



Trio Mercantile &
Trading Limited

**13th ANNUAL REPORT
2014-2015**

BOARD OF DIRECTORS:

HIREN S. KOTHARI	-	MANAGING DIRECTOR
JAYESH GANDHI	-	DIRECTOR
S.S. MERCHANT	-	EXECUTIVE DIRECTOR
CHANDRAPRAKSH CHATURVEDI	-	DIRECTOR
PALLAVI HIREN KOTHARI	-	DIRECTOR
*DILIP PAREKH	-	ADDITIONAL DIRECTOR

*Appointed as an Independent Director w.e.f. 25.02.2015

BOARD COMMITTEES :**AUDIT COMMITTEE**

Jayesh Gandhi	-	Chairman
Hiren Kothari	-	Member
Chandraprakash Chaturvedi	-	Member

NOMINATION AND REMUNERATION COMMITTEE

Jayesh Gandhi	-	Chairman
Hiren Kothari	-	Member
Chandraprakash Chaturvedi	-	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Hiren Kothari	-	Chairman
Jayesh Gandhi	-	Member
Chandraprakash Chaturvedi	-	Member

BANKERS:

ORIENTAL BANK OF COMMERCE

AUDITORS:

KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS

REGISTERED OFFICE:

613/B, MANGAL AARAMBH,
NEAR MC DONALDS,
KORA KENDRA ROAD,
OFF S.V.ROAD, BORIVALI (WEST),
MUMBAI - 400 092
CIN : L51909MH2002PLC136975

SHARE TRANSFER AGENT :

M/S SHAREX (DYNAMIC) INDIA PVT.LTD.
UNIT-1, LUTHRA IND.PREMISES,
ANDHERI KURLA ROAD, SAFED POOL,
ANDHERI (EAST), MUMBAI 400 072

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NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of Trio Mercantile & Trading Limited will be held on Tuesday 29th day of September, 2015 at 10.00 a.m. at 613/B, Mangal Aarambh, Kora Kendra, Borivali (West), Mumbai - 400092. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year at 31st March 2015, the Balance Sheet as at that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Pallavi Hiren Kothari (DIN: 00050947), who retires by rotation, and being eligible offers herself for reappointment.
3. 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 of the Companies Act, 2013 and the Rules made there under M/s. Koshal and Associates; (FR No.-121233W) Chartered Accountant, be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS**Item No 4**

To appoint Mr. Dilip Parekh (DIN: 00131469) as an Independent Director and in this regard 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the Listing Agreement, Dilip Parekh (DIN: 00131469) who was appointed as Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.

By Order of the Board

HIREN KOTHARI
MANAGING DIRECTOR

Registered Office:

613/B, Mangal Aarambh,
Kora Kendra Road, Borivali (West),
Mumbai - 400 092.
CIN : L51909MH2002PLC136975

Place : Mumbai
Date : 03.09.2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 & 4 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, 22nd September, 2015 to 29th September, 2015(both days inclusive).
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. The Notice of the AGM along with the Annual Report 2014-15 is being sent by courier to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35 B of the Listing Agreement executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cutoff date i.e., September 22, 2015 may cast their votes electronically.

The e-voting period commences on Saturday, September 26, 2015 at 10.00 am and ends on Monday, September 28, 2015 at 5.00 pm. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of CDSL.

M/s J.B.Wala & Co. is a practicing Chartered Accountant (Membership No. 033714) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.triomercantile.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE and other Regional Exchanges.

The process and instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Trio Mercantile & Trading Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.

(vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used. If you are a first time user follow the steps given below.

(vii) Now fill up the following details in the appropriate boxes :

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab

(ix) Members holding shares in physical form will then reach directly the EVSN selection screen. However, 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 also 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolution contained in this Notice.

(xi) Click on the relevant EVSN of Trio Mercantile & Trading Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiv) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system
- (xviii)A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case of members receiving the physical copy:
 - I. Please follow all steps from sl.no. (i) to sl.no. (xviii) above to cast vote.
 - II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Dilip Parekh	Pallavi Kothari
Director Identification Number (DIN)	00131469	00050947
Date of Birth	05.01.1960	18.04.1962
Nationality	Indian	Indian
Date of Appointment on Board	26.02.2015	14.08.2014
Qualification	B.Com	B.Com
Shareholding in Trio Mercantile & Trading Limited	-	37125
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	Directorship in Honorable Securities Ltd Dataworld IT Services Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL

Mrs. Pallavi Kothari is a wife of Mr. Hiren Kothari Managing Director of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory Statement set out all material facts relating to the Special business mentioned in the accompanying notice.

Item No: 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Dilip Parekh as an Additional Director of the Company with effect from 25th February, 2015. In terms of the provisions of Section 161(1) of the Act, Mr. Dilip Parekh would hold office up to the date of the ensuing Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Companies Act 2013 ('the Act'), Mr. Dilip Parekh is proposed to be appointed as an Independent Director for five Consecutive years.

The Company has received a notice along with the deposit of requisite amount under Section 160 of the Act from a member proposing Mr. Dilip Parekh as a candidate for the office of Directors of the Company. Mr. Dilip Parekh have confirmed to the Board that he qualifies to be an independent director as per the meaning given in Clause 49(I)(A)(iii) and Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Dilip Parekh fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Dilip Parekh is independent of the management. The Board of Directors considers that their continued association would immensely benefit the Company and it is desirable to continue to avail services of Mr. Dilip Parekh as an Independent Director. Accordingly, the Board commends the passing of the ordinary resolution proposed at item no. 4 of the Notice. Copy of the draft letter for appointment of Mr. Dilip Parekh as an Independent Director setting out the terms and conditions are available for inspection by members at the registered office of the Company between 2.00 p.m. and 4.00 p.m. on any working day (Monday to Friday), up to the date of the Annual General Meeting. Brief profile of Mr. Dilip Parekh and the disclosures required under Clause 49 of the Listing Agreement are given as additional information of Directors, which forms part of the Notice.

Mr. Dilip Parekh is interested in the resolution proposed at item no. 4 of the Notice since it relates to their own appointment.

By Order of the Board

HIREN KOTHARI
MANAGING DIRECTOR

Registered Office:

613/B, Mangal Aarambh,
Kora Kendra Road, Borivali (West),
Mumbai - 400 092.
CIN : L51909MH2002PLC136975

Place : Mumbai

Date : 03.09.2015

DIRECTORS' REPORT

To,
The Members,
Trio Mercantile & Trading Ltd.

Your Directors have pleasure in presenting their 13th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL RESULTS

(Rupees in Lacs)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Total income	139.37	3059.77
Profit Before Interest , Depreciation and Tax	66.73	30.24
Less : Interest	25.37	14.39
Less : Depreciation	7.31	2.80
Less : Provision For Tax	8.92	5.93
Profit After Tax	25.13	7.12
Add : Balance brought Forward from last Year	112.48	109.00
Total available for appropriation	137.62	113.24
Less : Adjustment	1.47	0.76
Transferred to Reserve	--	--
Balance carried to Balance Sheet	136.15	112.48

2. Brief description of the Company's working during the year/State of Company's affair:

The total income from operations was Rs. 139.37 Lacs as compared to total income from operations of Rs. 3059.77 Lacs during the previous financial year. The Profit was Rs. 34.06 Lacs as compared to Profit of Rs. 13.05 Lacs during the previous financial year.

3. Dividend:

The Directors do not recommend any Dividend for the Financial Year 2014-15.

4. Transfer to Reserves:

Company does not propose to transfer any amount to the General Reserves. An Amount of Rs.25,13,667/- is proposed to be retained in the statement of Profit and Loss Account.

5. Share Capital:

During the year under review, there was no change in the share capital structure and the paid up capital of the Company as on 31st March, 2015 was Rs. 55832750. During the year under review, the Company has not issued shares with differential voting rights, sweat equity shares and shares under Employees Stock Option Scheme

6. Directors and Key Managerial Personnel:

In accordance with the provisions of the Act and the Articles of Association of the Company Mrs. Pallavi Kothari Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

During the year under review, the members approved the appointments of Mrs. Pallavi Kothari as a Non-executive Non-Independent Director who is liable to retire by rotation and Mr. Jayesh Gandhi and Mr. Chandraprakash Chaturvedi as Independent Director who is not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed both under the act and clause 49 of the Listing Agreement with the stock exchanges.

7. Particulars of Employees:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report is annexed as Annexure I

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report is annexed as Annexure I

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company at the registered office of the Company and the same will be furnished on request.

8. Meetings:

During the year eleven Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

9. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

The manner in which the evaluation has been carried out is explained as follows:-

The Independent Directors of the Company, at their meeting (without the attendance of Non - Independent Directors and members of management), reviewed the performance of the Board as a whole and the Board Committee and also evaluated the performance of Non-Independent Directors and the Board of the Company taking into account the views of Executive Directors and Non -Executive Directors and based on attendance record and intensity of participation at meetings, quality of interventions, special contributions and interpersonal relationships with other Directors and management .

10. Declaration by an Independent Director(s) and re- appointment, if any :

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

11. Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Annexure- II

12. Auditors:

The Board proposes the re-appointment of M/s Koshal & Associates, Chartered Accountants, Mumbai as Statutory Auditors, based on the recommendations of the Audit Committee, to hold

office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

The Company has received letter from him to the effect that his re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for re-appointment.

Resolutions seeking your approval on these items are included in the Notice convening the Annual General Meeting. Members are requested to consider the appointment of M/s. Koshal & Associates, Chartered Accountant, Mumbai, for the current year, on a remuneration to be decided by the Board of Directors.

13. Auditors' Report:

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

14. Secretarial Audit Report :

In terms of Section 204 of the Act and Rules made there under, M/s. H. P. Sanghvi & Co. Company secretaries, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure III to this report. The report is self-explanatory and our reply to the comments are as follows:-

- During the year we did not get a suitable candidate for the post of Company Secretary, Internal Auditor and Chief Financial Officer in our Company as required in terms of section 203(1) of the Companies Act, 2013. We are continuously posting our recruitment for the post of CS in news paper and on job portal website. We ensure you as soon as we get a suitable candidate we will appoint immediately.

15. Vigil Mechanism / Whistler Bowler Policy :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a Vigil Mechanism/ Whistler Bowler Policy for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy/ Whistler Bowler Policy has been uploaded on the website of the Company at www.triomercantile.com under http://www.triomercantile.com/Policy_Code.aspx

16. Risk Management Policy:

The Company has framed a Risk Management Policy to identify and access the key business risk areas and a risk mitigation process.

A detailed excise is being carried out that the organization faces such as strategic, financial, credit, market, liquidity, legal, regulatory and other risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

17. Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE IV.

18. Internal Control Systems and their adequacy

Internal Audit plays key role in providing an assurance to the Board of Directors with respect to the Company having adequate Internal Control Systems. The Internal Control Systems provide among other things reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company's Assets. The details about the adequacy of Internal Financial controls are provided in the Management Discussion and Analysis Report.

19. Deposits:

Your Company has neither accepted nor renewed any deposit within the meaning of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 and the necessary rules made there under during the year ended 31st March, 2015.

20. Particulars of loans, guarantees or investments under section 186:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

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 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. As Annexure V.

22. Corporate Governance Certificate:

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

23. Management Discussion And Analysis:

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015.

24. Disclosures:

Audit Committee:

Audit Committee comprises of Mr. Jayesh Gandhi , Mr. Chandraprakash Chaturvedi and Mr.Hiren Kothari. All the recommendations made by the Audit Committee were accepted by the Board.

25. Merger Proposal :

The Company's Merger proposal is pending at present in Mumbai High court and the company is confident of merger Scheme being approved by Mumbai High Court as per legal advice received.

26. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

The information as prescribed under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is as follows:

A. Conservation Of Energy:

The operations of your Company are not energy-intensive. However, adequate measures have been taken to ensure that there is optimum utilization of energy with no wastage, as far as possible.

B. Technology Absorption:

Your Company takes efforts to adapt latest technology and techniques, which helps it to be in competition.

27. Human Resources:

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide for the motivation of the employees.

28. Directors' Responsibility Statement:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

By Order of the Board

HIREN KOTHARI
MANAGING DIRECTOR

Registered Office:

613/B, Mangal Aarambh,
Kora Kendra Road, Borivali (West),
Mumbai - 400 092.
CIN : L51909MH2002PLC136975

Place : Mumbai

Date : 03.09.2015

ANNEXURE INDEX

Annexure	Content
i.	Particulars of Employee
ii.	Remuneration Policy
iii.	MR-3 Secretarial Audit Report
iv.	Annual Return Extracts in MGT 9
v.	FORM NO. AOC - 2 Particulars of contracts/ arrangements made with related parties

ANNEXURE I

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars of Employees :

The information required under Section 197 of the Act read with rule 5(1) of the companies (Appointment and remuneration of Managerial Personnel) Rules 2014 are given below :

- a. The ratio of the remuneration of each Director to the Median remuneration of the employees of the Company for the financial year

Executive Directors	Total Remuneration	Ratio to Median Remuneration
Hiren Kothari	300000	2.33
S.S.Merchant	120000	0.93
Non-Executive Director		
Jayesh Gandhi	-	-
Chandraprakash Chaturvedi	-	-
Pallavi Hiren Kothari	-	-
Dilip Parekh	-	-

- b. The percentage increase in the median remuneration of employees in the financial year: 1.18%
- c. The number of permanent employees on the rolls of company : 7
- d. The explanation on the relationship between average increase in remuneration and company performance :

On an average, employees received an annual increase of 1.18%. The individual increments varied from 2.06% to 16.44 %, based on individual performance. Your company is committed in ensuring fair pay and healthy work environment for all its employees. Your Company offers competitive compensation to its employees. The pay also incorporates external factors like cost of living to maintain concurrence with the environment.

- e. Comparison of the remuneration of the key managerial personnel against the performance of the Company :

Aggregate remuneration of key managerial personnel (KMP) in FY 15 ('lacs)	4.20
Revenue ('lacs)	1393.72
Remuneration of KMPs (as % of revenue)	0.30
Profit Before Tax (PBT) ('lacs)	34.06
Remuneration of KMP (as% of PBT)	12.33

- f. Variation in the market capitalization of the Company, price earnings ratio as at the Closing date of the current financial year and previous financial year :

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation ('Lacs)	1256.24	1647.07	-23.73
Price Earning Ratio	49.98	231.13	-78.38

- h. The key parameters for any variable component of remuneration availed by the directors : NIL
- i. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year :

There are no employees of the company who receive remuneration in excess of the highest paid Directors of the Company.

- j. Affirmation that the remuneration is as per the remuneration policy of the Company :
The Company affirms remuneration is as per the remuneration policy of the company.
- k. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company secretary.

ANNEXURE II REMUNERATION POLICY

Remuneration Policy of Trio Mercantile & Trading Ltd is designed to attract, motivate and retain manpower in a competitive environment considering qualification, positive attribute, integrity and independence and guided by the common reward framework and set of principles and objectives.

Remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 and Clause 49(IV)(B)(1) of the Equity Listing Agreement. In case of any inconsistency between the provisions of Law and this remuneration policy, the provisions of Law shall prevail and the Company shall abide by the applicable Law. While formulating this policy, the Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Act, which are as under:

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company Successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Remuneration for independent directors and non independent non- executive directors

Independent directors ("ID") and non-independent non executive directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.

Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the Nomination and Remuneration Committee and approved by the Board.

Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the company and its future growth imperatives).

Overall remuneration should be reflective of size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay the remuneration.

Overall remuneration practices should be consistent with recognized best practices.

Quantum of sitting fees may be subject to review on a periodic basis, as required.

The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.

In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

Remuneration for managing director ("MD")/ executive directors ("ED")/ KMP/ rest of the employees

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be Market competitive, driven by the role played by the individual, reflective of size of the company, complexity of the sector / industry / company's operations and the company's capacity to pay, consistent with recognized best practices and Aligned to any regulatory requirements.

In terms of remuneration mix or composition,

The remuneration mix for the MD / EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.

Basic / fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.

In addition to the basic / fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible.

The company provides retirement benefits as applicable.

In addition to the basic / fixed salary, benefits, perquisites and allowances as provided above, the company may provide MD / EDs such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. Also Company may provide annual incentive remuneration/ performance linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.

The Company may provide the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

Policy implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

ANNEXURE III**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
TRIO MERCANTILE AND TRADING LIMITED
613/B, Mangal Aarambh, Near Mc Donalds,
Korakendra, Off S.V.Road, Borivali (W),
Mumbai-400092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TRIO MERCANTILE AND TRADING LIMITED (hereinafter called the "Company") for the audit period covering the financial year ended on 31st March, 2015. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We have also examined compliance of the following to the extent applicable:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India ; and
- (ii) The Listing Agreement entered into by the Company with the stock exchanges with respect to the Company's listing of its securities save and except non compliance in respect of non intimation of Notice for the Board Meeting held for the approval of the unaudited quarterly results for the quarter ended as on June 14 as required under Clause 41 (III) of the Listing Agreement.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

On the basis of our examination and representation made by the Company we report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non compliance in respect of:

- (a) Non appointment of Internal Auditor for the Financial Year 2014-15 as required under section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014.
- (b) Non appointment of Company Secretary and Chief Financial Officer as Key Managerial Personnel for the Financial Year 2014-15 as required under Section 203 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

We Further Report that, there were no actions/ events in pursuance of:

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Requiring compliance thereof by the Company during the period under review

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has been granted No Objection Certificate for approval of scheme of amalgamation of ARSS Engineering Limited from Ahmedabad Stock Exchange, Jaipur Stock Exchange and Madras Stock Exchange whereas the approval from BSE Ltd (Designated Stock Exchange), Hon'ble High Court of Bombay and SEBI is pending.

H. P. SANGHVI & COMPANY
COMPANY SECRETARIES

Date: 1st September, 2015
Place: Mumbai.

Sd/-
HARESH SANGHVI
FCS 2259/CoP No. 3675

Note: This report is to be read with our letter of even date which is annexed as ANNEXURE I and forms an integral part of this report.

ANNEXURE III (I)

To,
The Members,
TRIO MERCANTILE AND TRADING LIMITED
613/B, Mangal Aarambh, Near Mc Donalds,
Korakendra, Off S.V.Road, Borivali (W),
Mumbai-400092

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

H. P. SANGHVI & COMPANY
COMPANY SECRETARIES

Date: 1st September, 2015
Place: Mumbai.

Sd/-
HARESH SANGHVI
FCS 2259/CoP No. 3675

ANNEXURE IV

EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

A.REGISTRATION AND OTHER DETAILS:

CIN:-	L51909MH2002PLC136975
Registration Date:	26th August 2002
Name of the Company:	Trio Mercantile & Trading Limited
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered office and contact details:	613/B, Mangal Aarambh, Near MC Donalds, Kora Kendra, Borivali (West), Mumbai - 400092, Maharashtra
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd , Unit-1 , LutharaInd. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072 Tel: 2851 5606/ 5644/ 6338. Fax: 2851 2885

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Trading of Marbel	6830	86.92
b.	Professional Fees	9420	7.49
c.			
d.			

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
a	NIL			

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2014				No. of Shares held at the end of the year 31/03/2015				% Change during the
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	610995	-	610995	10.94	610995	-	610995	10.94	-
(b). Central Govt.	-	-	-	-	-	-	-	-	-
(c). State Govt(s).	-	-	-	-	-	-	-	-	-
(d). Bodies Corpp.	108075	-	108075	1.94	108075	-	108075	1.94	-
(e). FIINS / BANKS.	-	-	-	-	-	-	-	-	-
(f). Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	719070	-	719070	12.88	719070	-	719070	12.88	-
(2). FOREIGN									
(a). Individual NRI / For	-	-	-	-	-	-	-	-	-
(b). Other Individual	-	-	-	-	-	-	-	-	-
(c). Bodies Corporates	-	-	-	-	-	-	-	-	-
(d). Banks / FI	-	-	-	-	-	-	-	-	-
(e). Qualified Foreign	-	-	-	-	-	-	-	-	-
(f). Any Other Specify	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	719070	-	719070	12.879	719070	-	719070	12.88	-

(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	-	-	-	-	-	-	-	-	-
(b). Banks / FI	3300	-	3300	0.06	3300	-	3300	0.06	0.00
(c). Central Govt.	-	-	-	-	-	-	-	-	-
(d). State Govt.	-	-	-	-	-	-	-	-	-
(e). Venture Capital	-	-	-	-	-	-	-	-	-
(f). Insurance Companies	-	-	-	-	-	-	-	-	-
(g). FIs	-	-	-	-	-	-	-	-	-
(h). Foreign Venture	-	-	-	-	-	-	-	-	-
(i). Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	3300	-	3300	0.06	3300	-	3300	0.06	-
2. Non-Institutions									
(a). BODIES CORP.	157412	56650	214062	3.834	116565	1650	118215	2.12	-1.72
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1556055	56612	1612667	28.88	1549858	55622	1605480	28.76	-0.13
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	2986981	40095	3027076	54.22	3021938	95095	3117033	55.83	1.61
(c). Other (specify)	7100	-	7100	0.13	20177	-	20177	0.36	0.23
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4707548	153357	4860905	87.062	4708538	152367	4860905	87.06	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	4710848	153357	4864205	87.121	4711838	152367	4864205	87.12	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5429918	153357	5583275	100.00	5430908	152367	5583275	100.00	0.000

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			% change in share holding during theyear
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	CHETNA CHETAN KOTHARI	50985	0.913	-	50985	0.913	-	-
2	FORAM CHETAN KOTHARI	385	0.007	-	385	0.007	-	-
3	MANJULA SHANTILAL KOTHARI	1540	0.028	-	1540	0.028	-	-
4	MANAN HIREN KOTHARI	26840	0.481	-	26840	0.481	-	-
5	ADILNATH FINANCE PVT.LTD.	106700	1.911	-	106700	1.911	-	-
6	GAPARIK TRADE & FINANCE RESOURCES PVT LTD *	1375	0.025	-	1375	0.025	-	-
7	KHYATI HIREN KOTHARI	20680	0.370	-	20680	0.370	-	-
8	KHUSBOO HIREN KOTHARI	2200	0.039	-	2200	0.039	-	-
9	CHETAN SHANTILAL KOTHARI	174630	3.128	-	-	-	-	-3.13
10	HIREN S KOTHARI	291605	5.223	-	466235	8.351	-	3.13
11	SHANTILAL TRIBHOVANDAS KOTHARI	5005	0.090	-	5005	0.090	-	-
12	PALLAVI HIREN KOTHARI	37125	0.665	-	37125	0.665	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	CHETAN SHANTILAL KOTHARI	174630	3.128	04/12/2014	-174630	Promoter to Promoter	-	-
2	HIREN S KOTHARI	291605	5.223	04/12/2014	174630	Promoter to Promoter	466235.00	8.315

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr .no	Name	No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company]
1	Sureshbhai Shamjibhai Dakhara	309050	5.54	01/04/2014				
	-Closing Balance			31/03/2015			309050	5.54
2	Rameshbhai R Dakhra	232430	4.16	01/04/2014				
	-Closing Balance			31/03/2015			232430	4.16
3	Jivrajbhai Karshanbhai Dakhra	196295	3.52	01/04/2014				
	-Closing Balance			31/03/2015			196295	3.52
4	Deepak Sharda	89219	1.60	01/04/2014				
	-Closing Balance			27/03/2015	47507	Transfer	41712	0.75
				31/03/2015			41712	0.75
5	Sudha Manishkumar Shah	82500	1.48	01/04/2014				
				14/11/2014	24300	Transfer	58200	1.04
				21/11/2014	24800	Transfer	33400	0.60
				28/11/2014	19800	Transfer	13600	0.24
				05/12/2014	7000	Transfer	6600	0.12
				12/12/2014	6600	Transfer	-	-
	-Closing Balance			31/03/2015			-	-
6	Babulal Shakerchand Shah	82500	1.48	01/04/2014				
	-Closing Balance			17/10/2014	82500	Transfer	-	-
				31/03/2015			-	-
7	Santosh Sarda	78645	1.41	01/04/2014				
	-Closing Balance			31/03/2015			78645	1.41
8	Raseela N. Dadia	72765	1.30	01/04/2014				
	-Closing Balance			31/03/2015			72765	1.30
9	Opec Share & Stock Brokers Pvt Ltd	55000	0.99	01/04/2014				
	-Closing Balance			17/05/2014	55000	Transfer	-	-
				31/03/2015			-	-
10	Nipakumari Jayeshkumar Shah	50133	0.90	01/04/2014				
	-Closing Balance			31/03/2015			50133	0.90

(v) Shareholding of Directors and Key Managerial Personnel:

HIREN S KOTHARI		Shareholding at the beginning of the year 01/04/2014		Cumulative Shareholding during the year 31/03/2015	
Sr.No		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	291605	5.223		
	At the End of the year			466235	8.351

PALLAVI HIREN KOTHARI		Shareholding at the beginning of the year 01/04/2014		Cumulative Shareholding during the year 31/03/2015	
Sr.No		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	37125	0.665		
	At the End of the year			37125	0.665

SADRUDDIN SHAHBUDDIN MERCHANT		Shareholding at the beginning of the year 01/04/2014		Cumulative Shareholding during the year 31/03/2015	
Sr.No		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	165	0.003		
	At the End of the year			165	0.003

JAYESH NAROTTAMDAS GANDHI		Shareholding at the beginning of the year 01/04/2014		Cumulative Shareholding during the year 31/03/2015	
Sr.No		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	165	0.003		
	At the End of the year			165	0.003

CHANDRAPRAKASH M CHATURVEDI		Shareholding at the beginning of the year 01/04/2014		Cumulative Shareholding during the year 31/03/2015	
Sr.No		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	55000	0.985		
	At the End of the year			55000	0.985

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	482,479	31,099,128	-	31,581,607
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	482,479	31,099,128	-	31,581,607
Change in Indebtedness during the financial year				
• Addition	6,914,402	-30,980,772	-	-24,066,370
• Reduction				
Net Change	6,914,402	-30,980,772		-24,066,370
Indebtedness at the end of the financial year				
i) Principal Amount	7,396,881	118,356	-	7,515,237
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	7,396,881	118,356	-	7,515,237

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		HIREN SHANTILAL KOTHARI	SADRUDDIN S. MERCHANT	
1	Gross salary	300,000	120,000	420,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit			
	- others, specify...			NIL
5	Others, please specify	NIL	NIL	
	Total (A)			
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl.no.	Particulars of Remuneration	Name of Directors Manager	Total Amount
1.	Independent Directors	NIL	NIL
	• Fee for attending board / committee meetings		
	• Commission		
	• Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors	NIL	NIL
	• Fee for attending board / committee meetings		
	• Commission		
	• Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

	Particulars of Remuneration	Key Managerial Personnel			
		CFO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
	Others, please specify				
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N.A.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT	Authority [RD / NCLT/ COURT
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE V

FORM NO. AOC - 2

Particulars of contracts/ arrangements made with related parties

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered in to by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third provision is given below :

1. Details of contracts or arrangements or transactions which are materials significant :

Sr.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	NIL
b.	Nature of contracts /arrangements/transaction	
c.	Duration of the contracts/arrangements/transaction	
d.	Salient terms of contracts or arrangements or transaction	
e.	Justification for entering into such contracts or arrangements or transactions	
f.	Date of approval by the Board	
g.	Amount paid as advances, if any	
h.	Date on which the special resolution was passed in General meeting as required under first provision to section 188	

2. Details of Material contracts or arrangements or transactions at Arm's length basis :

Sr.No.	Particulars	Details
a.	Name(s) of the related party	NIL
b.	Nature of relationship	
c.	Nature of contracts /arrangements/transaction	
d.	Duration of the contracts/arrangements/transaction	
e.	Salient terms of contracts or arrangements or transaction	
f.	Justification for entering into such contracts or arrangements or transactions	
g.	Date of approval by the Board	
h.	Amount incurred during the year (rs.in lakhs)	

By Order of the Board

Hiren Kothari
Managing Director
(DIN : 00050830)

MANAGEMENT DISCUSSION ANALYSIS REPORT**Economy :**

Review of outlook during the Financial year 2014-15 macro factors have improved considerable in Indian Economy. There was change in Fixed Deposit Rate in US Economy which initially helped world Economy at large. Besides fall in crude prices & Commodity prices have fall on Considerably. It has great advantage for Indian Economy as India is huge importers of oil & commodities. To that extent Indian Economy has Stabilised.

Inflation :

Government has succeeded in controlling inflation and during the entire year 2014-15 inflation was under control as compared to previous year.

Interest Rate Cut :

Reserve bank of India has given signal for rate cut. Although there was initial hesitation by Reserve Bank of India for interest rate cut but ultimately it did measure boost to industry by slowing the direction where the country is heading. Depending upon global events & inflationary trends Reserve Bank of India will go further in reducing Interest Rate which will give much strength needed for overall improvement of industry.

Currency Fluctuation :

Only worry point in Indian economy is currency fluctuations. China has created havoc in emerging countries currency management. China's growth concern & devaluation of their currency has put global Economy in peril due to currency war and in particular emerging countries are facing huge problems.

Government Policies :

So far new Government has shown that it is taking necessary steps to held the industrial growth in the country. Make in India policies and other steps are encouraging but will take some time for overall performance of the Industry. The government will have to more aggressive so far reforms are concerned. It should definitely put pressure on Reserve Bank of India so that there is further cut in interest rate and government has to act fast and be proactive looking to Global scenario. If China can act fast in taking measures to improve Chinese economy there is no reason why government should not act fast & give clear signals to Reserve Bank of India to take immediate measures for growth. When inflation has come down there is clear cut case for further rate cut which will help industry.

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance means achievement of excellence in business by increasing the shareholders value in the long run. This aim can be achieved by keeping in mind the needs and interests of all its stakeholders and comply with all the rules, regulations and laws. Corporate Governance lays strong emphasis on transparency, accountability and integrity. Corporate Governance and also Audit disclosures and reporting in Trio Mercantile & Trading Limited is practiced through a well structured delegation in organizational and regulatory framework involving the Board of Directors, Committee of the Board, the Managing Director.

1. BOARD OF DIRECTORS

a. Composition :

The Board of Directors consists of professionals drawn from diverse fields. The majority of Directors on the Board are Non Executive Directors. The day-to-day management is conducted by the Managing Director. The office of the Managing Director is subject to the supervision and control of the Board of Directors of the Company. As on 31st March 2015, the Board comprises of 6 Directors whose composition is given below:

Sr. No.	Name of the Director	Category of Directorship	Directorship in other Companies (*)	No. of Committee positions held (Other than Trio Mercantile and Trading Limited)	
				Chairman	Member
1	Mr. Hiren Kothari	Promoter, Executive	1	-	-
2	Mr. Jayesh Gandhi	Independent - Non Executive	1	-	2
3	Mr. Chandraprakash Chaturvedi ***	Independent - Non Executive	1	-	-
4	Mr. Dilip Parekh ****	Independent - Non Executive	-	-	-
5	Mr. S.S. Merchant	Executive	-	-	-
6	Mrs. Pallavi Hiren Kothari**	Non Independent - Non Executive	2	-	-

None of the Directors on the Board is a Member of more than ten committees and Chairman of more than five committees across all Companies in which they are Directors.

Only Memberships of Audit Committee and Shareholders' & Investors' Grievance Committees are considered.

* Excludes Alternate Directorships, Directorship in Indian Private Limited Companies and Foreign Companies and Membership of Managing Committees of various bodies.

** Mrs. Pallavi Hiren Kothari appointed as a Non Independent, Non Executive Woman Director with effect from 14th August, 2014.

*** Mr. Chandraprasha Chaturvedi resign with effect from 28th July, 2015.

**** Mr. Dilip Parekh appointed as a Non Executive Independent Director with effect from 25th February, 2015.

b. Board Meetings and Annual General Meeting

During the financial year 2014-2015 11 (Eleven) Board Meetings were held viz. 15th May, 2014, 28th June, 2014, 14th August, 2014, 26th August, 2014, 1st October, 2014, 15th October, 2014, 13th November, 2014, 14th January, 2015, 30th January, 2015, 13th February, 2015, 25th February, 2015 and 31st March, 2015.

The attendances of the Directors as required by the Listing Agreement at these meetings are given below:

Name of the Director	Designation	Attendance in Board Meetings during 2014-2015	Presence in last Annual General Meeting
Mr. Hiren Kothari	Managing Director	11	Yes
Mr. Jayesh Gandhi	Director	11	Yes
Mr. Chandraprakash Chaturvedi	Director	11	No
Mr. Dilip Parekh	Director	1	No
Mr. S.S. Merchant	Director	11	Yes
Mrs. Pallavi Hiren Kothari	Director	8	Yes

c. Board Procedure:

A detailed agenda is sent to each Director in advance of Board Meetings. The Board members are free to recommend inclusion of any matter in the agenda for discussion. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board at every meeting of the overall performance of the Company.

2. BOARD EVALUATION MECHANISM

Pursuant to provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out its own performance evaluation. The Nomination and Remuneration Committee assessed and discussed the performance of the Board.

The Independent Directors of the Company, at their meeting (without the attendance of Non - Independent Directors and members of management), reviewed the performance of the Board as a whole and the Board Committee and also evaluated the performance of Non-Independent Directors and the Board of the Company taking into account the views of Executive Directors and Non -Executive Directors and based on attendance record and intensity of participation at meetings, quality of interventions, special contributions and interpersonal relationships with other Directors and management .

3. AUDIT COMMITTEE**a. Composition:**

As on 31st March, 2015 Audit Committee comprises of Three Directors, two of whom are Non Executive and Independent Directors and one Director who is Promoter and Executive Director. All the Directors possess knowledge of corporate finance, accounts and company law. An Independent, Non Executive Director acts as Chairman of the Committee Meetings. The Statutory Auditors are also invited to the meetings. The quorum of the Audit Committee is two members.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

Details of Audit Committee:

Name of the Director	Position	Category
Mr.Jayesh Gandhi	Chairman	Independent, Non Executive
Mr.Hiren Kothari	Member	Promoter, Executive
Mr. Chandraprakash Chaturvedi	Member	Independent, Non Executive

b. MEETING AND ATTENDANCE DURING THE YEAR

During the year, four Audit Committee meetings were held viz; 15th May, 2014, 14th August 2014, 13th November, 2014 and 13thFebruary, 2015.

Name of the Director	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
Mr.Jayesh Gandhi	4	4
Mr. Hiren Kothari	4	4
Mr. Chandraprakash Chaturvedi	4	4

c. Terms of Reference:

Audit Committee is governed by terms of reference in accordance with the regulatory requirements mandated under Companies act, 2013 and clause 49 of the Listing Agreement.

The terms of reference are as follows:

- 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, remuneration and terms of appointment of statutory auditors including cost auditors of the Company.

- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - ❖ Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - ❖ Changes, if any, in accounting policies and practices and reasons for the same;
 - ❖ Major accounting entries involving estimates based on the exercise of judgment by the management;
 - ❖ Significant adjustments made in financial statements arising out of audit findings;
 - ❖ Compliance with listing and other legal requirements relating to financial statements;
 - ❖ Disclosure of any related party transactions; and
 - ❖ Qualifications in draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Monitoring and reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems.
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism.

- Approval of appointment of the CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate.
- Reviewing financial statements, in particular the investments made by the Company's unlisted Subsidiaries.
- Such other matters as may, from time to time, be required by any statutory, contractual or other regulatory requirements to be attended to by the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

a. COMPOSITION:

Nomination and Remuneration Committee comprises 3 whose composition is given below:

Name of the Director	Position	Category
Mr. Jayesh Gandhi	Chairman	Independent, Non Executive
Mr. Chandraprakash chaturvedi	Member	Independent, Non-Executive
Mrs. Pallavi Kothari	Member	Non-Independent, Non-Executive

b. MEETING AND ATTENDANCE DURING THE YEAR

During the year, two Nomination and Remuneration Committee were held viz; 26th August,2014 and 13th February, 2015.

Name of the Director	No. of Nomination and Remuneration Committee Meetings held	No. of Nomination and Remuneration Committee Meetings attended
Mr. Jayesh Gandhi	2	2
Mr. Chandraprakash chaturvedi	2	2
Mrs. Pallavi Kothari	2	2

c. TERMS OF REFERENCE:

Nomination and Remuneration Committee governed by terms of reference which is in accordance with the regulatory requirements mandated under Companies act, 2013. The terms of reference are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The policy should ensure that the remuneration is reasonable and sufficient to attract, retain and motivate Directors of a quality required to run the Company successfully, the remuneration and performance are suitably benchmarked and the remuneration is a balance of fixed pay and incentives required to achieve the periodic performance objectives.
- Identifying persons qualified to be Directors/Senior management as per the criteria and recommend their appointment/removal to the Board and evaluate every Director's performance (including Independent Directors).
- Devising policy on Board diversification
- Remuneration payable to Directors
- Managerial Remuneration

d. REMUNERATION TO THE EXECUTIVE DIRECTOR:

The remuneration paid to Executive Director is recommended by the Remuneration Committee and approved by the Board of Directors, in the Board meeting and subject to the subsequent approval by the shareholders at the General Meeting and such other authorities, if necessary. The remuneration is fixed considering various factors such as qualifications, experience, expertise, prevailing remuneration in the corporate world and the financial position of the Company. The

remuneration comprises of basic salary, perquisites and allowances, contribution to provident fund and other funds.

e. REMUNERATION TO NON-EXECUTIVE DIRECTORS :

Non Executive Directors were not paid any sitting fees on attending the Board Meeting and committee meeting due to cash crunch in the Company. The Members of the Company have approved payment of remuneration of a sum up to 1% of the Net Profits of the Company calculated as per Section 349 & 350 of the Companies Act, 1956 to the Non-Executive Directors.

f. REMUNERATION TO THE EXECUTIVE DIRECTOR FOR THE YEAR ENDED 31ST MARCH 2015:

The total salary, commission and allowance paid to the Managing Director during the year is given below:

Name of the Director	Designation	Salary (Rs.)	No. of Options Granted	No. of Options Exercised	No. of Options Pending
Mr. Hiren Kothari	Managing Director	300000	Nil	Nil	Nil
Mr. S.S.Merchant	Executive Director	120000	Nil	Nil	Nil

Period of Contract : Three Years
 Managing Director : Three Years

The contract may be terminated by either party giving the other party three calendar months notice.

g. Shares held by Non Executive Directors as on 31st March, 2015:

The details of shares held by Non Executive Directors as on 31st March, 2015 are given below:

Name of the Director	No. of Equity Shares held as on 31st March, 2015
Mr. Jayesh Gandhi	165
Mrs. Pallavi Kothari	37125
Mr. Chandraprakash Chaturvedi	55000

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company as on 31st March, 2015 comprises of Three (3) members chaired by Mr. Jayesh Gandhi Independent, Non Executive Director. The Committee normally deals with various matters relating to:

- Transfer or transmission of shares.
- Issue of Duplicate, Consolidated and Split Share Certificate.
- Investor grievances and redressal thereof and improvement of Investors Relations
- Attending to the queries /complaints relating to shareholders forwarded by the Stock Exchanges, Securities & Exchange Board of India, Ministry of Corporate Affairs.

Four meetings of Shareholders' and Investors' grievance Committee were held during financial year 2014-2015 viz. 15th May, 2014, 14th August, 2014, 13th November, 2014 & 13th February, 2015. All the members were present in the meeting.

a. Composition:

As on 31st March, 2015 the committee comprises of the following members:

Name of the Director	Position	Category
Mr. Jayesh Gandhi	Chairman	Independent, Non Executive
Mr.Hiren Kothari	Member	Independent, Non Executive
Mr. Chandraprakash Chaturvedi	Member	Promoter, Executive

b. Status of Investor Complaints

The Company had received No complaints during the year from the shareholders.

6. SHAREHOLDER INFORMATION**a. Next Annual General Meeting**

13th Annual General Meeting of the company will be held on 29th September, 2015, at 10.00 a.m. at 613/B, Mangal Aarambh, Kora Kendra, Borivali (West), Mumbai - 400 092.

b. Financial Calendar of the Board Meetings to adopt the Accounts for the Financial Year 2015-2016 (Tentative and subject to changes) :

For the year 2015-2016, quarterly un-audited/annual audited results shall be announced by:

For the quarter ending 30th June, 2015	:	14th August, 2015
For the quarter ending 30th September, 2015	:	14th November, 2015.
For the quarter ending 31st December, 2015	:	13th February, 2016.
For the year ended 31st March, 2016	:	30th May, 2016 (Audited).

c. Book Closure:

The dates of Book Closure are from 22nd September, 2015 to 29th September, 2015 (both days Inclusive).

d. Listing on Stock Exchanges:

The Equity shares of the Company are presently listed at Bombay Stock Exchange Limited, Madras Stock Exchange, Jaipur Stock Exchange and Ahmedabad Stock Exchange Limited.

Stock Code:

STOCK EXCHANGE	STOCK CODE
Bombay Stock Exchange Limited	534755

ISIN number: INE234G01014.

e. General Body Meetings**i. Annual General Meetings**

Details of the last Three (3) Annual General Meetings of the Company are as below:

Financial Year	AGM No.	Location	Date	Time	No. of Special Resolutions passed
2013-2014	12th	613/B, Mangal Aarambh, Kora Kendra Road, Borivali (West), Mumbai - 400 092.	27th September, 2014.	10.00 A.M.	01
2012-2013	11th	613/B, Mangal Aarambh, Kora Kendra Road, Borivali (West), Mumbai - 400 092.	27th July, 2013	03.00 P.M.	-
2011-2012	10th	613/B, Mangal Aarambh, Kora Kendra Road, Borivali (West), Mumbai - 400 092.	27th September, 2011.	03.00 P.M.	02

All the Special Resolutions placed before the shareholders at the Meetings were approved.

ii. Extra Ordinary General Meetings were held on 5th November, 2014.

Financial Year	AGM No.	Location	Date	Time	No. of Special Resolutions passed
2014-2015		613/B, Mangal Aarambh, Kora Kendra Road, Borivali (West), Mumbai - 400 092.	5th November, 2014.	02.00 P.M.	01

iii. Special Resolutions Passed through Postal Ballot & e-voting :

During the year members of the Company has approved arrangement embodied in the SCHEME OF AMALGAMATION proposed to be made between ARSS Engineering Limited, Transferor Company and the Trio Mercantile & Trading Limited, the Transferee Company.

Resolution under Section 391 to 394 of the Companies Act, 1956, for approval of arrangement embodied in the SCHEME OF AMALGAMATION proposed to be made between ARSS Engineering Limited, Transferor Company and the Trio Mercantile & Trading Limited, the Transferee Company by passing a Special Resolution through Postal Ballot for & e-voting. Result of the Postal Ballot for & e-voting Postal Ballot declared on 10th November, 2014.

The Board appointed Mr. Shreyans Jain Practicing Company Scretary, Mumbai Proprietor of M/ s. Shreyans Jain & Co. as a Scrutinizer to conduct the Postal Ballot for & e-voting process voting in a fair and transparent manner.

The details of the voting pattern in respect of Special Resolution passed for arrangement embodied in the SCHEME OF AMALGAMATION proposed to be made between ARSS Engineering Limited, Transferor Company and the Trio Mercantile & Trading Limited, the Transferee Company was as under:

In Case of Poll / Postal Ballot / E-Votings:

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	719,070	687,225	95.57	687,225	-	100	-
Public – Institutional holders	3,300	-	-	-	-	-	-
Public-Others	4,860,905	117,593	2.41	117,593	-	100	-
Total	55,83,275	804818	14.41	804,818	-	100	-

In Case of Poll / Postal Ballot and E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	719,070	-	-	-	-	-	-
Public – Institutional holders	3,300	-	-	-	-	-	-
Public-Others	4,860,905	1,09,8177	22.59	1,098,177	-	100	-
Total	5,583,275	1,098,177	19.67	1,098,177	-	100	-

As the proposed approval of shareholders by way of Postal Ballot was obtained in terms of the SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 ("SEBI Circulars") and by virtue of the same the voting by Promoters shall not be taken into account and therefore the votes cast by the Promoters were considered as Invalid / absent.

f. Shares in Physical /Demat form as on 31st March, 2015:

Particulars	No. of shares held	% of shares held
Physical Form	152367	2.73
Demat Form	5430908	97.27

g. Market Price Data:

Monthly high and low quotations as well as volume of shares traded at Bombay Stock Exchange Limited (BSE) compared to BSE SENSEX during the financial year 2014-2015 were:

	BSE		SENSEX	
	High (Rs.)	Low (Rs.)	High	Low
Apr'14	34.15	29.00	22939.31	22197.51
May'14	46.50	30.00	25375.63	22277.04
Jun'14	42.00	29.00	25725.12	24270.2
Jul'14	44.00	33.00	26300.17	24892.00
Aug'14	46.70	31.00	26674.38	25232.82
Sep'14	45.00	33.10	27354.99	26220.49
Oct'14	42.85	32.40	27894.32	25910.77
Nov'14	42.85	30.00	28822.37	27739.56
Dec'14	38.55	29.85	28809.64	26469.42
Jan'15	32.80	19.50	29844.16	26776.12
Feb'15	30.60	22.65	29560.32	28044.49
Mar'15	29.75	20.00	30024.74	27248.45

h. Distribution of Shareholding as on 31st March, 2015:

No of Shares	No of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
Up to 100	202	17.60	8437	0.15
101 to 200	247	21.52	31691	0.57
201 to 500	206	17.94	66104	1.18
501 to 1000	117	10.19	78903	1.41
1001 to 5000	140	12.20	347276	6.22
5001 to 10000	132	11.50	1155092	20.69
10001 to 100000	99	8.62	2585062	46.30
100001 to above	5	0.44	1310710	23.48
TOTAL	6287	100	5583275	100

i. Share Transfer Procedure:

Your Company has constituted a Stakeholders Relationship Committee to look after the proper administration of all the work and approve matters in relation to the Share Transfer Procedure.

The Committee has been constituted to work in the best interest of the Shareholders of the Company along with The Registrar and Share Transfer Agents of the Company, M/s Sharex Dynamic (India) Pvt. Ltd. and recommends measures for the overall improvement in the quality of investor services.

j. Registrar and Transfer Agents:

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthralnd.Premises, Andheri Kurla Road,
Safed Pool, Andheri (East),
Mumbai 400 072.
Ph.Nos.: (91-22) 2851 5606/2851 5644;
Fax No.: (91-22)28512885.
Website: www.sharexindia.com and
e-mail id: sharexindia@vsnl.com

8. Means of Communication:

Information like quarterly results and press releases on significant developments in the Company is submitted to the Stock Exchanges on which the Company's Equity shares are listed, to enable them to put on their websites and are also posted on the Company's website www.triomercantile.com. The quarterly financial results are published in Financial Express (Mumbai Edition) and Aapla Mahanagar (Mumbai Edition- Marathi).

9. Management Discussion and Analysis:

Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters as specified under clause 49 (VIII D) of the Listing Agreement.

10. Disclosures

a. Related Party Transactions:

The Company has entered into related party transactions as set out in the notes to accounts, which are not likely to have conflict with the interest of the Company. The details of all significant transactions with related parties are placed before the Audit Committee.

Materially significant related party transactions

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and directors, the management, except for those disclosed in the Board's report. The detailed information on materially significant related party transaction is annexed to the Board's report. In accordance with the requirements of the Listing Agreement, the Company has formulated policies on related party transactions and material subsidiaries. The policies are available on our website www.triomercantile.com/Policy_Code.aspx

b. No Penalty or Strictures

No penalty or stricture has been imposed on the Company by the Stock Exchange or SEBI or any other Statutory Authority, on any matter related to the capital markets during the last 3 years.

c. Whistle Blower Policy:

The Company has a Whistle Blower Policy to deal with any complaint relating to fraud and other financial irregularities and no personnel has been denied access to the audit committee to report to any issues. Whistle Blower policy has been uploaded on the website of the Company at www.triomercantile.com/Policy_Code.aspx

d. Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied are set out in the Annexure to Notes to the Accounts.

e. Risk Management

Business risk evaluation and management is an ongoing process with the Company. The Audit Committee and the members of the Board are informed about the risk assessment and minimization procedures.

f. CEO/CFO Certification

Pursuant to the provisions of Sub-Clause IX of Clause 49 of the Listing Agreement with the Stock Exchanges, the Managing Director has issued a certificate to the Board, for the year ended 31st March, 2015.

g. Code of Conduct

The Company has adopted the code of conduct and ethics for Directors and Senior Management. The code has been circulated to all the members of the Board and Senior Management and the same has been put on the Company's website www.triomercantile.com. The Board members and senior management have affirmed their compliance with the code of conduct and a declaration signed by the Managing Director is given below:

"It is hereby declared that the Company has obtained from all members of the Board and senior management affirmation that they have complied with the code of conduct for directors and senior management of the Company for the year 2014-2015".

HIREN KOTHARI
Managing Director

h. Outstanding GDRs/Convertible Instruments, conversion date and its likely impact on equity. At present there are no outstanding GDRs**i. Registered Office of the Company**

613/B, Mangal Aaarambh,
Kora Kendra, Borivali (West),
Mumbai - 400092.
Maharashtra, India.
Tel: (91-22) 2833 5999
Fax: 2833 5998;
Website: www.triomercantile.com
CIN: L51909MH2002PLC136975

11. Compliance with Non- Mandatory Requirements:**i. Shareholder Rights:**

The quarterly and half yearly results are not being sent to the personal address of the Shareholders as the quarterly results of the Company are published in the press and the results are posted on the website of BSE (www.bseindia.com); and also on Company's website (www.triomercantile.com).

ii. Other Non Mandatory requirements:

Adoptions of other non-mandatory requirements of the Listing Agreement are being reviewed by the Board from time to time.

Certificate of compliance with the Corporate Governance requirements under clause 49 of the Listing Agreement.

To the members of Trio Mercantile & Trading Limited

We have examined the compliance of conditions of corporate governance by Trio Mercantile & Trading Limited ("the Company") for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreements entered into by the Company with Stock Exchanges.

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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 the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We 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 KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FR No.121233W

KOSHAL MAHESHWARI
PROPRIETOR
Membership No. 043746

Place : Mumbai
Date : 1st September, 2015

CEO (MANAGING DIRECTOR) CERTIFICATION

The Managing Director of the Company give annual certification annual certification of financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Managing Director is published in this Report.

CEO (MANAGING DIRECTOR) CERTIFICATION UNDER CLAUSE 49(V)

To
The Board of Directors
Trio Mercantile & Trading Limited
Mumbai

I, Hiren Kothari, Managing Director of Trio Mercantile & Trading Limited hereby certify that

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of their knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee:
- (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal Control system over financial reporting.

Place : Mumbai
Date : 1st September, 2015

HIREN KOTHARI
MANAGING DIRECTOR

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
TRIO MERCANTILE AND TRADING LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of TRIO MERCANTILE AND TRADING PVT LTD. ("the Company"), which comprise the Balance Sheet as at March 31, 2015, Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act, in the

manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of Statement of Profit and Loss, of the Loss for the year ended on that date and;
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal & Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order 2015 ("the Order") issued by the Central Govt of India in terms of Sub-Section 11 of Section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in the paragraphs 3 & 4 of the Order, to the extent applicable.
10. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact in financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

FOR KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FR No. 121233W

KOSHAL MAHESHWARI
PROPRIETOR
Membership No. 043746

Place : Mumbai
Date : 21.05.2015

ANNEXURE TO AUDITORS REPORT FOR THE YEAR ENDED ON 31.3.2015

(Referred to in paragraph 9 of our report of even date)

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification except one truck which was stolen and company has filed the FIR and made the insurance claim.
2. (a) The inventory has been physically verified by the management. In our opinion, the frequency of such verification is reasonable.
(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification followed by the management are reasonable and adequate in relation to size of the company and nature of its business.
(c) The company is maintaining proper records of inventories. No discrepancies were noticed on physical verification.
3. (a) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
(b) In view of our comments in (a) above no further comments are warranted on receipt of principal amount and rate on interest of such loans.
(c) In view of our comments in (a) above no further comments are warranted on recovery of principal amounts and interest thereof.
4. In our opinion, there is generally adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of fixed assets and for the sale of goods and services. There is no continuing failure to correct the major weaknesses in internal control system.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public and therefore, directives issued by Reserve Bank of India, the provisions of Section 73 to 76 or any other relevant provision of the Companies Act, and Rules made there under are not applicable to the Company.
6. The Central Government has not prescribed the maintenance of cost records by the Company under Section 148 (1) of the Companies Act.
7. (a) According to the information and explanation given to us, provident fund, employees state insurance, sales-tax, wealth tax, duty of customs & duty of excise, value added tax, cess are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues except Service Tax with the appropriate authorities during the year. The amount of Rs. 19,92,746/- were arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of provident fund, employees state insurance, sales-tax, wealth tax, service tax, income tax, duty of customs & duty of excise, value added tax outstanding on account of any dispute.
(c) No amount are required to be transferred to investor education and protection fund in accordance with the relevance provisions of the Companies Act, 1956 and rules made there under.
8. According to the records of the Company and information and explanation given to us, the company is not having any accumulated losses at the end of the financial year. The company has not incurred any cash loss during the current year and immediately preceding financial year.
8. According to the records of the Company and information and explanation given to us, the company has taken Cash Credit facility from banks and paying the interest regularly. The company has not taken any loan from financial institution nor has issued any debentures during the financial year.
9. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions
10. The company has not taken any term loan during the year.
11. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

FOR KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FR No.121233W

KOSHAL MAHESHWARI
PROPRIETOR
Membership No 043746

Place : Mumbai
Date : 21.05.2015

BALANCE SHEET AS ON MARCH 31, 2015

	Note No.	AS AT 31.03.2015 (₹)	AS AT 31.03.2014 (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	55,832,750	55,832,750
(b) Reserves and Surplus	3	<u>91,984,044</u>	<u>89,617,012</u>
		147,816,794	145,449,762
(2) Non - current liabilities			
(a) Long term borrowings	4	7,515,237	31,581,607
(b) Deferred tax liabilities (Net)	5	<u>345,378</u>	<u>686,214</u>
		7,860,615	32,267,821
(3) Current Liabilities			
(a) Trade payables	6	8,459,377	3,575,286
(b) Other current liabilities	7	<u>7,587,994</u>	<u>13,576,571</u>
		16,047,371	17,151,857
TOTAL		<u>171,724,780</u>	<u>194,869,440</u>
II. ASSETS			
(1) Non - current assets			
(a) Fixed Assets			
(i) Tangible assets	8	1,965,053	2,839,231
(b) Long term loans and advances	9	71,839,346	86,724,049
(c) Other non current assets	10	<u>62,188,256</u>	<u>67,324,027</u>
		135,992,655	156,887,307
(2) Current Assets			
(a) Inventories	11	1,780,908	2,242,607
(b) Trade receivables	12	23,028,583	19,336,455
(c) Cash and cash equivalents	13	2,710,904	5,668,140
(d) Short term loans and advances	14	<u>8,211,730</u>	<u>10,734,931</u>
		35,732,125	37,982,133
TOTAL		<u>171,724,780</u>	<u>194,869,440</u>
Significant accounting policies	1		
Notes to accounts	23		
The notes attached form an integral part of the Balance Sheet			

In Accordance with our Report attached

For and on behalf of the Board

FOR KOSHAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FR No. 121233W

CA KOSHAL MAHESHWARI
 PROPRIETOR

PLACE : Mumbai
 DATE : 21.05.2015

(HIREN KOTHARI)
 Director
 00050830

(PALLAVI KOTHARI)
 Director
 00050947

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

	Note No.	AS AT 31.03.2015		AS AT 31.03.2014	
		(₹)	(₹)	(₹)	(₹)
I. Revenue from Operations	15		133,855,153		304,820,505
II Other Income	16		5,516,698		1,156,256
III Total revenue (I + II)			<u>139,371,851</u>		<u>305,976,761</u>
IV Expenses					
Purchases		127,539,132		297,201,216	
Changes in inventories of finished goods, work in progress and stock in trade	17	<u>461,699</u>		<u>365,040</u>	
			128,000,831		297,566,256
Employee benefits expense	18		1,396,582		1,659,883
Finance costs	19		2,536,595		1,439,029
Depreciation	20		730,913		280,187
Other expenses	21		3,301,099		3,726,080
Total Expenses			<u>135,966,020</u>		<u>304,671,435</u>
V Profit before tax (VII-VIII)			3,405,831		1,305,326
VI Tax expense:					
(1) Current tax		1,233,000		775,000	
(2) Deferred tax		<u>(340,836)</u>		<u>(182,280)</u>	
			892,164		592,720
VII Profit/(Loss) for the period (XI + VIV)			2,513,667		712,606
VIII Earning per equity share:					
(1) Basic	22		0.45		0.13
(2) Diluted	22		0.45		0.13
Significant accounting policies	1				
Notes to accounts	23				

The notes attached form an integral part of the Statement of Profit and Loss

In Accordance with our Report attached

For and on behalf of the Board

FOR KOSHAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FR No. 121233W

(HIREN KOTHARI)
 Director
 00050830

CA KOSHAL MAHESHWARI
 PROPRIETOR

(PALLAVI KOTHARI)
 Director
 00050947

PLACE : Mumbai
 DATE : 21.05.2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	For the year ended March 31, 2015		For the year ended March 31, 2014	
Cash flows from operating activities				
Profit before taxation		3,405,831		1,305,326
Adjustments for:				
Depreciation and amortization expense	730,913		280,187	
interest on income tax refund	-		(11,090)	
Interest received	(5,503,795)		(1,139,231)	
Dividends received	(12,903)		(5,935)	
Interest expenses	2,536,595		1,439,029	
		(2,249,190)		562,960
		1,156,641		1,868,286
(Increase)/ decrease in trade and other receivables	(3,692,128)		(19,144,037)	
(Increase)/ decrease in inventories	461,699		365,040	
(Increase)/ decrease in Long Term Loans & Advances	14,884,703		61,748,887	
(Increase)/ decrease in Other non current Assets	5,135,771		(67,132,560)	
(Increase)/ decrease in Short Term Loans and Advances	2,523,201		(10,733,481)	
Increase/ (decrease) in trade payables	4,884,091		3,575,252	
Prior year profit	-		(75,961)	
		24,197,337		(31,396,860)
		25,353,978		(29,528,574)
Taxes paid		(1,236,369)		(881,199)
Net cash from operating activities		24,117,609		(30,409,773)
Cash flows from investing activities				
Purchase of property, plant and equipment	-		(646,992)	
Loans & advances given	-		-	
Proceeds from sale of investments	-		40,543,145	
Interest received	5,503,795		1,150,321	
Dividend received	12,903		5,935	
Net cash from investing activities		5,516,698		41,052,409
Cash flows from financing activities				
Proceeds from Long Term Borrowings			7,495,071	
Proceeds from Short Term Borrowings	(5,988,577)		(13,485,857)	
Repayment of Long term borrowings	(24,066,370)		(1,439,029)	
Interest paid	(2,536,595)			
Net cash from financing activities		(32,591,542)		(7,429,815)
Net increase/(decrease) in cash and cash equivalents		(2,957,235)		3,212,821
Cash and cash equivalents at beginning of reporting period		5,668,139		2,455,318
Cash and cash equivalents at end of reporting period		2,710,904		5,668,139

In Accordance with our Report attached

For and on behalf of the Board

FOR KOSHAL & ASSOCIATES

CHARTERED ACCOUNTANTS

FR No. 121233W

CA KOSHAL MAHESHWARI

PROPRIETOR

PLACE : Mumbai

DATE : 21.05.2015

(HIREN KOTHARI)

Director

00050830

(PALLAVI KOTHARI)

Director

00050947

NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS.**Note No. 1****A. Significant Accounting Policies****1. Basis of Preparation of financial statement**

The Financial statements of Trio Mercantile & Trading Ltd have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. The financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Provisions of the Act, to the extent applicable.

2. Use of Estimates

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

3. Fixed Assets :

- i) All Fixed Assets are stated at cost of acquisition less accumulated depreciation.
- ii) Depreciation on fixed asset has been provided using the Straight- Line Method at the rates prescribed in the schedule XIV of Companies Act, 1956 for the year 2013-14, and Schedule II of Companies Act, 2013 for the year 2014-15.
- iii) Depreciation on additions to /deletions from fixed asset is provided on pro-rata basis from/up to the date of such addition/ deletion, as the case may be.

4. Valuation of inventories

Stock of finished goods (traded) is valued at cost or net realizable value whichever is lower.

5. Revenue Recognition:

- a) Dividend income is recognized when the unconditional right to receive the income is established.
- b) Income from services rendered is accounted for when the work is performed. Services income is exclusive of Service Tax.
- c) Income from interest on deposits and loans if any is recognized on the time proportionate method based on underlying interest rates.

d) Taxation:

Current Tax is measured at the amount expected to be paid to/ recovered from the tax authorities, using the applicable tax rate. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future.

e) Earning Per Share:

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

f) Provisions, Contingent liabilities and Contingent Assets

Contingent liabilities if any, are disclosed by way of notes to the Balance sheet. Provision is made in the accounts in respect of those contingencies, which are likely to materialize in to liabilities after the year-end, till the finalization of the accounts, and have material effect on the position stated in the Balance Sheet. Contingent Assets are not recognized in the Financial statements.

g) Borrowing Costs :

- a. Borrowing costs that are attributable to the acquisition or construction of an asset are capitalized as part of cost of such assets till such time the asset is ready form its intended commercial use.
- b. Other borrowing costs are charged off to Revenue Account in the year in which they are incurred.

NOTES TO FINANCIAL STATEMENTS

	Note No.	AS AT 31.03.2015		AS AT 31.03.2014	
		Number	(₹)	Number	(₹)
2. Share Capital:					
Authorized:					
Equity shares of Rs.10/- each		6,100,000	61,000,000	6,100,000	61,000,000
		6,100,000	61,000,000	6,100,000	61,000,000
Issued, subscribed and fully paid up:					
Equity shares of Rs.10 /- each					
At the beginning of the reporting period		5,583,275	55,832,750	5,583,275	55,832,750
Issued during the reporting period		-	-	-	-
Bought back during the reporting period		-	-	-	-
At the close of the reporting period		5,583,275	55,832,750	5,583,275	55,832,750

Other Information:

1. Details of Shareholders holding moer than 5% share capital:*

a. Name of Shareholders

1. Sureshbhai Shamjibhai Dakhara	309050	5.54%	309050	5.54%
2. Hiren Shantilal Kothari	466235	8.35%	291605	5.22%

3. Reserves and Surplus:

Particulars	Securities Premium Reserve (Rs.)	Other Reserves (Rs.)	Surplus i.e. balance in Statement of Profit & Loss (Rs.)	Total (Rs.)
At the beginning of the reporting period	75,000,000	3,369,042	11,247,970	89,617,012
Transferred from/to Profit & Loss Account	-	-	2,513,667	2,513,667
less : Transfer to Other Reserve	-	-	-	-
Add: Excess Provision of Income Tax written back	-	-	(3,367)	(3,367)
Less : Fixed Assets as per Co's Act			(143,268)	(143,268)
At the close of the reporting period	75,000,000	3,369,042	13,615,002	91,984,044
At the close of the previous reporting period	75,000,000	3,369,042	11,247,970	89,617,012

NOTES TO FINANCIAL STATEMENTS

Particulars	AS AT March 31, 2015 (₹)	AS AT March 31, 2014 (₹)
4. Long term Borrowings		
1) Secured Loans:		
HDFC Bank Ltd (Car Loan)	399,180	482,479
Union Bank CC Account	6,997,701	-
	7,396,881	482,479
2 Unsecured Loans:		
i) Loans and advances from related parties		
ii) Other loans and advances	118,356	31,099,128
	118,356	31,099,128
<p>In case of other loans & advance , no terms for interest and repayment has been stipulated. As informed by the management the above loans are expected to be repayable after 12 months.</p>		
5. Deferred tax liability/ Assets :		
i) Deferred tax liability:		
a) On account of depreciation on fixed assets	387,618	631,280
b) On account of timing differences in recognition of expenditure	-	54,934
Total	387,618	686,214
ii) Deferred tax asset:		
a) On account of timing differences in recognition of expenditure	42,240	-
b) On account disallowance under section 40 (ia)	-	-
c) On account of Unabsorbed losses and depreciation under the Income Tax Act, 1961	-	-
	42,240	-
Net Deferred tax (liability)/asset	345,378	686,214
6. Trade Payables		
i) Micro, Small, Medium Enterprises	-	-
ii) Others	8,459,377	3,575,286
	8,459,377	3,575,286
<p>The details of amount due to micro, small and medium enterprises is based on available information with the company and realised upon by the auditor</p>		
7. Other current liabilities:		
i) Other payables	2,623,018	10,527,283
ii) Statutory payables	2,956,089	2,232,561
iii) Indirect Tax Authorities Payable	2,008,887	816,727
	7,587,994	13,576,571

NOTES TO FINANCIAL STATEMENTS

8. Fixed Assets:

Particulars	GROSS BLOCK (AT COST) (₹)			DEPRECIATION (₹)			NET BLOCK (₹)		
	01.04.2013	Additions for the year	Deductions during the year	31.03.2015	01.04.2014	For the year	Deductions	31.03.2015	31.03.2014
Tangible Assets									
Own assets									
Land	156,000	-	-	156,000	-	-	-	156,000	156,000
Plant & Machinery	4,465,508	-	121,990	4,343,518	2,487,794	642,344	67,862	1,281,242	1,977,714
Furniture & Fixtures	166,351	-	166,351	-	123,314	-	123,314	-	43,037
Vehicles	646,992	-	-	646,992	39,351	86,807	-	520,837	607,641
Office equipment	100,102	-	90,102	10,000	58,593	1,762	57,329	6,974	41,509
Computers	77,240	-	77,240	-	63,910	-	63,910	-	13,330
	5,612,193	-	455,683	5,156,510	2,772,962	730,913	312,415	1,965,053	2,839,231
TOTAL	5,612,193	-	455,683	5,156,510	2,772,962	730,913	312,415	1,965,053	2,839,231
PREVIOUS YEAGER	4,965,201	646,992	-	5,612,193	2,492,775	280,187	-	2,839,231	2,472,426

NOTES TO FINANCIAL STATEMENTS

Particulars	AS AT March 31, 2015 (₹)	AS AT March 31, 2014 (₹)
9. Long term loans and advances:		
i) Security Deposit	603,000	503,000
ii) Other loans & advances	71,236,346	86,221,049
	71,839,346	86,724,049
10. Other non current assets		
Unsecured and Considered Goods		
i) Others	62,188,256	67,324,027
	62,188,256	67,324,027
11. Inventories:		
i) Stock in trade (certified by management)	1,780,908	2,242,607
	1,780,908	2,242,607
12. Trade receivables:		
i) Trade receivables exceeding six months	-	-
ii) Others	23,028,583	19,336,455
	23,028,583	19,336,455
13. Cash and cash equivalents:		
i) Balances with banks		
- in Current Accounts	93,015	416,289
ii) Cash on hand	2,617,889	5,251,851
	2,710,904	5,668,140
14. Short term loans and advances:		
Unsecured and Considered Goods		
i) Others	8,211,730	10,734,931
	8,211,730	10,734,931

NOTES TO FINANCIAL STATEMENTS

Particulars	AS AT March 31, 2015 (₹)	AS AT March 31, 2014 (₹)
15. Revenue from operations:		
i) Sale of products	123,826,081	282,056,284
ii) Sale of Services	10,027,350	22,687,452
iii) Other operating revenues	1,722	76,769
	<u>133,855,153</u>	<u>304,820,505</u>
16. Other Income:		
i) Interest income	5,503,795	1,150,321
ii) Dividend Income	12,903	5,935
	<u>5,516,698</u>	<u>1,156,256</u>
17. Changes in inventories of finished goods, work in progress and stock in trade:		
Stocks at the end of the year		
i) Traded goods	1,780,908	2,242,607
Total	<u>1,780,908</u>	<u>2,242,607</u>
Less:		
Stocks at the beginning of the year		
i) Traded goods	2,242,607	2,607,647
Total	<u>2,242,607</u>	<u>2,607,647</u>
	<u>461,699</u>	<u>365,040</u>
18. Employee Benefit Expenses:		
i) Salaries and wages	1,307,500	1,620,200
ii) Staff welfare expenses	89,082	39,683
	<u>1,396,582</u>	<u>1,659,883</u>
19. Finance Costs:		
i) Interest expenses	2,536,595	1,439,029
	<u>2,536,595</u>	<u>1,439,029</u>
20. Depreciation and amortization:		
i) Depreciation	730,913	280,187
	<u>730,913</u>	<u>280,187</u>

NOTES TO FINANCIAL STATEMENTS

Particulars	AS AT March 31, 2015 (₹)	AS AT March 31, 2014 (₹)
21. Other expenses:		
i) Repairs others	-	1,450
ii) Payment to the auditors		
- as auditor	28,090	28,090
- for taxation matters	7,758	8,427
iii) Donations	-	1,005,000
iv) Remuneration to whole time directors	420,000	421,200
v) Legal and professional charges	532,623	1,092,269
vi) Miscellaneous expenses	2,312,628	1,169,644
	<u>3,301,099</u>	<u>3,726,080</u>
22. Earnings per share:		
Basic/Diluted		
Profit for the year after tax expense	2,513,667	712,606
Weighted average number of equity shares	5,583,275	5,583,275
Earning per share	<u>0.45</u>	<u>0.13</u>

Note No. 23 - Notes to Accounts

1. Contingent Liabilities and Commitments (to the extended not provided for) : NIL (P.Y NIL)

2. Related Parties Disclosure

i) Subsidiaries : Nil

ii) Key Managerial Personnel:

A. Executive Director

- 1) Mr. Hiren S. Kothari (MD)
- 2) Mr. S. S. Merchant

B. Non Executive Director

- 1) Mr. Jayesh Gandhi
- 2) Mr. Chandraprakash Chaturvedi
- 3) Mrs. Palalvi Hiren Kothari
- 4) Mr. Dilip Parekh

iii) Entities having significant influence over the company

	Other Related Parties	
	2014-15	2013-14
Transactions:		
<u>Remuneration</u>		
Hiren Kothari	300000	300000
S.S. Merchant	120000	121200
<u>Reimburse of Expenses</u>		
Hiren Kothari	8400	25000

3. In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non-current assets (other than Fixed assets) are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

Signatures to Schedule 1 to 23
As per our attached Report of even date

FOR KOSHAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FR No. 121233W

KOSHAL MAHESHWARI
PROPRIETOR
MEMBERSHIP NO. 043746

PLACE : Mumbai
DATE : 21.05.2015

For and on behalf of the Board

(HIREN KOTHARI)
Director
00050830

(PALLAVI KOTHARI)
Director
00050947

PLACE : Mumbai
DATE : 21.05.2015

BOOK-POST

To,

If undelivered, please return to:

TRIO MERCANTILE & TRADING LIMITED

613/B, MANGAL AARAMBH, NEAR MC DONALDS,
KORA KENDRA ROAD, OFF S.V. ROAD,
BORIVALI (WEST), MUMBAI - 400 092.