

TRIJAL INDUSTRIES LIMITED

2018-2019

DIRECTOR'S REPORT

To,
The Members,
TRIJAL INDUSTRIES LIMITED.

Your Directors have great pleasure in presenting **27th Annual Report** together with the Audited statement of Accounts for the year ended **31st March, 2019.**

1. FINANCIAL HIGHLIGHTS:

SOURCES	31/03/2019	31/3/2018
		Rs.(In Lacs)
1)Gross Income	11.25	5.15
2)Gross Operating Profit/(Loss)	1.45	(2.42)
3)Depreciation & Amortization	0.64	0.14
4) Profit/(Loss) Before Tax	0.81	(2.56)
5) Provision for Taxation / Deferred Tax	0	0
6) Profit/(Loss) After Tax	0.81	(2.56)
7) Exceptional Items (Revaluation of Shares/depreciation).	(1.45)	(1.17)
8) Taxation / Deferred Tax	(0.58)	0.36
9) Profit / (Loss) after Exceptional & Extraordinary Items	(1.22)	(3.37)
9) Net Profit/(Loss) Carried To Balance Sheet	(1.22)	(3.37)

2. RESULTS OF OPERATIONS:

During the Year under review, the Company has made an operating profit of Rs.0.81 Lacs against a Loss of Rs.2.56 Lacs in previous year. However, the company has made a Loss of Rs.1.22 Lacs as against Loss in previous year of Rs. 3.37 Lacs after exception items. The Loss is due to no trading business could be done due to depression in the market and no demand for software's which has become obsolete due to new software's available in the market. The company has recalculated its Investments in listed company shares as per the new Ind As applicable in India. As a result Rs. 1.45 lacs is reduced from the cost of Investment as per current market rates on stock exchange, which were adjusted through reserve and surplus account. The Board of Directors has taken above decision to bring down the Investments / Assets of the Company to its' fair market value and present the affairs of the company at its real value.

3. DIVIDEND:

During the period, your Directors do not recommend any dividend for the year.

4. TRANSFER TO RESERVES:

During the financial year 2018-19, the Company has not transferred any amount to reserves.

5. SUBSIDIARIES:

The Company has no subsidiaries.

6. NUMBER OF BOARD MEETINGS:

Six (6) meetings of the Board were held during the year. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of this report.

7. AUDIT COMMITTEE:

The Board has constituted the Audit Committee in terms of the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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8. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures
- ii. the Directors have selected such accounting policies 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 affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

9. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules

10. INDEPENDENT DIRECTORS MEETING

The meeting of the Independent Directors was held on 14th February, 2019 as per schedule IV of the Companies Act, 2013.

11. AUDITORS:

At the 27th AGM held on September 28th, 2018, Members appointed **M/s Mukesh & associates Chartered Accountants, Mumbai (Firm Registration No. 106599W)**, as Statutory Auditors of the Company, for a period of five years from the conclusion of the 27th AGM till the conclusion of the 32nd AGM, subject to ratification of their appointment by Members at every AGM. Pursuant to the provisions of Section 40 of the Companies Amendment Act, 2017, which was notified on May 7, 2018, Members are not required to ratify appointment of Statutory Auditors at every AGM. Pursuant to the provisions of Sections 139(1) and 141 of the Act, the Company has received Certificate from Messrs A. **M/s Mukesh & associates Chartered Accountants, Mumbai (Firm Registration No. 106599W)**, certifying that if they are appointed as Auditors, their appointment would be as per the conditions prescribed by the said Sections.

12. COMMENTS ON AUDITORS REPORT:

Note on Financial statement referred to in the auditor's report is self-explanatory and do not call for any further comments. The auditor's report does not contain any qualifications, reservation or adverse remark.

13. SECRETARIAL AUDITOR & REPORT

The Board of Directors of the Company has appointed Practising Company Secretary; to conduct the Secretarial Audit for the financial year 2018-2019. The Secretarial audit report for the financial year ended 31st March, 2019 is annexed to this Report in **Annexure "B"**.

Observations and comment in Secretarial audit and management explanation to the said comments are as under: 1. Company has given Advertisements in the past a number of times, but as the company is having a very small business no company secretary is willing to join, as they do not find the job attractive from future perspectives, However, one of the directors of the company is a qualified company secretary and is capable to carry all required duties of company secretary. The company is in the process of appointing a full time company secretary 2. Presently the Company is running in Loss, further the company is publishing the results on its website and BSE website, so its been duly published for public. 3. The company is having very small business so the internal auditor was not appointed, however one of the directors of the company is a Chartered Accountant, who is doing necessary checks on accounts, however the company will appoint an internal auditor for the year 2018-19. 4. The company's website is normally updated, may be with some delay occasionally.

14. PUBLIC DEPOSITS:

During the period under review, the Company has neither accepted nor invited any Public deposits and hence the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 are not attracted and the information relating thereto is nil.

15. PARTICULARS OF EMPLOYEES:

None of the employees of the Company were in receipt of remuneration in excess of limits pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014.

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16. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

(A) Conservation of energy:-

- i. The steps taken or impact on conservation of energy: N.A.
- ii. The steps taken by the Company for utilizing alternate sources of energy: N.A.
- iii. The capital investment on energy conservation equipment: N.A.

(B) Technology absorption:

- i. The efforts made towards technology absorption: N.A.
- ii. The benefits derived like product improvement, cost reduction product development or import substitution: N.A.
- iii. In case of imported technology(imported during the last three years reckoned from the beginning of the financial year)-
 - a) The details of technology imported : N.A
 - b) The year of import :N.A
 - c) Whether the technology been fully absorbed. N.A.
- iv. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and: N.A.
- v. The expenditure incurred on Research and Development. N.A.

17. CORPORATE GOVERNANCE:

The company falls under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2019, the Company's Paid up Capital is of Rs. 5,01,61,000/- (Rupees Five Crore One Lakh Sixty Thousand only) and Net worth is of Rs. 66,73,370/- (Rupees Sixty Six Lacs Seventy Three Thousand Three Hundred Seventy only).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year Mrs. Ketki K Mehta (DIN:) Director of the Company is retiring by rotation & being eligible offers has offered herself for re-appointment.

The Board appointed Mrs. Aarti S. Beheray (DIN 02577085) and Mr. Vibhuti A. Dongare (DIN 03544267) as Additional Directors (Non-Executive, Independent) on the Board of the Company w.e.f. 26th February, 2019 and Mrs. Ketki Mehta (DIN 07140255) as the Additional Director (Non-Executive) on the Board of the Company w.e.f. February 26th, 2019. They hold office up to the date of forthcoming Annual General Meeting (AGM). The Board recommends appointment of Mrs. Aarti S. Beheray (DIN 02577085) and Mr. Vibhuti A. Dongare (DIN 03544267) as Independent Directors for a term of five (5) consecutive years each, effective from February 26, 2019, The Company has received the declarations from Mrs. Aarti S. Beheray (DIN 02577085) and Mr. Vibhuti A. Dongare (DIN 03544267) confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act.

Mr. Visswas B. Paanse, appointed as a Company Secretary cum Compliance officer w.e.f. 26th February, 2019.

19. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES.

There were no transactions entered into with related parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013 relating to approval of shareholders. There have been no material related party transactions undertaken by the Company under Section 188 of the Companies Act, 2013 and hence, no details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 – 'AOC-2'.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial Statement.

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22. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

23. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

24. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is **Annexure "C"** to this report.

27. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

During the year and under review the Company has not received any complaints on sexual harassment.

25. ACKNOWLEDGEMENTS:

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

For And On Behalf Of the Board
Trijal Industries Limited

Sd/-

Kamlesh Mehta
(Chairman)

DATE: 14th August, 2019

PLACE: Mumbai