

ANNUAL REPORT
2018-19

TREND ELECTRONICS LIMITED



RESOLUTION PROFESSIONAL**MR. DIVYESH DESAI**

IP Registration no. IBBI/IPA-001/IP-P00169/2017-18/10338

REGISTERED OFFICE20 K. M. Stone, Aurangabad- Beed Road,
Village: Bhalgaon, Aurangabad MH 431210 IN**BOARD OF DIRECTORS**

Mr. Vivek Dattaraya Dharm

Mr. Chandrakant Sidram Jyoti

Mrs. Smita Vivek Dharm

Mr. Kiran K Patwardhan

MANUFACTURING FACILITY20 K. M. Stone, Aurangabad- Beed Road,
Village: Bhalgaon, Aurangabad MH 431210 IN**KEY MANAGERIAL PERSONNEL**

Mr. Jagdish Bangad (Head Operation)

Mr. Milind Deshpande (CFO)

BANKERS

Canara Bank

Punjab National Bank

Kotak Mahindra Bank Limited

Indian Bank

Central Bank of India

State Bank of Hyderabad

AUDITORSM/s. S Z Deshmukh & Co.,
Chartered Accountants
Flat No. 306, Aastha II Apartment, Third Floor,
Opp: Population Science Centre, Deonar,
Mumbai – 400 088**REGISTRAR AND SHARE TRANSFER AGENTS****MCS Share Transfer Agent**Address: 002, Ground Floor, Kashiram Jamnadas Bldg,
5 P. D' Mello Road, Masjid (E), Mumbai, 400009

Ph: 022-40206020

Email: mcssta.mumbai@gmail.com

Contents

| | |
|------------------------------------------------------|----|
| Notice | 01 |
| Directors' Report | 06 |
| Independent Auditors' Report | 34 |
| Balance Sheet | 40 |
| Statement of Profit and Loss | 41 |
| Cash Flow Statement | 42 |
| Notes forming part of the Financial Statements | 44 |

NOTICE TO MEMBER

Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), vide its order dated 25th September, 2018 ("Order"), admitted the application for initiation of corporate insolvency resolution process ("CIRP") filed by State Bank of India in respect of Trend Electronics Limited ("Corporate Debtor") in accordance with Section 7 of The Insolvency and Bankruptcy Code, 2016 ("the Code"). Pursuant to the order, Mr. Dushyant C Dave was appointed as the Interim Resolution Professional. Subsequently, Mr. Dushyant C. Dave was appointed as Resolution Professional by the Committee of Creditors.

Pursuant to an application filed before the NCLT, Mumbai by State Bank of India and Mr. Venugopal N Dhoot in the Videocon Consolidation Matter under Section 60 (5) of the Code read with the rules and regulations framed there under, as amended from time to time, the NCLT vide its order ("Consolidation Order") dated 8th August, 2019 had admitted application allowing consolidation of CIRP petitions of 13 Videocon Group Companies to avoid conflicting of orders, if any. However it was ordered that the CIRP of Trend Electronics Limited shall run independently as the Company is capable of maintaining itself as a going concern. The NCLT vide its order 8th August, 2019, has appointed Mr. Divyesh Desai, having registration No. IBBI/IPA-001/IP-P00169/2017-18/10338, as the Resolution Professional of the Corporate Debtors replacing the then erstwhile resolution professional.

In terms of Section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of the Company stands suspended and the same are being exercised by the Resolution Professional (i.e. Mr. Dushyant Dave from 25th September, 2018 till 7th August, 2019 and Mr. Divyesh Desai from 8th August, 2019). The management of the affairs of the Company has also been vested with Resolution Professional.

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of TREND ELECTRONICS LIMITED (the "Company") will be held on Monday, 30th December, 2019, at the Registered Office of the Company at 20 K.M. Stone, Aurangabad-Beed Road, Village: Bhalgaon, Aurangabad - 431 210 (Maharashtra) at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2019 and the Balance Sheet as at that date together with the Cash Flow Statement and notes and annexures thereto; and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Smita Dharm, Non Executive Director (Din No. 07144712) who retires by rotation and, being eligible, offer herself for re-appointment.
3. To consider the remuneration of the Statutory Auditors and in this regard, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company do hereby authorize the Resolution Professional to finalise and fix the fees payable to M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W), who were appointed as Auditors of the Company to hold office from the conclusion of 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting.

RESOLVED FURTHER THAT the Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper and expedient as required by the Resolution Professional to give effect to this Resolution."

**FOR TREND ELECTRONICS LIMITED
(A Company under Corporate Insolvency
Resolution Process by NCLT order dated 25th September, 2018)**

**MILIND DESHPANDE
CHIEF FINANCIAL OFFICER**

Place: Mumbai

Date: 17th December, 2019

Registered Office:

20 K.M. Stone, Aurangabad-Beed Road,
Village: Bhalgaon, Aurangabad-431 210
(Maharashtra)

CIN: L99999MH1989PLC052233

E-mail id: secretarial_trend@videoconmail.com

Website: www.trendelectronics.in

Tel. No.: +91-240-2644507/9/10/12

Fax. No.: +91-240-2644506

NOTES:

1. **IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN BE A PROXY FOR MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE MEETING IS ENCLOSED.**
2. Copies of the Notice of 29th Annual General Meeting together with the Annual Report are being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares in physical form and whose names appear in the Company's Register of Members on 13th December, 2019 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on 13th December, 2019 as per the particulars of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Upon request, printed copy of Annual Report will be supplied to those Members to whom Annual Report has been sent through electronic mode.
3. Details regarding Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 (SS-2) on General Meeting issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment/appointment/confirmation at the ensuing Annual General Meeting forms part of this Notice.
4. Corporate Members intending to send their Authorised Representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by attendance slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
6. Members, who hold shares in dematerialized form, are requested to write their Client ID and Depository Participant ID and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip and bring their Attendance Slip, as enclosed, along with their copy of Annual Report to the Meeting.
7. The business set out in this Notice is also being conducted through e-voting. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the remote e-voting facility to the Members to cast their votes electronically on all resolutions set forth in this Notice as an alternate for physically casting the vote at the meeting. The detailed instructions for remote e-voting are given hereinafter. Please note that the Voting

through Electronic Mode is optional. For this purpose the Company has entered into an agreement with NSDL for facilitating e-voting to enable the shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Meeting apart from providing remote e-voting facility for all those Members who are present at the Meeting but have not casted their votes by availing the remote e-voting facility.

8. In case of joint holders attending the Meeting and who have not exercised their right to vote by remote e-voting facility, only such joint holder, who is higher in the order of names, shall be entitled to vote by ballot.
9. The remote e-voting facility shall be opened from 27th December, 2019 at 9.00 a.m. to 29th December, 2019 till 5.00 p.m. both days inclusive. Detailed instructions of Voting through Electronic Mode, forms part of this Notice. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on 29th December, 2019. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.
10. The Notice of the Meeting is being placed on the website of the Company viz., www.trendelectronics.in and also on the website of NSDL viz., www.nsdl.co.in
11. Mr. Gaurav Dharmendra Varma, Company Secretary in Whole Time Practice (CP No. 22369), has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner. Additionally, his willingness to be appointed for the said purpose has been received by the Company. It is hereby informed that in case of any event arising due to which Mr. Gaurav Verma is unable to act as the scrutinizer, the Resolution Professional shall appoint any other Company Secretary in Whole Time Practice as the scrutinizer.
12. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast by Ballot at the Meeting, thereafter unblock the votes cast through remote e-voting in the manner provided in the Companies (Management and Administration) Rules, 2014 and make, not later than 48 hours of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.trendelectronics.in and on the website of NSDL at www.nsdl.co.in, immediately after the results are declared by the Chairman or a person authorised by him in writing. The results shall also be submitted to Bombay Stock Exchange Limited, where the shares of the Company are listed.
13. The Company has fixed Monday, 23rd December, 2019 as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
14. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Monday, 23rd December, 2019, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or at the Meeting by Ballot.
15. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd December, 2019 may obtain the User ID and

Password by sending an email request to secretarial_trend@videoconmail.com. Members may also call on +91 22 6611 3500 or send a request to the Company at Trend Electronics Limited at 20 K. M. Stone, Aurangabad Beed Road, Village Bhaggaon, Aurangabad 431210 Maharashtra.

16. The Register of Members and Share Transfer Books shall remain closed from Monday, 23rd December, 2019 to Monday, 30th December, 2019 (both days inclusive) for the purpose of the meeting.
 17. In accordance with Section 125 of the Companies Act, 2013 and Rule 3 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). Similarly, members are requested to note that all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF.
- In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members shall be entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
18. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, the members of the Company who are holding shares in physical form are requested to consider converting their physical holdings into dematerialised form. The members can contact the Company or M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company, for such conversion.
 19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a) any change in the residential status on return to India for permanent settlement.
 - b) particulars of the NRE account with a Bank in India, if not furnished earlier.
 20. The Annual Report of the Company for the financial year 2018-19 as circulated to the Members of the Company will be made available on the Company's website at www.trendelectronics.in.
 21. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 12.00 noon to 3.00 p.m. upto the date of the Meeting.
 22. Members desiring any information as regards to the Financial Statements/ Directors' Report are requested to write to the Company at an early date so as to enable the Management to reply at the Meeting.
 23. Members may address their queries/ communications at secretarial_trend@videoconmail.com.
 24. Members are requested to kindly bring their copy of the Annual Report to the Meeting.
 25. The route map of the venue of the Meeting is given at the end of the Annual Report.

26. **Green Initiative:** Securities & Exchange Board of India as well as the Ministry of Corporate affairs encourages paperless communication as a contribution to greener environment. E-mail communications to the shareholders will result in multiple benefits as under:-

- 1) Timely receipt of all communications without any transit loss.
- 2) Helping in protecting environment and conservation of resources.
- 3) Easy storage in soft copy, thereby eliminating the requirement of storage of bulky documents for subsequent reference.

The Company will simultaneously display full text of the Annual report and other shareholders' communications on its website viz., www.trendelectronics.in, as soon as the same is e-mailed to the shareholders and will also be made available for inspection at the Registered Office of the Company during the office hours.

Members holding shares in physical mode are requested to register their e-mail ID's with M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company and Members holding shares in dematerialized mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

REMOTE E-VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

The voting period begins on Friday, December 27, 2019 at 9:00 a.m. and ends on Sunday, December 29, 2019 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 i.e. Monday, 23rd day of, December, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

Log-in to NSDL process

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, you can check the communication sent to your postal address for further instructions about obtaining password.
- d) Member may obtain a User ID and password for casting his / her vote by remote e-voting by sending a request at evoting@nsdl.co.in by providing the details such as Demat account no or Folio no, PAN no, name, address etc.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

are authorized to vote, to the Scrutinizer by e-mail to Mr. Gaurav Dharmendra Varma at gauravdvarma@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date/ entitlement date i.e., 23rd Day of December, 2019 may obtain the Login ID and Password from the CFO, who is responsible to address the grievances connected with facility for voting by electronic means. In case you have any grievances connected with facility for voting by electronic means you may contact the Chief Financial Officer by sending an e-mail to secretarial_trend@videoconmail.com. Members may also call on +91 22 6611 3500 or send a request to the Company at Trend Electronics Limited at 20 K. M. Stone, Aurangabad Beed Road, Village Bhalgaon, Aurangabad 431210 Maharashtra or by writing a mail at secretarial_trend@videoconmail.com.

For TREND ELECTRONICS LIMITED
(A Company under Corporate Insolvency
Resolution Process by NCLT order dated 25th September, 2018)

MILIND DESHPANDE
CHIEF FINANCIAL OFFICER

Place: Mumbai
Date: 17th December, 2019

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 READ WITH SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

| PARTICULARS | PROFILE OF THE DIRECTORS |
|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director | Mrs. Smita Dharm |
| DIN | 07144712 |
| Date of Birth | 27/11/1970 |
| Age (in years) | 48 Years |
| Educational Qualification | Graduate |
| Date of Appointment | 31st March, 2015 |
| Category of the Director | Professional – Non Executive |
| Terms and Conditions of Appointment or Re-appointment along-with the details of remuneration sought to be paid | Mrs. Smita Dharm is Professional Non-Executive Director, liable to retire by rotation and shall not draw any remuneration and shall be eligible to get the sitting fees for attending the meetings of the Board and Committees of the Board of Directors of the Company as per the Articles of Association of the Company. Mrs. Smita Dharm shall perform such functions and duties as provided in the Companies Act, 2013 and the Rules made there under. |
| Remuneration last drawn, if any | Nil |
| No of Board Meetings attended during the year | 1 |
| Area of expertise/senior position held/work experience | She has more than a decade of experience in various fields like Administration and Management |
| Names of other directorships in Public Limited Companies in which the Director holds directorship | NIL |
| Names of the other Committees in which Chairman | NIL |
| Names of other Committees in which Member | NIL |
| Number of Shares held | NIL |
| Relationships between Directors, Key Managerial Personnel and Mangers of the Company | Relative Mr. Vivek Dharm |

REPORT ON BOARD OF DIRECTORS

Dear Members,

It gives great pleasure to present the **29th Board's Report** of Your Company, along with the Balance Sheet, Statement of Profit and Loss and Statement of Cash Flow for the financial year ended 31st March, 2019.

This is to apprise the members of Trend Electronics Limited (the "Company") that Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), vide its order dated 25th September, 2018 ("Order"), admitted the application for initiation of corporate insolvency resolution process ("CIRP") filed by State Bank of India in respect of Trend Electronics Limited ("Corporate Debtor") in accordance with Section 7 of The Insolvency and Bankruptcy Code, 2016 ("the Code"). Pursuant to the order, Mr. Dushyant C Dave was appointed as the Interim Resolution Professional. Subsequently, Mr. Dushyant C. Dave was appointed as Resolution Professional by the Committee of Creditors.

Pursuant to an application filed before the "NCLT", Mumbai by State Bank of India and Mr. Venugopal N Dhoot in the Videocon Consolidation Matter under Section 60 (5) of the Code read with the rules and regulations framed there under, as amended from time to time, the NCLT vide its order ("Consolidation Order") dated 8th August, 2019 had admitted application allowing consolidation of CIRP petitions of 13 Videocon Group Companies to avoid conflicting of orders, if any. However it was ordered that the CIRP of Trend Electronics Limited shall run independently as the Company is capable of maintaining itself as a going concern. The NCLT vide its order 8th August, 2019, has appointed Mr. Divyesh Desai, having registration No. IBBI/IPA-001/IP-P00169/2017-18/10338, as the Resolution Professional of the Corporate Debtors replacing the then erstwhile resolution professional.

In terms of Section 17 of the Code, on commencement of the Corporate Insolvency Resolution Process (CIRP), the powers of the Board of Directors of the Company stands suspended and the same are being exercised by the Resolution Professional (i.e. Mr. Dushyant Dave from 25th September, 2018 till 7th August, 2019 and Mr. Divyesh Desai from 8th August, 2019).

The management of the affairs of the Company has also been vested with Resolution Professional.

This report is containing the Business and operations of Trend Electronics Limited, along with the audited financial statements and performance of the Company for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

The financial highlights for the year ended 31st March, 2019 and year ended 31st March, 2018, is summarized below:

(₹ in Million)

| Particulars | Financial Year ended 31st March, 2019 | Financial Year ended 31st March, 2018 |
|----------------------------------------------------------|------------------------------------------|------------------------------------------|
| Revenue from Operations | 1,814.79 | 3,949.50 |
| Other Income | 7.05 | 16.10 |
| Total Income | 1,821.84 | 3,965.60 |
| Profit/(Loss) Before Finance Costs, Depreciation and Tax | (270.33) | (1,950.90) |
| Finance Costs | 1,452.08 | 1,090.42 |
| Depreciation and Amortization | 201.45 | 230.54 |
| Profit/(Loss) Before Tax | (1,923.86) | (3,271.86) |
| Profit/(Loss) for the Year/ Period | (1,923.86) | (3,028.23) |

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated 16th February, 2015 has issued Companies (Indian Accounting Standards) Rules, 2015. Accordingly, in compliance with the said Rules, the Financial Statements of the company for the Financial Year 2018-19 have been prepared as per Indian Accounting Standards.

EXTENSION OF DATE FOR HOLDING ANNUAL GENERAL MEETING

The Company made an application to the Registrar of Companies seeking approval for extension of time for holding annual general meeting under section 96(1) of the Companies Act, 2013 for the financial year ended 31st March 2019. Keeping in view, the circumstances as mentioned for extension for time for the purpose of holding Annual General Meeting, Registrar of Companies has granted the extension of 2 months. The Company made a further application to Registrar of Companies seeking approval for extension of time for holding Annual General Meeting under section 96(1) of the Companies Act, 2013 by a further period of 1 month. The Registrar of Companies granted further extension of time for holding annual general meeting by another 1 month.

PERFORMANCE REVIEW

The Company is primarily engaged in manufacturing and selling of Satellite set top box as well as cable Set top box. There was significant decline in the level of operations of the Company on account of severe strains on the working capital.

During the year under review, the Company has earned a total income of 1,821.84 Million as against ₹ 3,965.60 Million for the previous financial year. Loss before tax stood at ₹ 270.33 Million as against ₹ 1,950.90 Million for the previous financial year. The Net Loss for the year under review as ₹ 1,923.86 Million as against Net Loss of ₹ 3,028.23 Million for the previous financial year.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the year under review.

DEPOSITS

Your Company has not accepted any Deposit within the meaning and the ambit of Chapter V, Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

DIVIDEND

In view of losses incurred, the Board of Directors do not recommend any dividend on shares for the year ended 31st March, 2019.

TRANSFER TO RESERVES

In view of losses incurred, the Board of Directors do not proposes to transfer any amount to reserve.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

As required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company was required to transfer the unclaimed dividend pertaining to the financial year 2009-10 of ₹ 4,25,536/-; and in pursuance to the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Rules, the Company was required to transfer 4,25,536 equity shares in respect of which dividend has not been claimed which were subsequently transferred to the suspense account. However, in absence of clarity consequent to commencement of CIRP, the Company couldn't transfer the unclaimed dividend and equity shares to the Investor Education and Protection Fund ("IEPF").

The Company is in the process of seeking clarity and transferring the said amount to IEPF.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

BOARD COMPOSITION

The Board consists of Four Directors as on 31st March, 2019, comprising of 3 Non Executive Independent Directors and 1 Non Executive woman Director. The number of Companies in which they hold the memberships/ chairmanships of Board Committees, as stipulated under SEBI (LODR) Regulations, 2015 is provided in the Corporate Governance Section of this Annual Report.

CHANGES IN DIRECTOR AND KEY MANAGERIAL PERSONNEL

During the year under review:

- Mr. Subhash Nabar, Director resigned w.e.f 1st April, 2018;
- Mr. Kiran Patwardhan was appointed as Additional Director w.e.f 18th May, 2018 and thereafter, appointed as Independent Director in the 28th Annual General Meeting held on 28th December, 2018;
- Ms. Prabhavi Mungee was appointed as Company Secretary and Compliance Officer w.e.f 6th December, 2018.

After the closure of financial year, Ms. Prabhavi Mungee had resigned w.e.f 7th June, 2019.

BOARD MEETING

The Board met **five times** before commencement of corporate Insolvency Resolution Process (CIRP). The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report.

No meeting of Board of Directors or Committee was held after the Commencement of Corporate Insolvency Resolution Process (CIRP) i.e after 25th September, 2018.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each of Independent Directors under Section 149(7) of the Companies Act, 2013.

RETIREMENT BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013, Smt. Smita V Dharm (07144712), will retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Brief resume of the Director seeking re-appointment alongwith other details are disclosed in the Notice convening the Annual General Meeting.

INDEPENDENT DIRECTORS FAMILIARIZATION PROGRAMME

Familiarisation Programme imparted to Independent Directors has been given on the Company's Website i.e. www.trendelectronics.in.

EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Performance Evaluation of the Board of Directors as well as that of its committees and individual directors including chairman of the board, key managerial personnel/senior management etc., was carried out during the year.

AUDITORS**STATUTORY AUDITOR**

M/s. S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 102380W) were appointed as Statutory Auditors for a period of 5 years at the 27th Annual General Meeting of the Company held on 29th September, 2017 and who will hold office till the conclusion of 32th Annual General Meeting.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May 2019, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting has been omitted. Accordingly, the Directors are not seeking approval of members by passing a resolution, for ratification of Auditors.

However, in absence of clarity and based on the advice received, the Company is seeking approval for fixation of fees of the Statutory Auditors.

AUDIT REPORT:

The Statutory Auditors of the Company have submitted Auditors' Report, which has certain Qualifications on the Financial Statements for the period ended on March 31, 2019.

Management's Explanation to the Auditors' Qualifications:

- The Company has not assessed or reviewed the plant and machinery and other fixed assets for impairment, not ascertainment of net realisable value of inventories and not ascertainment of the

realisable value of unquoted investments. The RP has appointed two valuers for valuations of assets including inventories and investments. The RP continues the process for ascertaining the realisable value of assets and necessary adjustments to the carrying value will be effected in due course. The impact of which is not ascertainable at this stage.

- The confirmations and reconciliation of balances of certain secured and unsecured loans, balances with banks, trade receivables, trade and other payables and loans and advances are pending. The management is in the process of obtaining confirmations and reconciliation of balances and ascertaining the impact of which is not ascertainable at present.
- The Company has made investments, given advances and has trade receivables aggregating to ₹ 2,932.98 Million in group/affiliate companies, namely Videocon Industries Limited, Applicomp (India) Limited, VOVL Limited, Value Industries Limited, KAIL Limited, Sky Appliances Limited and Techno Electronics Limited, which have been referred to National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016 by their lenders and subsequently admitted to Corporate Insolvency Resolution Process (CIRP). The actual amount of loss on these investments, advances and trade receivables are not ascertainable till the completion of resolution process of these group/entities.
- Pursuant to commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, there are various claims submitted by the financial creditors, operational creditors, employees and other creditors to the RP. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined during the CIRP. Pending final outcome of the CIRP, no accounting impact in the books of accounts has been made in respect of excess, short, or non-receipts of claims for operational and financial creditors.
- Pursuant to commencement of CIRP of the Company under Insolvency and Bankruptcy Code, 2016, there are various claims submitted by the financial creditors, operational creditors, employees and other creditors to the RP. Such claims can be submitted to the RP till the approval of the resolution plan by CoC. The overall obligations and liabilities including interest on loans and the principal amount of loans shall be determined during the CIRP. Similarly, claims of all creditors including MSME will be treated as per approval of resolution plan.
- Due to various unavoidable circumstances inter-alia including voluminous activities under CIRP, lack of resources inter-alia including qualified staff having resigned pre-post CIRP, the Company couldn't submit financial results for 31st March, 2018 and subsequent periods till date as prescribed under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, no impact of the same is envisaged in the financial statements.
- The Company has been referred to National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016 as amended, and there are persistent severe strains on the working capital and there is considerable decline in level of operations of the Company and net worth of the Company as on the reporting date is negative and it continue to incur losses. The Company has received invocation notices of corporate guarantees given by it and also the personal guarantees of promoter directors have been invoked. Since Corporate Insolvency Resolution Process (CIRP) is currently in progress, as per the Code, it is required that the Company be managed as going concern during CIRP. Accordingly, the financial statements are continued to be prepared on going concern basis. The Company continues the process for ascertaining the realisable value for its assets (including inventories and trade receivables) and necessary adjustments to the carrying value will be effected in due course, the impact of which is not ascertainable at this stage.

COST AUDITOR

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 and amendments made thereto; from time to time, the Company is in the process of appointing Cost Auditor to conduct audit of Cost Accounting

Records maintained by the Company for the financial year commencing from 1st April, 2019 to 31st March, 2020.

In compliance with the provisions, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. However, since the cost auditor is yet to be appointed, the consent of the Members will be sought at the general meeting, as and when held at a later date.

In having failed to appoint cost auditor, the Company also failed to file the Cost Audit Report for the financial year ended 31st March, 2018 and 31st March, 2019.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex to its Board's Report, a secretarial audit report given by a Company Secretary in practice, in the prescribed form.

The Resolution Professional, in compliance with Section 204 of the Act, appointed Mrs. Gayathri R Girish, Company Secretary in Whole- time Practice, (CP No.: 9255) to carry out the Secretarial Audit for the financial period ended on 31st March, 2019. The Secretarial Auditor has made certain observations in her Secretarial Audit Report. The Report of the Secretarial Audit in Form MR-3 for the financial year ended 31st March, 2019 is marked as 'Annexure- 1' and forms part of this Directors Report and consists of the observations stated by the Secretarial Auditor.

In respect of observations raised by the Secretarial Auditor, the explanation of the management is as under:

- The non-filing of e-forms MGT 14, IEPF-2, Form AOC-4 XBRL and others were on account of technical issues.
- The Company couldn't transfer the unpaid/unclaimed dividend to IEPF, declared at the 22nd Annual General Meeting held on 29th June, 2011; (ii) the shares in respect of which dividend is unclaimed or unpaid for more than 7 years and which were due for transfer to IEPF due to lack of clarity consequent to commencement of CIRP.
- The non-filing of statement of unpaid and unclaimed amount to IEPF Authority was on account of non-receipt of information from the RTA, due to non-payment of dues, to the RTA.
- The delay in filing of E Form MGT 7, MGT 15 was on account of technical difficulty and procedural issues.
- The delay in compliance and/or non-compliance of the provisions of Regulations 13(3), 14, 7(3), 33(3), 47(3), 31, 29, 40(9), 55A giving prior intimation and outcome in respect of certain meetings of Committee of Creditors, submission of Reconciliation of Share Capital Audit, intimation of commencement of CIRP under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were on account of technical difficulties, voluminous activities under CIRP, lack of resources inter-alia including qualified staff having resigned pre-post CIRP.
- In terms of the Code, the outstanding dues pertaining to pre-CIRP period are to be filed as claims and will be treated as per the provisions of IBC and accordingly payment is not made even though the same is pertaining to Listing Fees.
- Non filing of returns under FEMA were on account of technical issues and accidental omissions.
- Non appointment of cost auditor was on account of unwillingness of some of the cost auditors on account of admission of company into CIRP.
- The other observations or adverse remarks are self-explanatory

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY, OCCURRING AFTER THE BALANCE SHEET DATE AND AS AT THE DATE OF SIGNING THIS REPORT

Except the above change, there are no material changes and commitments affecting the financial position of the Company, which occurred after the Balance Sheet Date and as at the date of signing of this report.

CONSERVATION OF ENERGY

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year ended March 31, 2019 is marked as 'Annexure 2' and forms part of this Directors Report.

HEALTH, SAFETY AND ENVIRONMENT

Your Company considers health and safety of its employees as its prime responsibility.

The team studies a plethora of health, safety and environment related issues at manufacturing plants and reports the observations along with requisite correctives measures, if any, to the management for necessary action.

The Company continues to adopt the following health and safety initiatives:

- A sure way to prevent accidents and keep everyone safe is by keeping the maintenance up on your industrial floors. The cleaning equipment are kept close by in case of spillages and ensure wet surfaces are acted upon quickly to avoid slips and trips – the most common cause of workplace injuries.
- If something new is introduced to the factory – whether that be machinery or a new product – that needs to be moved, the staff is properly communicated and a new method is implemented.
- Installation of Effluent Treatment Plant, where the waste water is treated and recycled for gardening purposes.
- Round the clock occupational health center and ambulance with all medical devices.
- Timely disposal of waste and scrap materials.

INFORMATION TECHNOLOGY

The company is successfully making use of high-end Servers running for Database Management of the Set Top Box Manufacturing for effectively monitoring the product, right from the beginning of the assembly process till the finished product.

The Company has effectively implemented and using the network application for facilitating the storage & retrieval of the Set Top Box pairing elements. The application developed uses state of the art Database Servers & deployed using Microsoft, .Net and Java. The applications have been integrated with the online production management system effectively.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION (SECTION 178)

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration.

The Company has in place the Nomination and Remuneration Committee. The Company has further formulated the Nomination and Remuneration Policy on directors' appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of directors. Further, the details pertaining to the Nomination and Remuneration Policy during the financial year ended March 31, 2019 forms part of the Corporate Governance Report.

RISK MANAGEMENT POLICY OF THE COMPANY

The Company has put in place a mechanism to identify, assess, monitor and mitigate various risks associated with the business. In line with the regulatory requirements, the Company has in place the Risk Management Policy to identify the risk elements and manage, monitor and report on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has formed Risk Management Committee. The scope and composition of the Committee forms part of the Corporate Governance