

32ND ANNUAL REPORT

TRIVIKRAMA INDUSTRIES LIMITED
(FORMERLY KNOWN AS CAREWELL INDUSTRIES LIMITED)

2015-2016

CORPORATE PROFILE

Board of Directors

Mr. MANNANKATTIPILLAI SOUNDARARAJAN DIN: 01786634	-	Managing Director
Mrs. RATHINAMALA DIN: 02711992	-	Non-Executive Director
Mr. BALAJI DIN: 05276267	-	Independent Director
Mr. MR. RAJI DIN: 07302320	-	Independent Director

Key Managerial Personnel

Mrs. M SUGUNA	-	Chief Financial Officer
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Statutory Auditors

M/s. R A N K S & Associates,
Chartered Accountants

Head Office:

Room No. 217, 2nd Floor
7A, Bentick Street, Kolkata – 700001

Branch Office:

Office No. 30 Dimple Arcade, Asha Nagar
Thakur Complex, Kandivali (East)
Mumbai – 400101

Secretarial Auditor

M/s. Vishal Garg & Associates,
Company Secretaries,
L-5/123, Flat No. 2A, L-Block, 2nd Floor
17th Street, Anna Nagar [East]
Chennai - 600 102

Registrar and Transfer Agent

M/s. PurvaSharegistry (India) Pvt. Ltd.
No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
(T) (91)- 022-2301 6761 / 2301 8261
(F) (91)- 022-2301 2517
Email: purvashr@mtnl.net.in

Bankers

HDFC BANK
Kaithotta House, New No. 5,
Sait Colony First Street,
Chennai -600 008

VIJAYA BANK

No. 123, Dugar Towers,
R L Road, Egmore,
Chennai – 600 008

Registered Office

P2, 2nd Cross Street, Turnbolls Road, Nandanam
Chennai-60003.
(T) : 044-42114444
Web: www.carewellindustriesltd.com
Email: carewellindustrieslimited@gmail.com

Annual General Meeting

Day : Thursday
Date : 29.09.2016
Time : 9:30 A.M.
Venue : Conference Hall of ICSA-
JivanaJyoti situated, No.107
Pantheon Road, Chennai
Tamil Nadu 600-008

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of TRIVIKRAMA INDUSTRIES LIMITED (Formerly Known as CAREWELL INDUSTRIES LIMITED) will be held on Thursday, 29th day of September, 2016 at 09:30 A.M. in the Conference Hall of ICOSA-JivanaJyoti situated at No.107, Pantheon Road, Chennai, Tamil Nadu 600008 to transact the following Businesses:

ORDINARY BUSINESS:

Item 1: ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 and the Reports of Board of Directors and Auditors thereon.

Item 2: RE-APPOINTMENT OF MRS.RATHINAMALA, RETIREMENT BY ROTATION:

To appoint a Director in place of Mrs. Rathinamala, (DIN: 02711992), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment

Item 3: APPOINTMENT OF AUDITORS:

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, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and pursuant to the resolution passed by the members at the AGM held on 05th August, 2014, the appointment of M/s. R A N K S & Associates., Chartered Accountants (Firm Registration No. 329271E) [Company received a letter dated 22nd December, 2015 from the Statutory Auditors of the Company that, they have reconstituted N. Kanodia & Co. (Firm Registration No. 327668E) as M/s. R A N K S & Associates, Chartered Accountants (Firm Registration No. 329271E)] as the auditors of the Company to hold office till the conclusion of the 34th AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:

Item No. 4: APPOINTMENT OF MR. RAJI AS AN INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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 as amended from time to time read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Raji (DIN: 07302320), who was appointed as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 30th January, 2016 and who ceases to hold office at this Annual General Meeting

pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term upto 29th January, 2021;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution."

Item No. 5: APPOINTMENT OF MR. M SOUNDARARAJAN (DIN: 07543168) AS MANAGINGDIRECTOR:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT Mr. M Soundararajan (DIN: 07543168), who was appointed w.e.f. 21st June, 2016 as an Additional Director of the Company by the Board of Directors at their meeting held on 21st June, 2016 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company;

"RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the consent of the Company be and is hereby accorded for appointment of Mr. M Soundararajan (DIN:07543168) as Managing Director of the company for a period of one year with effect from 22nd June, 2016 to 21st June, 2017on the following Terms, Conditions And Remuneration:

1. His tenure of appointment will from 22nd June, 2016 to 21st June, 2017;
2. He shall be paid a consolidated Remuneration of Rs. 1,20,000/- per annum.
3. He shall be paid Telephone Expenses Incurred on the actual basis and
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company and
5. During the tenure of his appointment he will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. M Soundararajan (DIN: 07543168), Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

RESOLVED FURTHER Mr. M Soundararajan (DIN: 07543168), Managing Director, shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof;

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and his hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. M Soundararajan (DIN: 07543168), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

By order of the Board of Directors
For TRIVIKRAMA INDUSTRIES LIMITED

Sd/-
MSOUNDARARAJAN
(DIN: 07543168)
MANAGING DIRECTOR

Date : 31.08.2016
Place : Chennai

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed ‘attendance slip’ along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 17th September, 2016 to Thursday, 29th September, 2016 (both days inclusive), for the purpose of Annual General Meeting.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
10. Copies of the 32nd Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that 32nd Annual Report will also be available on the Company's website www.carewellindustriesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: carewellindustrieslimited@gmail.com.
12. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2016.
14. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect to the Director seeking appointment or re-appointment (Retirement by rotation) at the Annual General Meeting is as follow;

Mrs. Rathinamala, aged 33 years, has completed her Bachelors in Business Administration from University of Madras. She has also completed her Masters in Marketing Management from Pondicherry University.

She has an experience of over 10 Years in Textiles business and runs a designer brand 'Raskiaas' for women and is also involved in trading of textile products. She has been involved in the business of our Company at the strategic level since February 2012.

No director, key managerial personnel or their relatives, are connected to Mrs. Rathinamala.

Mrs. Rathinamala do not hold directorship in any other listed entity than that of M/s Trivikrama Industries Limited. She is the Member of "Nomination and Remuneration Committee" of the Board of Directors of M/s Trivikrama Industries Limited.

Mrs. Rathinamala (DIN: 02711992) holds 8,26,700 Equity Shares in M/s. Trivikrama Industries Limited.

15. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically in the 32nd Annual General Meeting (AGM). The business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

The process and manner for remote e-voting is as under:

- a. The remote e-voting period commence on Monday, 26th September, 2016 (9.00 a.m. IST.) and ends on Wednesday, 28th September, 2016 (5.00 p.m. IST). During this period, members of the Company holding shares in dematerialized form, as on the cut-off date i.e, 22nd September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- e. Next enter the Image Verification as displayed and Click on Login.