



Trio Mercantile &
Trading Limited

**19TH ANNUAL REPORT
2020-2021**

BOARD OF DIRECTORS:

- | | |
|------------------------|--------------------------|
| 1. Mr. Deepak Mehta | Managing Director |
| 2. Mr. Bhadresh Shah | Independent Director |
| 3. Mr Nehul Chheda | Independent Director |
| 4. Ms. Divya Poriya | Independent Director |
| 5. * Mr. Paresh Vora | Non-Independent Director |
| 6. ** Mrs. Kavita Vora | Non-Independent Director |

*Mr Paresh Vora & Mrs Kavita Vora Resigned w.e.f. 13.08.2021

COMPANY SECRETARY

Miss Megha Trivedi

CFO:

Mr. Hiren Kothari

AUDITORS

M/s Bilimoria Mehta & Co

Chartered accountants

Mumbai

BANKERS

Punjab National Bank

REGISTERED OFFICE

613/B, Mangal Aarambh, Near McDonalds, Kora Kendra,
Borivali (West), Mumbai - 400092, Maharashtra

CIN: L51909MH2002PLC136975

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

C 101, 247 Park, L B S Marg,

Vikhroli West, Mumbai -400083

CONTENTS**Page No.**

- | | |
|---|---------|
| 1. Notice | 01 - 06 |
| 2. Directors' Report | 07 - 30 |
| 3. Management Discussion & Analysis Report | 31 - 31 |
| 4. Corporate Governance Report | 32 - 50 |
| 5. Independent Auditors' Report | 51 - 63 |
| 6. Balance Sheet | 64 - 64 |
| 7. Statement of Profit & Loss | 65 - 65 |
| 8. Cash Flow Statement | 66 - 66 |
| 9. Schedules forming part of Balance Sheet
& Statement of Profit & Loss. | 67 - 85 |

NOTICE

The Nineteenth Annual General Meeting of Trio Mercantile & Trading Limited will be held on **Thursday, the 30th day of September, 2021 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, 2021, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Deepak Mehta (Din: 00046696)** who retires by rotation and is eligible for re-appointment.

BY ORDER OF THE BOARD

Regd. off:

613/B, Mangal Aarambh,
Kora Kendra, Borivali (West),
Mumbai – 400092, Maharashtra

sd/-

MEGHATRIVEDI
COMPANY SECRETARY

Place : Mumbai

Date : 7TH September 2021

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. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 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.

3. The Register of Members and Share Transfer Books of the Company will remain closed from, 23rd September, 2021 to 30th September, 2021 (both days inclusive).
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. 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.
6. Relevant documents referred to in the accompanying Notice 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.
7. 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.
8. Electronic copy of the Notice of the 19th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. As per regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to converting their holdings to dematerialized form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and to Link Intime India Private Limited (RTA) in case the shares are held by them in physical form.

11. **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., 23rd September, 2021 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 Monday, 27th September, 2021 at 9.00 a.m. and ends on Wednesday, 29th September, 2021 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 23rd September, 2021, 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
- (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.

- (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.
- (i) 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 20F 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	Deepak Mehta
Director Identification Number (DIN)	00046696
Date of Birth	10-06-1969
Nationality	Indian
Date of Appointment on Board	12-02-2018
Qualification	BCom
Shareholding	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. GAJAKARNA TRADING PRIVATE LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Chairman : 0 Member : 0
Expertise, Skill	Mr. Deepak Mehta is a Commerce Graduate with more than 15 years of experience in Business management and planning and development of Business strategy. He was into core management of the Company in formulating various business policies and finalizing plan of actions.
Relationship with Other directors	He is not related to any Directors of the Company.
Shareholding	Nil

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 19th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

1. Financial Results

(Rs.In lacs)

Particulars	2020-2021	2019-2020
Total Income from Operations	660.22	1364.38
Finance Cost	0.01	3.98
Depreciation	-	1.04
Profit before Taxation	(36.94)	52.13
Provisions for Taxes	0.10	16.69
Exceptional Items	100.00	-
Profit after Taxes	(137.03)	35.44
Balance brought forward	213.79	188.30
Prior Period	-	-
Earlier Year Taxes	-	(9.95)
Profit carried to Balance Sheet	(117.35)	213.79
Earnings per share	(0.20)	0.30

2. Brief description of the Company's working during the year/State of Company's affair

During the year income from operations was 660.22 lakhs compared to income from operations of ` 1364.38 lakhs during the previous financial year. The Loss was ` 36.94 Lakhs as compared to profit of ` 52.13 Lakhs during the previous financial year.

3. Dividend

The Directors do not recommend any Dividend for the Financial Year 2020-21.

4. Reserves

Company does not propose to transfer any amount to the General Reserve.

5. Share Capital

The paid up capital of the Company as on 31st March, 2021 was` 13,58,73,208. During the year under review, the Company has not issued shares with differential voting rights, sweat equity shares and shares under Employees Stock Option Scheme

The Issued, subscribed and paid up Equity Share Capital of the Company was sub divided from Rs. 11,64,62,750/- divided into 1,16,46,275 Equity Shares of Rs.10/- each Fully paid up to Rs. 11,64,62,750/- divided into 5,82,31,375 Equity Shares of Rs.2/- each pursuant to shareholders' resolution passed on 27th February, 2021.

The Company had issued Bonus shares in the ratio of 1:6 i.e. one fully paid –up equity Share for every six Equity Shares of Rs.2/-. Total Number of shares issued pursuant to Bonus issue were 97,05,229 on 13th of March, 2021.

6. Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Deepak Mehta Managing Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received declarations from the Independent Directors of the Company confirming that they meet criteria of independence as prescribed both under the act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

7. Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report is annexed as **(Annexure-I)**

None of the employee was drawing remuneration in excess of the limits set out in the In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company at the registered office of the Company and the same will be furnished on request.