



Trio Mercantile &
Trading Limited

**12th ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS:

HIREN S. KOTHARI	-	MANAGING DIRECTOR
JAYESH GANDHI	-	DIRECTOR
S.S. MERCHANT	-	EXECUTIVE DIRECTOR
* UMESH KHESE	-	DIRECTOR
**CHANDRAPRAKSH CHATURVEDI	-	ADDITIONAL DIRECTOR
***PALLAVI HIREN KOTHARI	-	ADDITIONAL DIRECTOR

* Ceased to be a Director w.e.f. 30.07.2013

**Appointed as an Independent Director w.e.f. 29.03.2014

***Appointed as an Non Executive woman Director w.e.f. 14.08.2014

BANKERS:

ORIENTAL BANK OF COMMERCE

AUDITORS:

KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS

REGISTERED OFFICE:

613/B, MANGAL AARAMBH, NEAR MC DONALDS,
KORA KENDRA ROAD, OFF S.V.ROAD,
BORIVALI (WEST), MUMBAI - 400 092
CIN : L51909MH2002PLC136975

REGISTRAR AND TRANSFER AGENT:

M/S SHAREX (DYNAMIC) INDIA PVT.LTD.
UNIT-1, LUTHRA IND.PREMISES,
ANDHERI KURLA ROAD, SAFED POOL,
ANDHERI (EAST), MUMBAI 400 072

NOTICE

NOTICE is hereby given that the Twelveth Annual General Meeting of the Members of Trio Mercantile & Trading Limited will be held on Saturday, the 27th day of September 2014, at 10.00 a.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, 2014, Cash Flow Statement and 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. S.S. Merchant (DIN: 02561025), who retires by rotation, and, being eligible, offers himself for reappointment.
3. 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under 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."

SPECIAL BUSINESS**Item No 4**

To appoint Mr. Jayesh Gandhi (DIN: 01497163) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Mr. Jayesh Gandhi (DIN: 01497163) Director of the Company who retires by rotation at the Twelveth Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company non liable to retire by rotation and to hold office for five consecutive years.

Item No 5

To appoint Mr. Chandraprakash Chaturvedi (DIN: 00301094) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Chandraprakash Chaturvedi (DIN: 00301094) who was appointed as Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who

holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.

Item No 6

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of section 149, 152,160 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Act and clause 49 of the Listing Agreement ; Mrs. Pallavi Kothari (DIN: 00050947) who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company on August 14, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as a Non Executive Woman Director of the Company liable to retire by rotation."

Item No 7

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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.
CIN : L51909MH2002PLC136975

Place : Mumbai

Date : 26th August, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relevant details of directors seeking appointment/ re-appointment under item no. 2,4,5 & 6 above, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges are also annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, September 25, 2014 to September 27, 2014 (both days inclusive).
4. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change of address immediately to the Company/ registrar & transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd. having their office premises at Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai- 400072.
5. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is attached to the proxy form. Members are requested to affix their signature at the place provided on the attendance slip and hand over the same at the entrance of the venue. Members are requested to bring their copies of the Annual Report and attendance slip to the meeting.
6. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.triomercantile.com for their download.
7. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35 B of the Listing Agreement executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cutoff date i.e., August 29, 2014 may cast their votes electronically.

The e-voting period commences at 11.00 am on Monday 15th September, 2014 and ends at 5.00 pm on Wednesday 17th September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Jeetendra B. Wala, Practicing Chartered Accountant (FCA: 033714) Proprietor of J.B.Wala & Co., Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.triomercantile.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 15th September, 2014 at 11.00 am and ends on 17th September, 2014 till 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) 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.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) 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.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant TRIO MERCANTILE & TRADING LIMITED on which you choose to vote.
- xii) 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.

- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Disclosure pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting

Item No. of Notice	Name of the Director	Brief Resume	Listing of other Directorships/ Committee Memberships in other Companies
02	Mr. S.S. Merchant	Commerce graduate having experience in Capital Market since last 25 years & handling day to day activities of the company.	--
04	Mr. Jayesh Gandhi	Graduate, look after Sales Tax (VAT) and service tax compliance of the Company.	Shachi Consultant Pvt Ltd Kothari World Finance Ltd
05	Mr. Chandraprakash Chaturvedi	Chartered Accountants, having experience in capital market since last 20 years.	Space Corporation Ltd Spine Multitrade Pvt Ltd
06	Mrs. Pallavi Kothari	Graduate, expert in finance & office administration.	Gurubhakti Finvest Pvt Ltd Park Capital Pvt Ltd Sky Scrapers Properties Pvt Ltd Honorable Securities Ltd Dataworld IT services Ltd

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory Statement set out all material facts relating to the Special business mentioned in the accompanying notice:

Item No: 4 & 5

Mr. Jayesh Gandhi is Non-Executive and Independent Directors of the Company. He joined the Board of Directors of the Company on 26th August, 2002 as an additional director. He appointed as a director liable to retire by rotation at the Twelveth Annual General Meeting held on September 27, 2014. Mr. Jayesh Gandhi is director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013 ('the Act'), Mr. Jayesh Gandhi is proposed to be appointed as an Independent Director for five Consecutive years.

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Chandraprakash Chaturvedi as an Additional Director of the Company with effect from 29th March, 2014. In terms of the provisions of Section 161(1) of the Act, Mr. Chandraprakash Chaturvedi would hold office up to the date of the ensuing Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act 2013 ('the Act'), Mr. Chandraprakash Chaturvedi is proposed to be appointed as an Independent Director for five Consecutive years.

The Company has received a notice along with the deposit of requisite amount under Section 160 of the Act from a member proposing Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi as a candidate for the office of Directors of the Company. Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi have confirmed to the Board that they qualifies to be an independent director as per the meaning given in Clause 49(I)(A)(iii) and Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi are independent of the management. The Board of Directors considers that their continued association would immensely benefit the Company and it is desirable to continue to avail services of Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi as an Independent Director. Accordingly, the Board commends the passing of the ordinary resolution proposed at item no. 4 & 5 of the Notice. Copy of the draft letter for appointment of Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi as an Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company between 2.00 p.m. and 4.00 p.m. on any working day (Monday to Friday), up to the date of the Annual General Meeting. Brief profile of Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi and the disclosures required under Clause 49 of the Listing Agreement are given as additional information of Directors, which forms part of the Notice.

Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi are interested in the resolution proposed at item no. 4 & 5 of the Notice since it relates to their own appointment.

Item No: 6

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director.

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Pallavi Kothari as an Additional Director of the Company with effect from August 14, 2014. In terms of the provisions of Section 161(1) of the Act, Mrs. Pallavi Kothari would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Pallavi Kothari for the office of Director of the Company.

Mrs. Pallavi Kothari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 37125 equity shares in the Company.

Mrs. Pallavi Kothari may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Mr. Hiren Kothari who is her relative and the Managing Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mrs. Pallavi Kothari.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board commends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Item No. 7

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 which is now largely in force. On 12th September 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation. Subsequently on 26th March 2014, MCA notified further 183 sections and six schedules of the Companies Act, 2013 which came into force on 1st April, 2014. The MCA also notified the Rules pertaining to the notified sections. With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles to bring them in line with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of the Members of the company by Special resolution is required for the adoption of the new AOA by way of amendment and restatement of the existing AOA and accordingly, the approval of the Members is being sought for the proposed adoption of the new AOA.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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.
CIN : L51909MH2002PLC136975

Place : Mumbai

Date : 26th August, 2014

DIRECTORS' REPORT

To,
The Members,
Trio Mercantile & Trading Ltd.

Your Directors have pleasure in presenting the Twelveth Annual Report together with the Audited Statements of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULT

(Rupees in Lacs)

	For the year ended March 31, 2014	For the year ended March 31, 2013
Total income	3059.77	120.44
Profit Before Interest, Depreciation and Tax	30.25	21.05
Less : Interest	14.39	0.34
Less : Depreciation	2.80	2.41
Less : Provision For Tax	7.75	6.38
Profit After Tax	4.24	12.91
Add : Balance brought Forward from last Year	109.00	98.53
Total available for appropriation	113.24	111.44
Less : Adjustment	0.76	--
Transferred to Reserve	--	2.44
Balance carried to Balance Sheet	112.48	109.00

DIVIDEND

The Directors do not recommend any Dividend for the year 2013-2014.

BUSINESS OPERATIONS

During the year the Company's Income was Rs. 3059.77 Lacs, as compared to Income of Rs.120.44 Lacs, during the last year. The Profit after tax during the year was Rs. 4.24 Lacs as compared to Rs.12.91 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.