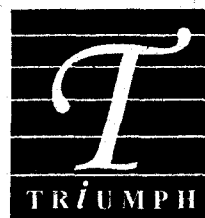


# **ANNUAL REPORT**

## **2002-2003**



**Triumph International Finance India Limited**

**NOTICE:**

NOTICE is hereby given that the Seventeenth Annual General Meeting of the members of Triumph International Finance India Limited will be held on Tuesday the 30th day of September, 2003 at Orchid, MVRDC World Trade Centre, Centre I, Cuffe Parade, Mumbai 400 005 at 10.00 AM to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2003; the Profit & Loss Account for the year ended on that date and the Reports of the Auditors and Board of Directors thereon.
2. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.
3. To appoint a Director in place of Mr. A.R. Kapadia, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. To consider, and if thought fit to pass, with or without modification, the following resolution as an Special Resolution:

"RESOLVED that amount paid to Mr. Jatin Sarvaiya, Managing Director, as Managerial Remuneration paid upto Rs. 15 lac from January 2002, to May 2003, be and is hereby approved".

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

"RESOLVED that Mr Jatin Sarvaiya be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER that subject to the provisions of Sections 198, 269, 309, read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. Jatin Sarvaiya be and is hereby appointed as a Managing Director of the Company with effect from June 1st, 2003 for a period five years on the remuneration as detailed below:

**SALARY:**

Rs. 1,00,000 per month

**COMMISSION:**

At such percentage out of profits of the Company as the Board may decide as per the provisions of the law.

**TRANSPORTATION:**

Provision of car for use on Company's business. Use of car for private purpose will be billed.

**TELEPHONE:**

Provision of telephone at residence for use on Company's business. Personal long distance calls will be billed.

**PERFORMANCE EVALUATION PAYMENT:**

In accordance with the rules of the Company, subject to a maximum of 30 % of basic salary per annum.

**LEAVE TRAVEL ASSISTANCE:**

As per the rules of the Company.

**MEDICAL:**

Reimbursement of actual medical expenses for self, spouse and immediate dependants, subject to a ceiling of one month salary per year or three months salary in a block of three year.

**CLUB FEES:**

Membership of two clubs, as per the rules of the Company.

**PROVIDENT / SUPERANNUATION FUNDS:**

Contribution to the Company's Provident and Superannuation Funds will be in accordance with the rules of the Company.

**GRATUITY:**

In accordance with the rules of the Company's Gratuity Fund.

**PERSONAL ACCIDENT INSURANCE:**

As per the rules of the Company.

**LEAVE:**

As per the rules of the Company

**ENTERTAINMENT EXPENSES:**

Reimbursement of actual entertainment expenses properly incurred

for the business of the Company.

Perquisites will be valued in accordance with the Income-Tax rules, 1962, where applicable."

Perquisites will be allowed in addition to salary and commission restricted to an amount equal to the annual salary or Rs 6,00,000 per annum which ever is less.

"RESOLVED FURTHER that where in any financial year the Company has no profits or its profits are inadequate, remuneration payable to Mr. Jatin Sarvaiya will be in accordance with the provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER that Mr. Jatin Sarvaiya, as Managing Director of the Company be entrusted with substantial powers of management and that Mr. Jatin Sarvaiya shall be responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and direction of the Board of Directors."

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED**

**JATIN SARVAIYA**

Director

Mumbai: 25th August, 2003

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The Register of Members and the Share Transfer Books of the Company remained closed from 23rd September to 29th September 2003.

**EXPLANATORY STATEMENTS**

Explanatory statement to the items of Special Business specified in the Notice of the Seventeenth Annual General Meeting of the members of Triumph International Finance India Limited will be held on Tuesday 30th day of September, 2003 at Orchid, MVRDC World Trade Centre, Centre I, Cuffe Parade, Mumbai 400 005 at 10 AM.

**Item No 4**

Mrs. Jatin Sarvaiya appointed as Managing Director w.e.f. June 1998 for 5 years. Since there was amendment in 2002, to approve the Managerial remuneration by remuneration committee. Company has not setup any remuneration Committee therefore proposes to approved the above resolution.

**Item No 5**

Mr. Jatin Sarvaiya was appointed as the Managing Director of the company w.e.f June 1, 1998 for the term of five years. The term of appointment of Mr. Jatin Sarvaiya is expired on May 30, 2003. The Mr. Jatin Sarvaiya and his team have put in appreciable efforts to expand the company's business in the current market situation. The Company is under going bad times and the support from Mr. Sarvaiya is appreciable. The management has welcomed his re-appointment as the Managing Director since the revival of the company is of utmost important.

The Company has received a Notice in writing under section 257 of the Companies Act, 1956, from a member proposing Mr. Jatin Sarvaiya for the office of a Director liable to retire by rotation vide the Article of Association of the Company along-with the deposit of Rs 500/- as prescribed under the section. The Board considers it beneficial and in the interest of the Company to have guidance and advice of Mr. Jatin Sarvaiya and accordingly recommends his appointment as Director of the Company.

None of the Directors except Mr Jatin Sarvaiya, are in any way concerned or interested in this resolution proposed to be passed.

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED**

**JATIN SARVAIYA**

Director

Mumbai: 25th August, 2003

**TRiUMPH INTERNATIONAL FINANCE INDIA LIMITED**

Registered Office : Oxford Centre, 10 Shroff Lane, Colaba Causeway, Colaba, Mumbai - 400 005.

**ATTENDANCE SLIP**

I hereby record my presence at the Annual General Meeting on the Company at Orchid, MVIRDC World Trade Centre, Centre I, Cuffe Parade, Mumbai - 400 005. on Tuesday, September 30, 2003 at 10.00 a.m.

.....  
Full name of Shareholder.....  
Folio No......  
DP ID\*.....  
Clent ID\*.....  
Full Name of Proxy  
(in block letters).....  
No. of Share held.....  
Signature

\* Applicable in cases of shares held in Demat.

**TRiUMPH INTERNATIONAL FINANCE INDIA LIMITED**

Registered Office : Oxford Centre, 10 Shroff Lane, Colaba Causeway, Colaba, Mumbai - 400 005.

**PROXY FORM**

I/We ..... of

..... being a member/members of the Triumph International Finance India Limited.

here by appoint ..... of

of failing him ..... of

or, failing him ..... of

my/our proxy to attend and vote for me/us on my/our behalf at the Seventeenth Annual General Meeting of the Company at Orchid, MVIRDC World Trade Centre, Centre I, Cuffe Parade, Mumbai - 400 005. on Tuesday, September 30, 2003 at 10.00 a.m.

Signed .....

30 Paise Revenue Stamp
------------------------------

- Note: 1. Proxy form duly completed and stamped must reach the company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting.
2. This form is be used \*in favour of / against the resolution. Unless specified, the proxy will act as he thinks fit.

(\*Strike out whichever is not desired.)

**BOARD OF DIRECTORS**

Jatin Sarvaiya - Managing Director

Dharmesh Doshi

A.R. Kapadia

**BANKERS**

Global Trust Bank Limited

Centurion Bank Limited

The Madhavpura Merchantile Co-op. Bank Limited

ICICI Bank Limited

UTI Bank Limited

**AUDITORS**

M/s. Pravin P. Shah & Co.

Chartered Accountant

**REGISTERED AND CORPORATE OFFICE**

Oxford Centre, 10 Shroff Lane,

Colaba Causeway, Colaba,

Mumbai - 400 005.

**REGISTRAR AND SHARE TRANSFER AGENT**

Intime Spectrum Registry Pvt. Ltd.

260-A, Shanti Industrial Estate,

Sarojini Naidu Road,

Mulund (West), Mumbai - 400 080.



**DIRECTORS REPORT 2002-03**

To the Members,  
**TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED**

The directors herewith submit their report on the business and operations; along-with audited financial statements for the year ended March 31, 2003.

**FINANCIAL RESULTS**

(Rs. in mn)

	Year ended (Audited)	
	31st March, 2003	31st March, 2002
Net Sales	98	183
Cost of Sales	69	194
Income from Operations and Other Income	5	28
Total Expenditure	171	397
Profit / (Loss) Before Depreciation and Tax	(137)	(186)
Less Depreciation	1	1
Profit / (Loss) Before Taxation	(138)	(187)
Less Provision for taxation	Nil	NIL
Profit / (Loss) After Tax	(138)	(187)
Paid up Equity Share Capital	75	75
Preference Share Capital	Nil	Nil
Dividend (Preference Shares)	Nil	Nil
Dividend (Equity Shares)	Nil	Nil
Tax on Dividend	Nil	Nil
Reserves	-	69

**DIVIDEND**

Your Directors do not recommend paying dividend for the current year.

**REVIEW OF OPERATIONS**

The company has not carried out any major business during the year.

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Securities and Exchange Board of India have, vide order dated May 16, 2002, cancelled the registration of the company as a Stock Broker. The company has filed an appeal before the Honourable Security Appellate Tribunal (SAT) against this order. The appeal is pending before SAT. The directors hope that the company will overcome its problems in due course of time and hence the company has prepared the accounts on the going concern basis.

National Stock Exchange of India Limited and National Securities Clearing Corporation Limited have declared the company as defaulter due to failure of the company to resolve the investor complaints filed against the company with effect from May 3, 2002.

**SUBSIDIARY COMPANIES**

As required under the provisions of Section 212 of the Companies Act, 1956, the audited Accounts alongwith the Directors' report and Auditors' Report of the subsidiary companies are appended and form part of the Annual Report. The statement pursuant to Section 212 of the Companies Act, 1956 is attached and forms part of this report.

**MANAGEMENT PERCEPTION TO AUDITORS QUALIFICATIONS**

Auditors in clause (iv), (x) and (xi) of their report have made a comment on the non provision for diminution in the value of long term investment. The investments made by the company are long term in nature. The company has not received the final accounts of certain companies. The diminution in the value of investments, if any, is temporary in nature and therefore no provision is required. Further the company has made a provision of Rs. 1.57 crore for diminution in the value of investment other than temporary. In the case of three subsidiaries companies, they have to recover amount either from Bank of India (BOI) or Classic Credit Company (CCL). Management is confident that these companies will recover the amount from the BOI or CCL and therefore no provision has been made.

The Auditors in clause (vi) of their report have made a comment on the going concern assumption. The company has made an application against the SEBI Order before the Security Appellate Tribunal and the case is yet to be decided. The company is any way into the consultancy and share trading business hence the concept of going concern exist.

The Auditors in Clause (vii) of their report have made a comment on the receivables from Classic Credit Limited (CCL). During the year under review the company has recovered 2.76 crore from CCL. The company is in the process of negotiation with CCL and hence of the opinion that the positive settlement will take place between the company and CCL, though the exact time period is not determinable at present the management is sure to recover the amount and securities dues from CCL.

The Auditors in Clause (viii) of their report have made a comment on the receivables from Total Debtors other than Classic Credit Limited (CCL). Some of the debtors have not paid as the company has to pay amount to their group companies. Eventually amount recoverable and payable will be adjusted against each other. The company is making all the effort to recover amount from the remaining debtors and is confident that the amount will be recovered from them in due course.

The Auditors in Clause (ix) of their report have made a comment about Rs. 3 crores paid to Bank of India. The company has written letter to lawyers of Bank of India Limited about the status of amount held by them. However Bank of India has not furnish details and we are awaiting the reply from them. Even if the BOI hold the amount on account of Classic Credit Limited (CCL), the same will be recovered from CCL.

The Auditors in Clause (xii) of their report have made a comment about Rs. 4 crores advance given to Ex-director. The company has paid the advance money as per the option agreement to acquire the 51% stake in Triumph Securities Limited which is the member of the Stock Exchange, Mumbai. The company has not exercised the option and have called back the amount. Notwithstanding the financial and legal matters involving the said Ex-Director, the Management is hopeful of recovering the advances given and no provision is presently considered necessary.

Mrs. Jatin Sarvaiya appointed as Managing Director w.e.f. June 1998 for 5 years. Since there was amendment in 2002, to approve the Managerial remuneration by remuneration committee. Company has not setup any remuneration Committee therefore proposes Special resolution for approval of share holders.

#### **DIRECTORS**

The term of appointment of Mr. Jatin Sarvaiya is expired on May 30, 2003. Mr. Jatin Sarvaiya and his team have put in appreciable efforts to expand the company's business. The Company is under going bad times and the support from Mr. Sarvaiya is appreciable. The management proposes to his re-appointment as the Managing Director. The Board proposes the re-appointment of Mr. A. R. Kapadia, who retire by rotation at forthcoming Annual General Meeting and being eligible offer himself for re-appointment.

#### **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- that in the preparation of the accounts for the financial year ended 31st March, 2003, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company, for the year under review;
- that the Directors have taken proper and sufficient care 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 Directors have prepared the accounts for the financial year ended 31st March, 2003 on a 'going concern' basis.

#### **FIXED DEPOSITS**

Your company did not accept any fixed deposits during the year under review. No deposits were outstanding as on 31st March 2003.

#### **HUMAN RESOURCES AND INFORMATION TECHNOLOGY**

The company has and continues to take various steps to improve the quality of its human resources. The Company has and continues to invest in technology and people to integrate its IT systems in business processes and to provide enhanced Service Quality.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGOING**

The Company is advised that as it is not engaged in manufacturing activity there is no specific disclosure to be made as required under The Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 of the Conservation of Energy and Technology Absorption and other related particulars.

The foreign exchange earning during the year was Nil and the outgo was Rs. NIL/- (Previous year Earning was Rs. Nil and Outgo Rs. 1,73,611/-)

#### **PARTICULARS REGARDING EMPLOYEES**

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956 the Report and Accounts are being sent to all members excluding the statement of particulars of employees under Section 217(2A). Any member, interested in obtaining a copy of this statement, may write at the Registered Office of the Company.

#### **AUDITORS**

The auditors of the Company M/s. Pravin P. Shah & Co. Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. You are requested to appoint the auditors for the current year to hold office until the next Annual General Meeting and fix their remuneration.

#### **CORPORATE GOVERNANCE:**

Your company has been committed to good Corporate Governance practice. Your Company's Compliance Report on Corporate Governance forms part of the Annual Report. The Certificate of the auditor of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the listing Agreement is attached and forms part of this report.

#### **ACKNOWLEDGEMENTS**

The directors wish to admire the invaluable co-operation and support shown by its Bankers, Clients, Shareholders and other business constituents Company. Your directors also wish to sincerely appreciate the spirit of dedication and commitment of staff members during the year.

#### **FOR AND ON BEHALF OF THE BOARD OF DIRECTOR'S**

**JATIN SARVAIYA**  
Director

## REPORT ON CORPORATE GOVERNANCE

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below.

## 1. Company's Philosophy

The Company's philosophy on Corporate Governance is to attain high level of transparency and accountability in the functioning of the Company and in its relationship with employees, shareholders, creditors, clients, lenders and ensuring high degree of regulatory compliance's.

## 2. Board of Director

The present Board comprises of 3 members consisting of 1 Executive Director and 2 non executive director, of which one non-executive director is independent director. Name and category of each director is given below.

Name of the Director	Category
Mr. Jatin Sarvaiya	Executive Director and Promoter
Mr. Dharmesh Doshi	Non Executive Director and Promoter
Mr. A. R. Kapadia	Non Executive Director and Independent

## b) Attendance of each director at the Board meetings and the last Annual General Meeting (AGM)

Name of the Director	No. of Board Meetings Held	No. of Board Meetings Attended	Attendance at last AGM
1. Mr. Jatin Sarvaiya	5	5	Present
2. Mr. Dharmesh Doshi	5	1	Absent
3. Mr. A. R. Kapadia	5	5	Present

## c) Number of other Directorship and Chairmanship/ Membership of Committee of each director

Name of the Director	No. of other directorship in other companies (excl. private/foreign Companies)	No. of Chairmanship /membership in other Board Committees
1. Mr. Jatin Sarvaiya	3	3
2. Mr. Dharmesh Doshi	4	-
3. Mr. A. R. Kapadia	-	-

## d) Number of Board Meetings held and the dates of the Board Meetings

The maximum time gap between any two meetings was not more than three months. 5 Board meetings were held during the financial year 2002-2003 on the following dates

29th April 2002, 30th July 2002, 22nd August 2002, 30th October 2002, 29th January 2003

## 3. Audit Committee

## a) Terms of Reference

The terms of reference stipulated by the Board to the Audit Committee and, as contained under Clause 49 of the Listing Agreement are as follows:

## A. Power of Audit Committee

- to investigate any activity within its terms of reference
- to seek information from any employee
- to obtain outside legal or other professional advice
- to secure attendance of outsiders with relevant expertise, it considers necessary

## B. Role of Audit Committee

- Oversight of the company's financial reporting process and the

disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommending the appointment and removal of external auditor fixation of audit fee and also approval for payment of any other services.
- Reviewing with the management the annual financial statements before submission to the Board.
- Reviewing with the Management, external and internal auditors, the adequacy of internal control systems.
- Discussion with internal auditors and significant findings and follow up thereon.
- Discussion with the external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- Reviewing the Company's financial & risk management policies.

## b) Composition

The Audit committee has been constituted in the year 2000-2001 with the following Directors

Mr. A. R. Kapadia Chairman  
Mr. Dharmesh Doshi  
Mr. Jatin Sarvaiya

Name of the Director	Meetings Held	Meetings Attended
1. Mr. Jatin Sarvaiya	3	3
2. Mr. Dharmesh Doshi	3	Nil
3. Mr. A. R. Kapadia	3	3

## 4. Remuneration Committee

The company has not set up any Remuneration Committee till date. The remuneration paid to the directors for the year ended 31st March 2003 is given below.

Particulars	Mr. Jatin Sarvaiya (Executive Director)	Mr. A. R. Kapadia (Non-executive Director)
Salary		
Contribution to PF	13,44,000	—
Sitting Fees	—	3,000
<b>TOTAL</b>	<b>13,44,000</b>	<b>3,000</b>

## c) Details of pecuniary relationship/transactions of Non executive Directors vis-à-vis the company

None

## 5. Shareholders' /Investors Grievance Committee

The Company has set up Share transfer cum Investor Grievance Redressal Committee to which look after share transfer, split, transmission and demat request etc. of all the securities issued by the company. In addition to above, the committee is authorised to look into shareholders complaints like delay in transfer, no receipt of securities, balance sheet, dividend etc.

## Composition

Mr. A. R. Kapadia- Chairman  
Mr. Jatin Sarvaiya  
Mr. Dharmesh Doshi

Compliance Officer Mr. Jatin Sarvaiya, Managing Director

During the year under review, this committee had 16 meetings. All the complaints relating to transfer, transmission, demat and remat and change of address and others received during the year has been solved and no complaint is pending as on date.

No. of Complaints received	- 24
No. of Complaints solved	- 24
No. of Complaints not solved	- NIL
No. of pending transfers	- NIL



**6. General Body Meetings****Previous Annual General Meeting**

The previous three Annual General Meetings were held on 28.9.2002, 15.11.2001, and 20.5.2000, Sunflower II, MVRDC, World Trade Centre I, Cuffe Parade, Mumbai at 10.00 a.m., 10.30 a.m., 11.30 a.m., respectively.

Whether special Resolutions :

- |  |      |
|--|------|
| a) Were put through postal ballot last year    | No.  |
| Details of Voting pattern                      | N.A. |
| Person who conducted the postal ballot         | N.A. |
| b) Are proposed to be conducted through postal | No   |
| Procedure for Postal Ballot                    | N.A. |

**7. Disclosure**

Related party transaction statement given with the notes to the accounts (Notes No.28 Schedule P) attached with the Balance Sheet and Profit and Loss Account of the Company.

Securities and Exchange Board of India on May 17, 2002 have cancelled the registration of the company as a Stock Broker. The company has filed an appeal before the Security Appellate Tribunal (SAT) against this order.

The company is a member of the National Stock Exchange of India Limited (NSE). NSE has declared the company as defaulter, with effect from May 3, 2002, due to failure of the company to resolve the investor complaints.

The Department of Company Affairs (DCA) had ordered inspection of books of accounts and other statutory records of the company u/s 209A of the Companies Act, 1956. On the basis of certain findings during the course of above inspection, the Registrar of Companies, Maharashtra has, on 11.04.2002, filed complaint in the court of additional chief metropolitan, Mumbai against the Company, its Directors, Ex-Directors and Ex- Company Secretary of the company. However, to avoid litigation, the Company and the executive Directors have filed petition u/s 621A of the Companies Act, for compounding of alleged violation.

**8. Means of Communication**

Half yearly report sent to each household of shareholders - No. Is publish in newspapers

Quarterly Results - do -

News papers normally publish in - Free Press Journal (English)  
Navshakti (Marathi Regional)

Whether it also displays Official News releases - N.A.

Any website, where displayed - No

The presentations made to institutional Investors or to the analyst - No

Whether Management Discussion Analysis is a part of Annual Report or not Yes

**9. General Information to Shareholders****(a) Annual General Meeting**

Date and time 30.09.2003 at 10.00 a.m.

Venue Orchid, World Trade, Centre I,  
First Floor, Cuffe Parade, Mumbai -05

**(b) Financial Calendar (Provisional)**

- |  |                            |
|--|----------------------------|
| a Results for the first quarter ending 30th June, 2003       | Held on July 30, 2003      |
| b Results for the second quarter ending 30th September, 2003 | On or before October, 2003 |
| c Results for the third quarter ending 31st December, 2003   | On or before January, 2004 |
| d Results for the forth quarter ending 31st March, 2004      | On or before April 2004    |

e Annual General Meeting for year ending March, 2004 On or before September 2004

(c) Dates of Book Closure 23.09.2003 to 29.09.2003 (both days Inclusive)

(d) Dividend Board does not recommend any dividend

(e) Listing on Stock Exchange The Stock Exchange, Mumbai  
Phiroz Jijibhoy Towers,  
Dalal Street, Mumbai 400 001.

**(f) Market Price Data****High Low Prices of the Equity Shares**

Month and Year	High (Rs.)	Low (Rs.)
Apr-02	12.50	8.35
May-02	11.80	5.55
Jun-02	7.20	4.90
Jul-02	8.45	4.30
Aug-02	6.20	4.30
Sep-02	6.75	3.65
Oct-02	4.80	3.30
Nov-02	6.15	3.10
Dec-02	4.60	2.80
Jan-03	3.60	2.00
Feb-03	4.20	2.05
Mar-03	5.00	0.70

**Share Performance of the Company in comparison to BSE Sensex**

Month and Year	High (Rs.)	BSE SENSEX
Apr-02	12.50	3338
May-02	11.80	3125
Jun-02	7.20	3244
Jul-02	8.45	2987
Aug-02	6.20	3181
Sep-02	6.75	2991
Oct-02	4.80	2949
Nov-02	6.15	3228
Dec-02	4.60	3377
Jan-03	3.60	3250
Feb-03	4.20	3283
Mar-03	5.00	3048

**(g) Stock Code**

Stock Exchange	Script Code
Mumbai Stock Exchange	Demat - 532131 Physical 32131
ISIN Number for NSDL	INE382B01012
CDSL	INE382B01012

**(h) Registrar and Transfer Agent**

Intime Spectrum Registry Pvt. Ltd.  
260-A, Shanti Industria Estate,  
Sarajini Naidu Road, Mulund (w)  
Mumbai - 400 080.

**(i) Share Transfer System :**

Share Transfer requests for transfer in physical form are registered and returned within maximum of 30 days provided all documents are valid and complete in all respect. Demat request by Physical Shareholders received by Share Transfer Agent M/s Intime Spectrum Registry Pvt. Ltd. Mumbai are registered within 21 days from the date of receipt.



**(j) Distribution of Shareholding (As on 31.3.2003)**

No of shares From To	Number of Shareholder	Number of Shares	% of Capital
1 5000	8208	383686	5.11
5001 10000	175	145047	1.93
10001 20000	96	145495	1.94
20001 30000	26	66627	0.89
30001 40000	21	75185	1
40001 50000	11	51365	0.69
50001 100000	19	148162	1.98
100001 And above	34	6484493	86.46
	8590	7500000	100

**(k) Category of Shareholding As on 31.3.2003**

	Category	No. of shares held	Percentage of shareholding
1.	Promoters - Indian Promoters	2,220,090 *	29.60
2.	Non-Promoters Holding		
a.	Mutual Funds and UTI	Nil	Nil
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non- government Institutions)	*2,183,503	29.11
c.	FII's	Nil	Nil
c.	NRI's/OCBs	262,193	3.50
a.	Private Corporate Bodies	1,746,279	23.28
b.	Indian Public	1,087,935	14.51
		75,00,000	100

\* This include 2177393 shares were invoke in ordinary course of business by exercising of rights as Pledgee form the promoter of the company and other share holders (public).

**(l) Dematerialisation of Shares (As on 31.03.03)**

97.10% of the paid up shares Capital has been dematerialised as on 31.3.03. The details of which are as follows.

Particulars	No of Shares	%
No. of Shares held in Physical Mode :	217732	02.90%
No. of Shares held in Demat Mode :	7282268	97.10%
NSDL -7149735	95.33%	
CDSL - 132533	1.77 %	

**TOTAL** 75,00,000 100

**(m) Address for Correspondence Share Department**

Triumph International  
Finance India Limited  
Oxford Centre, 10 Shroff  
Lane, Colaba Causeway,  
Colaba, Mumbai - 400 005.

**(n) Details of Directors seeking re-appointment at the annual General Meeting**

(In pursuance of clause 49 of the listing agreement.)

<b>Name</b>	<b>Mr A R Kapadia</b>
<b>Qualification</b>	<b>B Com</b>
<b>Experience</b>	Mr Kapadia a professional Non Executive Director is having a vast experience in the field of finance and trading.
<b>Other Directorship</b>	Zain Exim Pvt. Ltd. Vert Finance & Investment Pvt. Ltd. Forum Finvest Pvt. Ltd.
<b>Chairman/Member of the Committee</b>	

**AUDITORS CERTIFICATE**

To the Members of Triumph International Finance India Limited

We have examined the compliance of conditions of corporate governance by Triumph International Finance India Limited, for the year ended March 31, 2003, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchange, Mumbai.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

The Company has only three Directors, including Managing Director, during the year. The company has no whole time Company Secretary during the year ended on 31.03.03. Therefore, the company was not able to comply with requirements relating to Composition of Board of Directors and Audit Committee.

Subject to above, in our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

On the basis of the certificate obtained from the registrar and share transfer agent of the company and as per the records maintain by the Company, no investor grievance(s) is / are pending for a period exceeding one month against the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For PRAVIN P SHAH & COMPANY**  
CHARTERED ACCOUNTANTS

**PARAG DOSHI**  
PARTNER

Place : Mumbai  
Date : 25th August, 2003

## AUDITORS' REPORT

To the Members of  
TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED  
Mumbai

We have audited the attached Balance Sheet of TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED, as at 31st March, 2003 and also the Profit and Loss for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

(1) As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

(2) Further to our comments in the Annexure referred to above, we report that:

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (ii) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
- (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
- (iv) We draw your attention to para (x) & (xi) hereinafter stating our inability to comment upon requirement of additional provision in diminution of Investments. Accounting Standard 13 requires that the Long Term Investments should be carried in the financial statements at cost and Provision should be made for decline, other than temporary, in the value of Investments. In view of non-availability of final accounts for certain companies and qualifications in the case of certain other companies, we are unable to comment whether additional provision in accordance with Accounting Standard 13 is required or not.

In our opinion, Except for what is stated above, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

- (v) On the basis of written representations received from the two directors, as on 31st March, 2003, and taken on record by the Board of Directors, we report that they are not disqualified as on 31st March 2003 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956. However, as regards the third Director, Mr. Dharmesh Doshi, in absence of the written representation from him, we are unable to comment whether or not he is disqualified under 274(1)(g) as on 31st March, 2003;
- (vi) We draw your attention to Note 1(b), 4 and 3 in Schedule 'P' to the Balance Sheet regarding preparation of accounts on "Going Concern Basis" and that the Securities and Exchange Board of India has cancelled the registration of the Company as a stock-broker and that National Stock Exchange has declared the Company to be a defaulter and that the Company's ability to continue as a going concern is dependent on vacation of order of cancellation of registration by Securities Appellate Tribunal and recovery of debts. In view of the cancellation of registration and declaration of the Company to be a defaulter and no sizable recovery from debts, we are unable to comment about the ability of the Company to continue as a going concern and preparation of the accounts on "Going Concern Assumption" and the consequential effect thereof on the loss for the year and assets and liabilities and the reserves stated in the Balance Sheet.
- (vii) We draw your attention to Note 7 in Schedule 'P' to the Balance Sheet about amount of Rs. 183.89 crores and delivery of shares (worth Rs. 87.60 crores at the market value as on 14.08.2003) receivable from Classic Credit Limited ("CCL"). Based on the evidence made available to us, we are unable to express an opinion on the recoverability of this amount and the likelihood of the receipt of delivery of those shares from CCL and the consequential effect thereof on the loss for the year and on the asset, liabilities and the reserves, stated in the balance sheet.
- (viii) We draw your attention to the fact that total Debtors other than Classic Credit Limited are Rs. 45.84 crores. In absence of any confirmation or other details about them, we are unable to express an opinion about the recoverability of the amount and the consequential effect thereof on the loss for the year and on the asset, liabilities and the reserves, stated in the balance sheet.
- (ix) We draw your attention to Note 14 in Schedule 'P' to the Balance Sheet about Rs. 3 crores paid to Bank of India and uncertainty as to whether the amount is held by Bank of India on account of the company or Classic Credit Limited and others. In view of the status of Classic Credit Limited stated above, we are unable to express an opinion about the recoverability of this amount and the consequential effect thereof on the loss for the year and on the asset, liabilities and the reserves, stated in the balance sheet.
- (x) We draw your attention to Note 17 in Schedule 'P' to the Balance Sheet about non availability of final accounts relating to the companies, other than subsidiaries in which the company has made Investments. In the absence of the above final accounts, we are unable to express an opinion as to whether any provision for diminution in the value of such Investment is necessary and the consequential effect thereof on the loss for the year and on the asset, liabilities and the reserves, stated in the balance sheet.
- (xi) The Company has invested Rs. 383 lakhs in five subsidiary companies. On the basis of the Audit Reports of these companies about the inability of auditors to comment upon recoverability of certain amounts and the ability of those Companies to continue as Going Concern, we are unable to express an opinion as to whether additional provision for diminution in the value of such Investment is necessary and the consequential effect thereof on the loss for the year and on the asset, liabilities and the reserves, stated in the balance sheet.
- (xii) We draw your attention to Note 18 in Schedule 'P' to the Balance Sheet about Rs. 4 crores advance given to an Ex-director. Based on the available evidence we are unable to express an opinion about the recoverability of this amount and the consequential effect thereof on the loss for the year and on the asset, liabilities and the reserves, stated in the balance sheet.
- (xiii) We draw your attention to Note 29 in Schedule 'P' to the Balance Sheet regarding Managerial Remuneration.
- (xiv) Except for the matters referred to in para (vii) to (xiii) above in respect of which the amount involved is significant and in respect of which we are unable to express an opinion about recoverability of amount, delivery of shares and fall in value of Investments, in our opinion and to the best of our information and according to the explanations given to us, the said accounts, read with the Notes to Accounts appearing in the Schedule 'P', give the information required by the Companies Act, 1956, in the manner so required.
- (xv) In view of our inability to comment upon ability of the Company to continue as a going concern stated in para (vi) above, recoverability of amount from CCL and other Debtors / advances / other amount stated in para (vii), (viii), (ix) and (xii) above, Requirement of additional provision for fall in value of Investments stated in para (x) and (xi) above, Managerial Remuneration in para (xiii) above and the fact that the accounts are prepared on "Going concern assumption", we are unable to comment whether the said accounts, read with the Notes to Accounts appearing in the Schedule 'P', give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2003 and
  - (b) in case of the Profit and Loss Account, of the loss for the year ended on that date.

FOR PRAVIN P. SHAH & COMPANY  
CHARTERED ACCOUNTANTS

(PARAG P. DOSHI)  
PARTNER

Place : Mumbai  
Date : 25th August, 2003