

TRC FINANCIAL SERVICES LIMITED



TWENTY THIRD ANNUAL REPORT 2016-17

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 23rd Annual General Meeting

Notice is hereby given that the **23rd Annual General Meeting** of the members of **TRC FINANCIAL SERVICES LIMITED** will be held on Friday, September 29th, 2017 at 09:30 a.m. at Registered office of the Company situated at Bandra Hill View CHS, 3rd 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 31st March 2017 alongwith Balance Sheet as on March 31st, 2017 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. Ajay Dilkush Sarupria (DIN: 00233245), who retires by rotation and being eligible has offered himself for re-appointment.
3. To Ratify the Appointment of Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 141, 142 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, appointment of M/s. Harish Hegde & Co, Chartered Accountants (FRN: 128540W) (who were appointed by the shareholders to hold office upto the conclusion of the Annual General Meeting of the Company to be held for financial year 2019-20), be and is hereby ratified until the conclusion of the next annual general meeting of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

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

PLACE: MUMBAI
DATE: 2ND SEPTEMBER, 2017

TRC FINANCIAL SERVICES LIMITED



Notes:

- The route map showing directions to reach the venue of the 23rd AGM is annexed.
- 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/ herself 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 23rd 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 23rd 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 23rd 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).
 - 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 23rd Annual General Meeting.



TRC FINANCIAL SERVICES LIMITED

- 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. 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

- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 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
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



TRC FINANCIAL SERVICES LIMITED

- (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
 - 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 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. (xvi) above to cast vote.
 - (B) The remote e-voting period shall begin on **Tuesday 26th September, 2017 at 09:00 a.m.** and shall end on **Thursday 28th September, 2017 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 **22nd September, 2017** 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 under help section or write an email to helpdesk.evoting@cdslindia.com.



TRC FINANCIAL SERVICES LIMITED

Details of the Directors seeking Reappointment at the 23rd Annual General Meeting as per SEBI Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015

Name of Director	Mr. Ajay Dilkush Sarupria
Date of Birth	15/08/1967
Date of Appointment (Original)	15/11/2008
Brief Resume and Experience	Having 20 years of experience in Finance, Capital Market and Financial Advisory Services.
Expertise in specific functional areas	Financial Analysis
Qualification	Science Graduate
Terms and condition of re-appointment	Promoter 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)	Private Limited Companies <ul style="list-style-type: none">• K D Cone Industries Private Limited
Memberships of committees across other companies (includes only Audit & Shareholders' /Stakeholder Relationship Committee)	Nil
Shares held in the Company	14,53,087
Relationship between directors inter-se	NIL
Number of Board Meetings attended during the Financial Year 2016-17	6

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

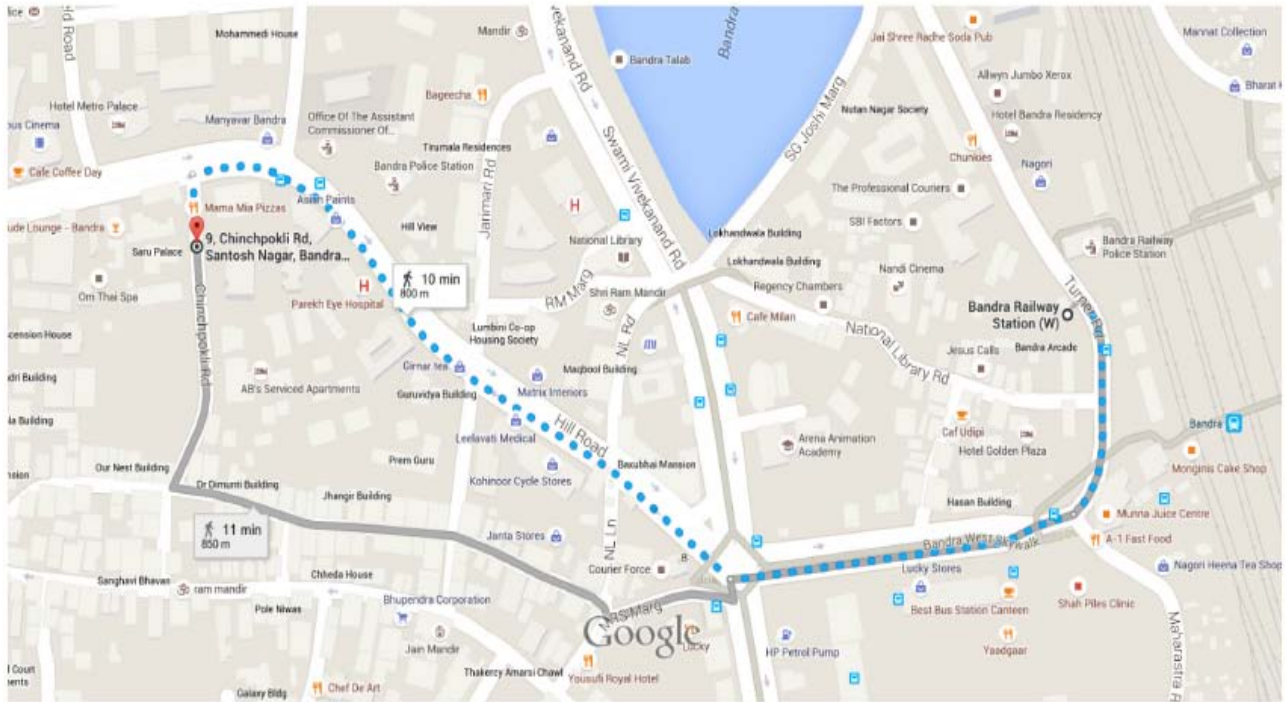
Sd/-
VIJAY M. S. MISQUITTA
MANAGING DIRECTOR & CFO
DIN: 00993141

PLACE: MUMBAI
DATE: 2ND SEPTEMBER, 2017

TRC FINANCIAL SERVICES LIMITED



Road Map to the Registered Office Address of **TRC Financial Services Limited** venue of
23rd Annual General Meeting of the Members of the Company



TRC FINANCIAL SERVICES LIMITED



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899MH1994PLC216417
Name of the Company : TRC FINANCIAL SERVICES LIMITED
Registered Office : Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai - 400050

Name of the member(s)	:	
Registered address	:	
Email Id	:	
Folio No. / Client Id	:	
DP ID	:	

I/We, being the member (s) hold _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____ Signature _____, or failing him/ her

2. Name: _____

Address: _____

E-mail Id: _____ Signature _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the members of **TRC FINANCIAL SERVICES LIMITED** to be held on Friday, **September 29th, 2017** at 9:30 a.m. at Registered office of the Company situated at **Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai - 400050** and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for Financial Year ended 31st March 2017 alongwith Balance Sheet as on March 31st, 2017 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. Ajay Dilkush Sarupria (DIN: 00233245), who retires by rotation and being eligible has offered himself for re-appointment		
3.	To Ratify the Appointment of Statutory Auditors of the Company and to fix their remuneration		

Signed this..... day of..... 20....

Member's Signature

Affix
Revenue
Stamp

Signature of 01st proxy Signature of 02nd proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TRC FINANCIAL SERVICES LIMITED



ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member _____

Member's Folio Number _____

DP ID _____

Client ID _____

Name of the Proxy (In Block Letters) _____

(To be filled in if the Proxy attends instead of the Member)

(No. of Shares held: _____)

I hereby record my presence at the **23rd Annual General Meeting** of the members of **TRC FINANCIAL SERVICES LIMITED** held on Friday, **September 29th, 2017** at 09:30 a.m. at Registered office of the Company situated at **Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050.**

Member's / Proxy Signature