath	2,500	0.05
10.	Bikramjit Bembi	2,500	0.05
11.	Ashoka Kumar Awasthi	2,500	0.05
<b>Total</b>		<b>29,83,974</b>	<b>59.67</b>

The Board of Directors of the Company have proposed to reclassify the following Persons reflected as Promoters as on date in the shareholding of the Company as Public shareholders pursuant to Regulation 31A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Sr. No.	Name of the Shareholder	Number of Equity Shares held	% of Total Capital
1.	Anil Kumar Singh	200	0.05
2.	Shanti Singh	2,500	0.05
3.	A S Bawa	2,500	0.05
4.	Anil Kumar Aggarwal	20,000	0.40
5.	Navneet Jairath	2,500	0.05
6.	Bikramjit Bembi	2,500	0.05
7.	Ashoka Kumar Awasthi	2,500	0.05

### The rationale / reasons for the proposed reclassifications are as follows:

The aforesaid Shareholders were a part of Promoters Group (Old Promoters) of the Company up-till September 2008.

The existing Promoters of the Company **Mr. Vijay Mario Misquitta & Mr. Ajay Dilkush Sarupria** (Current Promoters) acquired the shares from the (Old Promoters) group during the period between September 2008 to December 2008 vide. an Open Offer beginning from September 19, 2008 to October 08, 2008 as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("SEBI (SAST) Regulations, 1997") for acquiring 10,00,180 equity shares of Rs 10/- each representing 20% of the total Paid Up Capital / Voting share capital of the Company.

After the aforesaid Acquisition / Takeover the Old Promoters ceased to be the promoters of the Company, however as there was no specific provision either in the Listing Agreement nor in the SEBI (SAST) Regulations, 1997, with respect to re-classification of the Promoter group, hence the Old Promoters continued to be a part of the Promoters of the Company till date.



# TRC FINANCIAL SERVICES LIMITED



Pursuant to Regulation 31A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 contains regulations for Reclassification of persons reflected as Promoters in the shareholding pattern of the Company as Public shareholders for which the approval of members is required by way of Special Resolution.

The Board of Directors hereby request the Members to grant their approval by way of passing the resolution as appended in Item No. 4 of the Notice of 22<sup>nd</sup> Annual General Meeting as Special Resolution.

None of the Directors / KMP's or their relatives are directly or indirectly interested in the said resolution except to the extent of their shareholding in the Company.

## **Item No. 5**

### **To Authorise the Board of Directors to Borrow Money**

The Board of Directors wishes to expand the operations of Company and they same may be funded from borrowing funds from

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013 prior approval of the Members of the Company is required if the amount proposed to be borrowed by the Board of Directors of the Company exceeds 100% of Aggregate of Paid Up Capital and Free Reserves of the Company Financial Institutions, Banks, Body Corporate, Companies, Directors, Members, Co-operative societies or any other person artificial or natural from time to time.

The Board of Directors hereby request the Members to grant their approval by way of passing the resolution as appended in Item No. 5 of the Notice of 22<sup>nd</sup> Annual General Meeting as Special Resolution.

None of the Directors / KMP's or their relatives are directly or indirectly interested in the said resolution except to the extent of their shareholding in the Company

**By Order of the Board**

**For TRC FINANCIAL SERVICES LIMITED**

**Sd/-**

**VIJAY M. S. MISQUITTA**  
**MANAGING DIRECTOR**  
**DIN: 00993141**

**PLACE: MUMBAI**

**DATE: 12<sup>th</sup> AUGUST, 2016**

# TRC FINANCIAL SERVICES LIMITED



Details of the Directors seeking Reappointment at the 22<sup>nd</sup> Annual General Meeting as per SEBI Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015

Name of Director	Mr. Shailesh Ghisulal Hingarh
Date of Birth	09/03/1967
Date of Appointment (Original)	24/04/2012
Brief Resume and Experience	Having vast overseas experience in Audit, finance and Systems Analysis.
Expertise in specific functional areas	Financial Analysis
Qualification	Chartered Accountant
Terms and condition of re-appointment	Non- Executive Director, liable to retire by rotation
Remuneration to be paid	NIL
Remuneration last drawn	NIL
Directorships held in other companies (excluding section 8 and foreign companies)	<b>Listed Companies</b> <ul style="list-style-type: none"> <li>• Zental Drugs Limited.</li> <li>• Shree Salasar Investments Limited</li> </ul> <b>Unlisted Public Companies</b> <ul style="list-style-type: none"> <li>• Shatrunjay Credit Services Limited</li> <li>• Kistler-Morse Automation Ltd</li> </ul> <b>Private Limited Companies</b> <ul style="list-style-type: none"> <li>• Jaikh Fabricast Engineering Pvt Ltd.</li> <li>• Marine Drive Realtors Private Limited</li> </ul>
Memberships of committees across other companies (includes only Audit & Shareholders'/Stakeholder Relationship Committee)	3
Shares held in the Company	207636
Relationship between directors inter-se	NIL
Number of Board Meetings attended during the Financial Year 2015-2016	3

By Order of the Board  
For TRC FINANCIAL SERVICES LIMITED

Sd/-  
VIJAY M. S. MISQUITTA  
MANAGING DIRECTOR  
DIN: 00993141

PLACE: MUMBAI  
DATE: 12<sup>th</sup> AUGUST, 2016