

**DIRECTORS' REPORT**

To  
The Members  
**TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED**

Your Directors have pleasure in presenting the **34<sup>th</sup> Annual Report** of the company along with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

**1. Financial Results**

(Amount in ₹)

Particulars	Standalone		Consolidated	
	Current Year (31.03.2020)	Previous Year (31.03.2019)	Current Year (31.03.2020)	Previous Year (31.03.2019)
Total Income	3,03,96,616	2,84,60,172	3,03,96,616	2,84,60,172
Less: Total expenses	30,51,480	2,95,67,617	30,77,650	2,96,12,037
Profit before Tax	2,73,45,136	-11,07,445	2,73,18,966	-11,51,865
Less : Provision for Taxation				
Current Tax	--	--	--	--
Deferred Tax	--	--	--	--
<b>Profit/(Loss) after Taxation</b>	<b>2,73,45,136</b>	<b>-11,07,445</b>	<b>2,73,18,966</b>	<b>-11,51,865</b>

**2. Review Of Operations**

The Company has not carried out any major business during the year under review. On a Standalone basis, the total Income from operations of the Company is ₹3,03,96,616/- for the current year as compared to ₹2,84,60,172/- in the previous year. The Company has earned profit of ₹2,73,45,136/- in the current year as compared to loss of ₹11,07,445/- in the previous year.

On a Consolidated basis, the total Income from operations of the Company is ₹3,03,96,616/- for the current year as compared to ₹2,84,60,172/- in the previous year. The net profit for the year under review amounted to ₹2,73,18,966/- in the current year as compared to loss of ₹11,51,865/- in the previous year.

**3. Covid-19:**

In the last month of FY 2020, the outbreak of Novel Coronavirus (COVID-19) pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs in the countries. For your Company, the focus immediately shifted to ensuring the health and well-being of all employees. The Company was temporarily closed from March, 23, 2020 to contain the spread of COVID-19 as per Central/State Government directions. The Company resumed partial operations from June 8, 2020 with limited workforce subject to the conditions prescribed by the Government/Local Authorities. However, COVID-19 pandemic have aggravated the challenges and going forward, the situation appears to be challenging for the company.

**4. Dividend**

The Board of Directors of the Company has not recommended any dividend on the equity shares of the Company for the financial year under review.

**5. Transfer To Reserves**

During FY 2019-20, no amount has been transferred to the general reserves/ retained earnings of the Company.

**6. Details Of Board Of Directors**

There has not been any change in the composition of the Board during the year. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") and articles of association of the Company, Mr. Nagesh Vinayakrao Kutaphale (DIN: 00245782) Non-Executive Non-Independent Director of the Company, retires by rotation at the ensuing AGM and being eligible, has offered himself for the re-appointment. The Board recommends his re-appointment for consideration at the ensuing AGM. As per Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), brief profile and other related information of Mr. Nagesh Vinayakrao Kutaphale, Director retiring by rotation is provided in the Notice of ensuing AGM.

**7. Number Of Meetings Of The Board**

The Board of Directors met Four (4) times during the year on the dates mention at Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

For details of the meetings of the Board, please refer to the Corporate Governance Report.

**8. Company's policy on appointment and remuneration of Directors and Key Managerial Personnel:**

Pursuant to Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee (NRC) has formulated "Nomination and Remuneration Policy" which deals inter-alia with the appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees.

The salient features of the policy are as under:

**I. Criteria for appointment:**

- a. NRC shall identify, ascertain and consider the integrity, qualification, expertise and experience of the person for the appointment as a Director of the Company and recommend to the Board his / her appointment. The Directors shall uphold ethical standards of integrity and probity and shall exercise their duties and responsibilities in the interest of the Company.
- b. A person proposed to be appointed as Director should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. They shall possess appropriate core skills/ expertise/competencies/ knowledge in one or more fields of finance, law, management, sales and marketing, administration, research and in the context of business and/or the sector in which the company operates. The NRC has the discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.

- c. The Company shall comply with the provisions of the Act and Listing Regulations and any other laws if applicable for appointment of Director of the Company. The Company shall ensure that provisions relating to limit of maximum directorships, age, term etc. are complied with.

**II. Remuneration of the Whole Time /Executive Director(s) / Managing Director:**

- a. The remuneration including commission payable to the Whole Time /Executive Director(s) / Managing Director shall be determined and recommended by the NRC to the Board for approval.
- b. While determining the remuneration of the Executive Directors, following factors shall be considered by the NRC/Board:
- Role played by the individual in managing the Company including responding to the challenges faced by the Company ·
  - Individual performance and company performance so that remuneration meets appropriate performance benchmarks ·
  - Reflective of size of the Company, complexity of the sector/ industry/company's operations and the Company's financial position ·
  - Consistent with recognized best industry practices. ·
  - Peer remuneration ·
  - Remuneration involves balance between fixed and incentive pay reflecting performance objectives appropriate to the working of the Company and its goals.
  - Remuneration is reasonable and sufficient to retain and motivate directors to run the company successfully.

**III. Remuneration to Non- Executive / Independent Directors:**

Sitting Fees: Independent Directors are entitled for sitting fees for attending meetings of the Board or Committee of the Board or for any other purposes as may be decided by the Board, of such sum as may be approved by the Board of Directors of the Company within the overall limits prescribed under the Act and the rules made thereunder, Listing regulations or other applicable law.

**9. Annual Evaluation Of Board Performance And Its Committee And Individual Directors:**

Criteria of performance evaluation of the Board Committees and Directors are laid down by Nomination and Remuneration Committee (NRC) of the Company. Further, pursuant to the provisions of Section 178(2) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, NRC decided to continue the existing method of performance evaluation through circulation of performance evaluation sheets based on SEBI Guidance Note dated 5th January, 2017 and that only Board should carry out performance evaluation of the Board, its Committees and Individual Directors.

The performance evaluation sheets based on aforesaid SEBI Guidance Note, containing the parameters of performance evaluation along with rating scale was circulated to all the Directors. The Directors rated the performance against each criteria. Thereafter, consolidated score was arrived. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out performance evaluation of its own, evaluation of working of the Committees and

performance evaluation of all Directors in the said manner. The performance of the Board, committees and individual directors was found satisfactory.

**10. Extract Of Annual Return**

Pursuant to the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, Extract of the Annual Return in Form MGT-9 as on 31st March, 2020 is annexed as an “Annexure 1” to this report .

**11. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance of the Board was evaluated.

**12. Directors Responsibility Statement**

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2020, the applicable Accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies as mentioned in the notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2020 have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the company as at 31<sup>st</sup> March, 2020 and of the profit and loss of the company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provision of the Companies Act 2013 safeguarding the assets of the company and preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual financial statements for the year ended 31st March, 2020 on a going concern basis;
- e) They have laid down internal financial controls, which are adequate and are operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**13. Share Capital**

The paid up equity share capital of the Company as on March 31, 2020 was Rs. 7,50,00,000/- during the year. The Company has not issued any equity shares with differential rights as to dividends, voting or otherwise, or any convertible securities, warrants or Sweat Equity shares. It has neither issued any Employee Stock Options nor any Sweat Equity Shares during the year.

**14. Management Discussion And Analysis**

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis Report containing information inter-alia on industry trends, your Company's performance, future outlook, opportunities and threats for the year ended 31st March, 2020, is provided in a separate section forming integral part of this Annual Report.

**15. Declaration By Independent Directors**

The Company is in the process of appointing suitable candidates for the position of Independent Director in the Company.

**16. Particulars Of Loans, Guarantees Or Investments**

During the year under review, pursuant to Section 186 of the Act, no loans were given to any person, nor were any Guarantees or securities provided. Further, no investment was made in the securities of any other body corporate.

**17. Disclosure Relating To Subsidiary Companies/ Associate Companies/ Joint Ventures:**

The Company doesn't have any Joint Venture or Associate company and hence doesn't require any reporting for the same. The Company has one subsidiary as on March 31, 2020, M/s. Triumph Retail Broking Services Ltd. There has been no material change in the nature of the business of the subsidiary. There is no major business carried out at the subsidiary company.

Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014, Form AOC-1 is annexed to this report as "**Annexure 2**".

**18. Corporate Social Responsibility**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**19. Corporate Governance**

A report on the Corporate Governance practices, the Auditors' Certificate on compliance of mandatory requirements thereof are given as an annexure to this report.

**20. Particulars Of Employees**

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**21. Particulars Of Contracts Or Arrangements With Related Parties**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 were on arms length basis and in the ordinary course of business and shall be disclosed in Form No. AOC-2. ("**Annexure 3**"). Prior approval of Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee and Board on quarterly basis. Further, the related party transactions are also provided in the notes to the financial statements.

**22. Fixed Deposit**

The Company has not accepted any Fixed Deposit covered under Section 76 of the Companies Act, 2013 from the Shareholders or the Public during the year.

**23. Auditors & Auditors Report****Internal Auditor:**

The Board has not appointed any Internal Auditors for the Company for the financial year.

**Statutory Auditor:**

In terms of the first proviso to Section 139 of the Companies Act, 2013, at the Annual General Meeting held on Saturday, 22<sup>th</sup> September, 2018, **M/s. RAWAT & ASSOCIATES, Chartered Accountants (FRN #134109W)** was appointed as Statutory auditor of the Company to hold office from the Conclusion of that Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year 2022-23 at a remuneration to be fixed by the Board of Directors in consultation with the auditors, plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

However, vide the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018, the requirement for 'seeking ratification of appointment of auditors (appointed for five year term) at every annual general meeting' has been omitted. This amendment has come into effect on 7th May, 2018. In view of the amendment, the ratification of the appointment of auditors is not necessary.

**Auditors Report:**

The observations of the Auditors in their Report have been dealt with in the notes forming part of the accounts and other statements, which are self-explanatory.

**Management Perception to Auditors Qualifications:**

- (i) The auditors in para (a) of their report have made a comment on the true and fair view of the balance sheet due to irrecoverability of the dues. Management is hopeful to recover the amount from the debtor. Even though NSE has declared us defaulter and restricted us from broking business, company can always on carry investment and consultancy business and earn return on its investments.
- (ii) The Auditors in para (b) of their Report have made a comment on the receivables from Classic Credit Limited (CCL) and other debtors. The Company is in the process of recover from CCL and hence of the opinion that the some settlement will take place between the company and CCL, though the exact time period and amount recoverable are not determinable at present. The management is hopeful to recover part of the amount.
- (iii) The Auditors in para (c) of their Report have made a comment on the receivables from total debtors other than Classic Credit Limited. 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 hopeful that the amount will be recovered from them in due course.

- (iv) The Auditors in para (d) of their has made a comment about Rs. 3.56 Crore paid to Panther Investrade Limited (PIL), the company was to recover from the ICICI limited as a refund of earnest money for acquiring property. ICICI Bank paid the entire amount to the Bank of India as per the Instruction of the DRT Order and the company is in the process to file application with DRT and of the opinion that the company will recover the amount from PIL.
- (v) The Auditors in para (e) of their Report have made a comment on the dividend income received by the company. The directors are of the opinion that dividend received on the shares held the company's demat account is the income of the company as these shares are now property of the company given that the same are adjusted against the receivable from the respective clients. No claim has been received from any client in respect of these dividends.

#### **24. Internal Control Systems And Their Adequacy**

During the year, the Company has been scouting for a suitable professional to perform the Internal Audit and to conduct the Internal Control activities. Due to non availability of suitable Professional, the Company was not able to perform the Internal Control Systems and check its adequacy.

#### **25. Conversion Of Energy, Technology Absorption**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "**Annexure -4**".

#### **26. Cost Auditor:**

The Company is not covered by the Companies (Cost Records and Audit) Rules, 2014, and hence, the provisions of the clause 3(vi) of the Order are not applicable to the Company.

#### **27. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed **Ms. Kala Agarwal, Company Secretary in Practice, (C.O.P. No. 5356)** to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Auditor Report issued by them in Form No. MR-3 is annexed as **Annexure '5'** and forms an integral part of this Report.

#### **Secretarial Auditors Report:**

The observations of the Auditors in their Report have been dealt with in the management perception, which are self-explanatory.

#### **Management Perception to Secretarial Auditors Qualifications:**

The Management is taking adequate measures to comply with the requisite regulations.

**28. Policy On Prevention, Prohibition And Redressal Of Sexual Harassment At Workplace**

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into the complaints relating to sexual harassment at workplace of any woman employee. During the year under review, your Company has not received any complaint pertaining to sexual harassment and no complaint was pending as on 31st March, 2020.

Your Company is committed to provide a safer and secure environment to its women employees across its functions and other women stakeholders, as they are considered as integral and important part of the Organization.

The following is a summary of sexual harassment complaints received and disposed off during the financial year ended March 31, 2020.

- No. of complaints Received                      NIL
- No of Complaints disposed of                      N.A.

**29. Risk Management**

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which in the opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Directors' Report.

**30. Significant And Material Orders Passed By The Regulators Or Courts**

During the year under review, there are no significant and material orders passed by the regulators or courts or tribunals that would impact the going concern status of the Company and its future operations.

The Company was delisted from the Bombay Stock Exchange through an order passed with effect from 4<sup>th</sup> July, 2018. Subsequently, the Company made application to the Hon'ble Securities Appellate Tribunal ("SAT") for relisting the Company. The Company made requisite submissions and was granted personal hearing with the delisting committee of the Exchange. Accordingly, the order for the relisting of the Company was passed with effect from 04<sup>th</sup> July, 2018.

**31. Material Changes After Balance Sheet Date**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year (FY 20) of the Company to which the Financial Statements relate and the date of this Board's Report.

**32. Whistle Blower Policy/Vigil Mechanism**

Pursuant to the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations, your Company has established a vigil mechanism for the Directors and employees of the Company to report concerns about unethical behavior, actual or suspected incidents of fraud or violation of Code of Conduct. The details of Vigil Mechanism/Whistle Blower Policy are provided in the Corporate Governance Report.



**33.Code Of Conduct**

The Company has adhered to a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

**34.Change In The Nature Of Business**

There is no change in the nature of the business of the Company.

**35.Acknowledgement**

Your Directors take this opportunity to thank Central and State Governments, customers, suppliers, shareholders and bankers for their consistent support and co-operation to the Company.

Your directors also place on record sincere appreciation for the contribution and commitment by all the employees of the Company.

**FOR TRIUMPH INTERNATIONAL FINANCE INDIA LIMITED**

**DHARMESH DOSHI**  
**DIRECTOR**  
**DIN: 02568186**

**NAGESH KUTAPHALE**  
**DIRECTOR**  
**DIN: 00245782**

**Place: Mumbai**  
**Date: 31<sup>st</sup> July, 2020**