

33RD ANNUAL REPORT

TRIVIKRAMA INDUSTRIES LIMITED

(FORMERLY KNOWN AS CAREWELL INDUSTRIES LIMITED)

2016-2017

CORPORATE PROFILE

Board of Directors

Mr. MANNANKATTIPILLAI SOUNDARARAJAN DIN: 01786634	-	Managing Director
Mrs. PURUSHOTHAM PREETHA DIN: 07791399	-	Non-Executive Director
Mr. KRISHNA PRASAD DIN: 07553807	-	Independent Director
Mr. MR. RAJI DIN: 07302320	-	Independent Director

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

Ms. Deepika K,
Practising Company Secretaries,
No. 12, Arumugam Street,
Chennai - 600 001

Registrar and Transfer Agent

M/s. Purva Sharegistry (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
VIJAYA BANK
CITY UNION BANK

Registered Office

B 14a and C14a, First Floor, Gemini Commercial
Complex, No. 1/1, Kodambakkam High Road,
Chennai-600 006
(T) : 044-42114444
Web: www.trivikrama.com
Email: trivikramaindustries@gmail.com

Annual General Meeting

Day	:	Saturday
Date	:	23.09.2017
Time	:	11:00 A.M.
Venue	:	Conference Hall of ICSA-JivanaJyoti No.107, Pantheon Road, Chennai – 600 008

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of TRIVIKRAMA INDUSTRIES LIMITED (Formerly Known as CAREWELL INDUSTRIES LIMITED) will be held on Saturday, 23rd day of September, 2017 at 11:00 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, 2017 and the Reports of Board of Directors and Auditors thereon.

Item 2: RE-APPOINTMENT OF MR. M SOUNDARARAJAN, RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. M Soundararajan, (DIN: 07543168), who retires by rotation at this Annual General Meeting and being eligible has offered himself 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 here 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. KRISHNA PRASAD 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. Krishna Prasad (DIN: 07553807), who was appointed as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 13th April, 2017 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 12th April, 2022;

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 MS. PURUSHOTHAM PREETHA (DIN: 07791399) AS DIRECTOR:

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

“RESOLVED THAT Ms. Purushotham Preetha (Din: 07791399) , who was appointed w.e.f.13th April, 2017 as an Additional Director of the Company by the Board of Directors 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 her candidature for the office of a Director, be and is hereby appointed as a Director of the Company;

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.”

Item No. 6: RE-APPOINTMENT OF MR. M SOUNDARARAJAN (DIN: 07543168) AS MANAGING DIRECTOR:

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

“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 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders be and is hereby accorded for re- appointment of Mr. M Soundararajan (DIN:07543168) as Managing Director of the company for a period beginning from 22nd June, 2017 to 30th September, 2018 on the following Terms, Conditions And Remuneration::

1. His tenure of appointment will from 22nd June, 2017 to 30th September, 2018;
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 be liable to retire by rotation.

RESOLVED FURTHER THAT the Consent of the Board 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 is 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/-
M SOUNDARARAJAN
(DIN: 07543168)
MANAGING DIRECTOR**

Date : 02.08.2017

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 Sunday, 17th September, 2017 to Saturday, 23rd September, 2017 (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 33rd Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that 33rd Annual Report will also be available on the Company's website www.trivikrama.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: trivikramaindustries@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, 2017.
14. **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 33rd 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 commences on Thursday, 20th September, 2017 (9.00 a.m. IST.) and ends on Friday, 22nd September, 2017 (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, 16th September, 2017 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.
- f. 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.
- g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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 RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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 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.
- j. Click on the EVSN 170825016 for the relevant Company Name i.e. "TRIVIKRAMA INDUSTRIES LIMITED" on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.