

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Trio Mercantile & Trading Limited will be held on Saturday, the 27th day of July, 2013, at 3.00 p.m. at 613/B, Mangal Aarambh, Near MC Donalds, Kora Kendra Road, Off S.V.Road, Borivali (West), Mumbai - 400 092 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the Financial Year ended March 31, 2013, the Balance Sheet as at that date and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayesh Gandhi, who retires by rotation, and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Hiren Kothari, who retires by rotation, and, being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, M/s. Koshal & Associates (FR No-121233W), Chartered Accountants, be and is hereby appointed as the Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

FOR AND ON BEHALF OF THE BOARD

HIREN KOTHARI
MANAGING DIRECTOR

Registered Office:

613/B, Mangal Aarambh, Near MC Donalds,
Kora Kendra Road, Off S.V.Road,
Borivali (West), Mumbai 400 092.

Place : Mumbai

Date : 28th June 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. All documents referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 25th July, 2013 to 27th July 2013 (both days inclusive).
4. The shareholders are requested to intimate immediately any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s SHAREX Dynamic (India) Pvt. Ltd having their office premises at, Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400 072, if the shares are held in the physical form.

FOR AND ON BEHALF OF THE BOARD

HIREN KOTHARI
MANAGING DIRECTOR

Registered Office:

613/B, Mangal Aarambh, Near MC Donalds,
Kora Kendra Road, Off S.V.Road,
Borivali (West), Mumbai 400 092.

Place : Mumbai

Date : 28th June 2013

DIRECTORS' REPORT

To,
The Members,
Trio Mercantile & Trading Ltd.

Your Directors have pleasure in presenting the Eleventh Annual Report together with the Audited Statements of Accounts for the year ended 31st March, 2013.

FINANCIAL RESULT

(Rupees in Lacs)

	For the year ended March 31, 2013	For the year ended March 31, 2012
Total income	120.44	122.49
Profit Before Interest, Depreciation and Tax		
Less : Interest	0.34	7.14
Less : Depreciation	2.41	2.41
Less : Provision For Tax	6.38	5.30
Profit After Tax	12.91	5.17
Add : Balance brought Forward from last Year	98.28	92.70
Total available for appropriation	111.19	97.87
Less : Adjustment	--	1.26
Transferred to Reserve	2.44	0.85
Balance carried to Balance Sheet	108.75	98.28

DIVIDEND

The Directors do not recommend any Dividend for the year 2012-2013.

BUSINESS OPERATIONS

During the year the Company's Income was Rs.120.44 Lacs, as compared to Income of Rs.122.49 Lacs, during the last year. The Profit after tax during the year was Rs. 12.91 Lacs as compared to Rs.5.17 Lacs, during the last year.

FIXED DEPOSITS

Your Company has not accepted / renewed any public deposits, hence particulars required to be furnished under the Companies (Acceptance of Deposits) Rules, 1975 are not given herewith.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 217(2AA) of the Companies Act, 1956, the Directors of your company confirm that:-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- That appropriate accounting policies have been selected and applied consistently, and that the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit of the Company for the said period.
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Annual accounts have been prepared on a going concern basis.

MANAGEMENT DISCUSSION ANALYSIS REPORT**Economy Overview**

Policy paralysis by the Central Government, uncomfortably high inflation, worries about the burgeoning current account deficit etc, have created significant Headwinds for the economy reducing economic growth in the last year to a mere 5%. The FY 2012-13 was, on the whole, a mixed year for the Indian economy. All the statistics and other key indicators of economic health, point to this dual truth - that the Indian economy in the short term to medium term is suffering from adverse conditions, while on the other hand, its economic fundamentals continues to remain robust and unaffected. This paradox is due to a confluence of different factors acting together. While the domestic market on whole remains healthy and demand remains firm, there are increasing supply side constraints that distort the normal functioning of the economy. There are however, more recently, signs that a recovery may be in the offing. Inflation has eased to 6% (March 2013), very close to the RBI's tolerance threshold. This allows scope for more monetary easing. There are also signs that the Central Government has belatedly recognized the need to restart the growth engines. In many quarters there is even a nascent consensus that the growth deceleration may have bottomed out and a deeper recovery process will begin soon. It may not then be unrealistic to expect some new piecemeal reform process to begin soon

Industry overview

FII's inflows have surged to a record high of ` 1.4 Lakh Crores in this year and there are no indications of a waning appetite among foreign investors for Indian equities. As this class of Investors continue to outweigh domestic Investors, their continuous demand has led to increased valuations, propelling markets to hit all time highs. Meanwhile, to further strengthen the markets, the Central Government continues to implement measures to attract more domestic investors to the capital markets, in particular the Rajiv Gandhi Equity Saving Scheme (RGESS) which is expected to be a game changer for the Industry. The equity markets performed comparably better this year than the broader economy. The huge pools of liquidity generated abroad by Quantitative Easing (QE) and the lack of attractive investment options in those countries, has meant that India become the unintended beneficiary of these developments.

Outlook 2013-14

The economic woes of the last year might finally compel the central government to implement measures aimed to boost growth in the coming months. The recent reforms with regard to FDI in retail and airline sector seem to point the way in this regard. The forecast for the coming year is one of an improving economic climate. Similarly, circumstances also seem to have prompted the Central Government to get its fiscal house in order and manage the current account deficit better. With regard to inflation, the RBI has already declared that if inflation falls below 5%, i.e below its tolerance threshold, then it may be comfortable with more monetary easing. The global economy has shown meaningful improvement in the last year, with the US economy gaining significant traction in the last many months and the Euro Zone financial crisis showing signs of stabilizing.

Internal Control Systems

The Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws & regulations and compliance with all rules, procedures & guidelines prescribed by the Management.

Opportunities and Threats

The company sees many opportunities for further growth, consolidation and expansion for the coming year. There is huge opportunity for trading business in agro business.

Risks and Concerns

The company appreciates the varied forms of risk inherent in our Industry and we continue to scrutinize and pull our risk management systems to make it the best in the Industry. The company also understands the risk of accidental oversight leading to unintentional regulatory compliance. To insure against this, we maintain vigilant compliance mechanism and take every possible step to ensure strict regulatory adherence.

CORPORATE GOVERNANCE REPORT

Reports on Corporate Governance analysis, & Auditors Certificate as stipulated under Clause 49 of the Listing Agreement are separately given and forms part of this Annual Report.

The Company has an audit committee, which oversee the Company's financial and operating processes and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Jayesh Gandhi and Mr. Hiren Kothari, Directors of the Company will retire by rotation at the forthcoming 11th Annual General Meeting and being eligible, offers themselves for re-appointment.

AUDITORS

M/s Koshal & Associates, Chartered Accountants, retire as Statutory Auditors and have given their consent for re-appointment. As required under the provisions of Section 224 (1B) of the Companies Act, 1956, your Company has obtained written confirmation from the above auditor proposed to be re-appointed that the re-appointment, if made, would be in conformity with in the limits specified in the said section.

The Board proposes the re-appointment of M/s Koshal & Associates, Chartered Accountants, Mumbai as Statutory Auditors, based on the recommendations of the Audit Committee, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

Resolutions seeking your approval on these items are included in the Notice convening the Annual General Meeting. Members are requested to consider the appointment of M/s. Koshal & Associates, Chartered Accountant, Mumbai, for the current year, on a remuneration to be decided by the Board of Directors in consultation with the said firm of Auditors.

AUDITORS REPORT

The observations of Auditors in their report, read with the relevant notes to accounts are self explanatory and therefore do not require further explanation.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information as prescribed under Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1998 are not applicable to the Company.

PARTICULARS OF EMPLOYEES

There are no employees covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, and hence, no particulars are attached.

ACKNOWLEDGEMENTS

The Directors place on record their gratitude to the bankers, shareholders and the clients for their valued and continued support and to the employees for their support and cooperation during the year.

FOR AND ON BEHALF OF THE BOARD

HIREN KOTHARI
MANAGING DIRECTOR

Place : Mumbai
Date : 28th June 2013

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company looks upon good corporate governance practices as a key driver of sustainable corporate growth and long-term shareholder value creation. Corporate Governance lays strong emphasis on transparency, accountability and integrity.

1. BOARD OF DIRECTORS

a. Composition of Board

Board of Directors of the Company consists of Four (4) Directors as on 31st March, 2013. None of the directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees including Trio Mercantile & Trading Limited

The composition of Board as on March 31, 2013 is as follows:

Sr. No.	Name of the Director	Category of Directorship	Directorship in other Companies (*)	No. of Committee positions held (Other than Trio Mercantile and Trading Limited)	
				Chairman	Member
1.	Mr. Hiren S.Kothari	Promoter, Executive	1	--	1
2.	Mr.Chetan S. Kothari **	Promoter , Non-executive	3	2	4
3.	Mr. Sadru Merchant	Executive & Non- Independent	--	--	--
4.	Mr. Jayant Tanksale **	Non-Executive & Independent	2	-	2
5.	Mr. Jayesh Gandhi	Non-Executive & Independent	1	--	--
6.	Mr. Umesh Khese	Non-Executive & Independent	1	--	1

** Ceases to be a director w.e.f. 31.12.2012

b. Board Meetings and Annual General Meeting

Four (4) Board Meetings were held during the financial year 2012-2013 viz: 14th May 2012, 13th August, 2012, 12th November, 2012, and 14th February, 2013. The Tenth Annual General Meeting (AGM) was held on 27th September, 2012.

Attendance of the Directors at the Board Meeting and AGM is as given below:

Director	No. of Board Meetings attended	Attendance at the last AGM
Mr. Hiren S.Kothari	4	Yes
Mr. Chetan S. Kothari **	3	Yes
Mr. Sadru Merchant	4	Yes
Mr. Jayant Tanksale **	2	Yes
Mr. Jayesh Gandhi	4	Yes
Mr. Umesh Khese	2	Yes

** Ceases to be a director w.e.f. 31.12.2012

2. Audit Committee

a. COMPOSITION OF COMMITTEE

The Audit Committee comprises of Three Directors, two of them are Non Executive and Independent Directors and other is Managing Director. All the Directors possess knowledge of corporate finance, accounts and company law. An Independent, Non Executive Director acts as Chairman of the Committee Meetings. The Statutory Auditors are also invited to the meetings. The quorum of the Audit Committee is two members.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting. Chairman of the Audit Committee Mr. Jayesh Gandhi was present at the last Annual General Meeting.

Audit Committee has reconstituted during the year and at present the Committee comprises of the following Members

Name of the Director	Position	Category
Mr. Jayesh Gandhi	Chairman	Non Executive and Independent
Mr. Hiren Kothari	Member	Promoter, Executive
Mr. Umesh Khese	Member	Non-Executive and Independent

b. TERMS OF REFERENCE

The terms of reference of the Audit Committee is as per the requirements of clause 49 of the listing agreement and the applicable provisions of the Companies, Act, 1956.

c. DETAILS OF MEETINGS HELD DURING THE YEAR

Four Meetings of Audit Committee were held during financial year 2012-2013 viz 14th May 2012, 13th August, 2012, 12th November, 2012, and 14th February, 2013

3. Shareholders /Investor's Grievance Committee

Shareholders' and Investors' Grievance Committee comprises of 3(three) Directors headed by Mr. Jayesh Gandhi, Non Executive Director. Mr. Mahesh Raut is the Compliance Officer of the company. The Investor Grievance Committee of the Board resolves the complaints like transfer of shares, non receipt of Annual Reports etc as received from the Investors and provides periodical reports to the Board of Directors of the Company.

a. COMPOSITION

Shareholders' and Investors' Grievance Committee has reconstituted during the year and at present the Committee comprises of the following Members

Name of the Director	Position	Category
Mr. Jayesh Gandhi	Chairman	Non Executive and Independent
Mr. Hiren Kothari	Member	Promoter, Executive
Mr. Umesh Khese	Member	Non-Executive and Independent

b. STATUS OF INVESTOR COMPLAINTS

The Company had not received any complaints during the year from the shareholders

4. SHAREHOLDER INFORMATION

a. GENERAL BODY MEETINGS

I. Location, time and date of the last three Annual General Meetings held:

Year	Location	Date	Time
2011-12	613/B, Mangal Aarambh, Near MC Donalds, Kora Kendra Road, Off S.V. Road, Borivali (West), Mumbai - 400 092.	27th September, 2012	3.00 A.M.
2010-11	613/B, Mangal Aarambh, Near MC Donalds, Kora Kendra Road, Off S.V. Road, Borivali (West), Mumbai - 400 092.	15th September, 2011	11.00 A.M.
2009-10	130, Great Western Building, 2nd Floor, Nagindas Master Road Extension, Fort, Mumbai - 400 023.	29th September, 2010	11.00 A.M.

II. There were no Extra Ordinary General Meetings held during the last three financial years.

c. SHAREHOLDING PATTERN OF THE COMPANY AS ON MARCH 31, 2013

Categories of Shareholders on 31st March, 2013

Category	No of shares of Rs. 10/- each	%
Indian Promoters	719070	12.88
Institutional Investors	3300	0.06
Private Bodies Corporate	812434	14.55
NRIs,/OCBs	-	-
General Public	4048471	72.51
Any Other (Foreign Companies)	-	-
Clearing Members	-	-
TOTAL	5583275	100.00

d. ANNUAL GENERAL MEETING**11th Annual General Meeting****Day** : Saturday**Date** : 27th July 2013**Time** : 3.00 p.m.**Venue** : 613/B, Mangal Aarambh, Near MC Donalds,
Kora Kendra Road, Off S.V.Road,
Borivali (west), Mumbai 400 092.**e. FINANCIAL CALENDAR OF THE BOARD MEETINGS TO ADOPT THE ACCOUNTS FOR THE FINANCIAL YEAR 2013-14**

Financial year: 1st April, 2013 to 31st March, 2014. For the year ending 31st March 2014, quarterly unaudited/annual audited results shall be announced by:

- For the quarter ending 30th June, 2013 : On or before 14th August 2013.
- For the quarter ending 30th September, 2013 : On or Before 14th November 2013.
- For the quarter ending 31st December, 2013 : On or before 14th February 2014.
- For the quarter ending 31st March, 2014 : On or before 30th of May 2014 (Audited).

f. DATE OF BOOK CLOSURE

25th July 2013 to 27th July 2013 (both days inclusive)

g. LISTING DETAILS

The Equity Shares of the Company are listed on Stock Exchanges at Ahmedabad Stock Exchange; Madras Stock Exchange and Jaipur Stock Exchange. Further Equity Shares of the Company get listed on BSE w.e.f. 06.12.2012.

ISIN number for NSDL & CDSL-INE234G01014

BSE Ltd Stock Code: 534755

There is no penalty or stricture imposed on the company by Stock Exchanges, SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

h. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2013

No of shares	No of shareholders	% of shareholders	No.of shares	% of shareholding
Up to 100	213	15.84	11340	0.20
101 to 200	344	25.58	43292	0.78
201 to 500	259	19.26	77227	1.38
501 to 1000	161	11.97	104520	1.87
1001 to 5000	152	11.30	362698	6.50
5001 to 10000	97	7.21	813558	14.57
10001 to 100000	113	8.40	3401635	60.93
100001 to above	6	0.45	769005	13.77
TOTAL	1345	100.00	5583275	100.00

i) REGISTRAR AND TRANSFER AGENTS

M/s SHAREX (Dynamic) India Pvt.Ltd.
 Unit-1, Luthra Ind.Premises,
 Andheri Kurla Road, Safed Pool, Andheri (East),
 Mumbai 400 072.
 Website: www.sharexindia.com and
 e-mail id: sharexindia@vsnl.com

j) MARKET PRICE DATA

There was no trading in the equity shares of the Company during the financial year 2012-13 on Ahmedabad Stock Exchange, Madras Stock Exchange and Jaipur Stock Exchange.

Monthly high and low quotation of shares traded at BSE Ltd from December, 2012 as it was listed on 6th of December, 2012 compared to BSE Sensex during the financial year 2012-13 were:

	BSE		SENSEX	
	High	Low	High	Low
	(Rs.)	(Rs.)		
Dec 12	22.10	9.45	19612.18	19149.03
Jan 13	15.39	9.73	20203.66	19508.93
Feb 13	21.46	14.10	19966.69	18793.97
Mar 13	23.60	17.75	19754.66	18568.43

k. DETAILS OF SHARE CAPITAL IN PHYSICAL/DEMAT FORM AS ON 31ST MARCH 2013:

Particulars	Number of shares	% of shares
Number of shares in Physical form	11,18,452	20.03%
Number of shares in Demat form	44,64,823	79.97%
TOTAL	55,83,275	100%