



Trio Mercantile &
Trading Limited

**16th ANNUAL REPORT
2017-2018**

BOARD OF DIRECTORS:

- | | |
|------------------------------|---|
| 1. Mr. Hiren Kothari | - Managing Director |
| 2. Mr. Dilip Parekh# | - Director |
| 3. Mr. Bhadresh Shah* | - Additional (Independent) Director |
| 4. Mr. Jayesh Gandhi## | - Director |
| 5. Mr. Deepak Mehta** | - Additional (Whole-time) Director |
| 6. Mr Nehul Chheda*** | - Additional (Independent) Director |
| 7. Mr. Jaymin Modi ### | - Director |
| 8. Mrs. Pallavi Kothari #### | - Director |
| 9. Ms. Divya Poriya**** | - Additional (Independent) Director |
| # | Resignation of Mr. Dilip Parekh w.e.f. 30th May, 2017 |
| * | Appointment of Mr. Bhadresh Shah w.e.f. 14th December, 2017 |
| ## | Resignation of Mr. Jayesh Gandhi w.e.f. 14th December, 2017 |
| ** | Appointment of Mr. Deepak Mehta w.e.f. 12th February, 2018 |
| *** | Appointment of Mr. Nehul Chheda w.e.f. 12th February, 2018 |
| ### | Resignation of Mr. Jaymin Modi w.e.f. 12th February, 2018 |
| #### | Resignation of Mrs. Pallavi Kothari w.e.f. 30th May, 2018 |
| **** | Appointment of Ms. Divya Poriya w.e.f. 30th May, 2018 |

COMPANY SECRETARY

MISS. MEGHA TRIVEDI

CFO:

MISS. JIGNA DANI

AUDITORS:

M/S SDA & ASSOCIATES
CHARTERED ACCOUNTANTS
MUMBAI

BANKERS:

UNION BANK OF INDIA

REGISTERED OFFICE:

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

REGISTRAR & TRANSFER AGENT:

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

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NOTICE

The Sixteenth Annual General Meeting of Trio Mercantile & Trading Limited will be held on **Saturday, the 29th day of September, 2018 at 10.00 a.m., at 613/B, Mangal Aarambh, Kora Kendra, Borivali (West), Mumbai - 400092, Maharashtra**, 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, 2018, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2. No Director is eligible for retire by rotation.

SPECIAL BUSINESS:

3. To appoint Mr. Bhadresh Shah (DIN : 08028036) 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 read with Schedule IV 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), Mr. Bhadresh Shah (DIN: 08028036), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 14, 2017, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years not liable to retire by rotation."

4. To appoint Mr. Nehul Chheda (DIN : 08075432) 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 read with Schedule IV 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), Mr. Nehul Chheda (DIN : 08075432), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 12, 2018, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years not liable to retire by rotation."

5. To appoint Ms. Divya Poriya (DIN : 08160358) as a Woman 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 read with Schedule IV 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), Ms. Divya Poriya (DIN : 08160358), who was appointed as Additional Director of the Company by the Board of Directors with effect from May 30, 2018, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at 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 Director, be and is hereby appointed as a Woman Independent Director of the Company to hold office for 5 (five) years not liable to retire by rotation."

6. To appoint Mr. Deepak Mehta (DIN :00046696) as an Executive 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Deepak Mehta (DIN: 00046696), who was appointed as an Additional Director by the Board of Directors 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 Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013(including any Statutory modification or re-enactment thereof, for the time being in force) the Company in general meeting hereby approves the appointment of Mr. Deepak Mehta as Whole-time Director of the Company for period of five years with effect from February 12, 2018 to 11th February, 2023 with remuneration of Rs. 25,000 p.m. upon terms and conditions as fixed by the Nomination & Remuneration committee as set out in the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary any of the terms of remuneration in consultation with Whole-time Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any Committee of Directors or Officer(s) of the Company to give effect to the aforesaid resolution."

Registered Office:

613/B, Mangal Aarambh, Kora Kendra Road,
Borivali (West), Mumbai - 400 092.
CIN : L51909MH2002PLC136975

Place : Mumbai

Date : 31.08.2018

By Order of the Board

Sd/-

MEGHA TRIVEDI
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 3,4,5,6 and 7 of the accompanying Notice, as required by Regulation 36 (3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange is annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, 22nd September, 2018 to 29th September, 2018 (both days inclusive).
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. The Notice of the AGM along with the Annual Report 2017-18 is being sent by courier to those Members whose addresses are registered with the Company/Depositories.
10. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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 Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 executed by the company with the BSE, 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., September 22, 2018 may cast their votes electronically.

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.

M/s J.B.Wala & Co., Chartered Accountants (Membership No. : 033714) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

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.

The process and instructions for e-voting are as under:

- (i) The voting period commences on Wednesday, September 26, 2018 at 9.00 a.m. and ends on Friday, September 28, 2018 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 of September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (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 sequence number 1 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN of Trio Mercantile & Trading Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 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 linked in the login 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.
- (xxi) 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.

ANNEXURE TO ITEMS 3, 4, 5, 6 and 7 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 (3) of the SEBI)
(Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Bhadresh Shah	Deepak Mehta	Nehul Chheda	Divya Poriya
Director Identification Number (DIN)	08028036	00046696	08075432	08160358
Date of Birth	18-11-1955	10-06-1969	23-08-1985	11-12-1994
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	14-12-2017	12-02-2018	12-02-2018	30-05-2018
Qualification	BCom	BCom	BCom	BCom
Shareholding	-	-	-	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	Amaze Entertech Ltd.	-	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	-	-	-	-

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. 3, 4 and 5

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee, The Board of Directors appointed Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya(Woman Director) as an Additional Director categorized as Independent Director of the Company with effect from December 14,2017, February 14, 2018 and May 30, 2018 respectively not liable to retire by rotation and accordingly, they hold office up to the ensuing Annual General Meeting of the Company. In terms of Sections 149 and 152 and the Rules made there under read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of the view that the association of all three directors would benefit the Company. The Board is of the opinion that they fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management. Based on the recommendation of the Board, it is proposed to appoint Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya as an Independent Director of the Company as per the provisions of the Companies Act, 2013. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya(Woman Director) for the office of Independent Director. The Resolution seeks the approval of the Members for appointment of Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya(Woman Director as an Independent Director of the Company for a consecutive term of five years till 21st Annual General Meeting on non-rotational basis pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. The terms and conditions of appointment shall be open for inspection by Members at the Registered Office during business hours on all working days and will also be kept open at the venue during the AGM. They do not hold any shares in the Company. Additional information in respect of Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya(Woman Director) pursuant to Listing Regulation 2015 and Secretarial Standard on General Meetings is appended to the AGM Notice. No Director, Key Managerial Personnel or their relatives, except Mr. Bhadresh Shah, Mr. Nehul Chedda and Ms. Divya Poriya (Woman Director), to whom the Resolution relates, is interested or concerned in the Resolution. The Board recommends the Ordinary Resolution set forth in Item 3, 4, 5 for approval of the Members.

Item No. 6 & 7

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination, Remuneration and Compensation Committee (NRC), the Board of Directors had appointed Mr. Deepak Mehta as an Additional Director with effect from February 12, 2018, not liable to retire by rotation subject to the approval of the Members. He is appointed as Executive Director, independent of the management. The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing, from member along with requisite deposit under section 160 of the Act, proposing his candidature for the appointment as Director of the Company. The terms and conditions for appointment of Mr. Deepak Mehta are given below:-

The remuneration and perquisites payable to Mr. Deepak Mehta are in conformity with the requirements of Schedule V to the Companies Act, 2013.

The broad particulars of terms of appointment of and remuneration payable to Mr. Deepak Mehta referred to in Item No.7 of the Notice are as under:

- a. Salary: Salary including dearness, house-rent and all other allowances upto Rs. 25,000/- (Rupees Twenty Five Thousand) p.m.
- b. Perquisites: NIL

He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof

The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Whole-time Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

The Board of Directors or Committee thereof may, in their discretion, vary/alter or widen the scope of remuneration within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act.

The aforesaid terms and conditions have been approved by the Nomination & Remuneration Committee of the Company at their meeting held on February 12, 2018.

As required by Companies Act, 2013, approval of the members is being sought, for the reappointment and remuneration of Mr. Deepak Mehta as Whole-time Director.

The draft Agreement between the Company and the Whole-time Director is available for inspection by the members at the Company's registered office between 11.00 a.m. to 2.00 p.m. on all working days up to 28th September, 2018.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

Save and except Mr. Deepak Mehta none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

This may also be treated as a written memorandum setting out the terms of appointment of Mr. Deepak Mehta pursuant to section 190 of the Companies act, 2013.

By Order of the Board
Sd/-

MEGHA TRIVEDI
COMPANY SECRETARY

Place : Mumbai
Date : 31.08.2018

Registered Office:
613/B, Mangal Aarambh,
Kora Kendra Road, Borivali (West),
Mumbai - 400 092.
CIN : L51909MH2002PLC136975