



# *Trinity Tradelink Ltd.*

Annual Report  
2014-2015





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**Forward Looking Statement:**

*In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.*

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Vikrant Kayan	Din No. 00761044	Chairperson & Managing Director
Mr. Bhaskar Paul	Din No. 06545416	Non-Executive, Independent Director
Mr. Vikash Dubey	Din No. 06548810	Non-Executive, Independent Director
Mrs. Purnima Maity	Din No. 06932797	Non-Executive, Additional Director
Mr. Shyam Gurung	Din No. 06841231	Additional Director

### KEY MANAGERIAL PERSONNEL

Mr. Vikrant Kayan	Managing Director
Mr. Saroj Kumar Sarawgee	Chief Financial Officer (CFO)
Ms. Neha Singh	Company Secretary & Compliance Officer

<b>STATUTORY AUDITORS</b>	<b>M/s. D. K. Chhajer &amp; Co.</b> Nilhat House, 11, R.N. Mukherjee Road, Ground Floor, Kolkata-700 001, West Bengal
<b>REGISTERED OFFICE</b>	<b>Trinity Tradelink Limited</b> <b>(Formerly Omnitech Petroleum Limited)</b> 16 & 17, Washington Plaza, Dispensary Road, Goregaon (W) Mumbai - 400 062, Maharashtra Phone : 022 - 2873 0274 Fax : 022 - 2873 0275 E-mail : info@trinitytrade.in, investors@trinitytrade.in Website: www.trinitytrade.in
<b>CORPORATE OFFICE</b>	238B, A.J.C. Bose Road, Unit 4B, 4th Floor, Kolkata- 700020 Tel.: +91 33 2290 3860, Fax: +91 33 2290 3867 E-mail Id- corpoffice@trinitytrade.in
<b>REGISTRAR &amp; TRANSFER AGENT</b>	<b>Adroit Corporate Services Pvt. Ltd.</b> 19/20 Jaferbhoy Industrial Estate. 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai - 400 059. Tel. No. : 022 - 2859 0942, 2859 4060, 4227 0400 Fax No. : 022 - 2850 3748 E- mail : sshetty@adroitcorporate.com : pratapp@adroitcorporate.com : valsas@adroitcorporate.com
<b>CIN NO.</b>	L11103MH1985PLC035826
<b>LISTING INFORMATION</b>	BSE Limited (BSE) Scrip Code:512417 Scrip ID:TRITRADE
<b>CONNECTIVITY</b>	National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL) ISIN: - INE567D01022

## NOTICE

Notice is hereby given that the Annual General Meeting (“AGM”) of the Members of Trinity Tradelink Limited (Formerly, Omnitech Petroleum Limited) will be held on Tuesday, 29<sup>th</sup> September, 2015 at 01:30 PM at M.C. Ghia Hall, 4<sup>th</sup> Floor, Bhogilal Hargovindas Bldg., 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1-Adoption of Financial Statements**

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

#### **Item No. 2-Declaration of Dividend**

To declare a Final Dividend of 0.003 Paise per equity share of Re. 1/- each for the Financial Year 2014-15.

#### **Item No. 3-Re-appointment of Director**

To appoint a director in place of Mr. Vikrant Kayan (DIN No. 00761044), who retires by rotation and, being eligible, seeks re-appointment.

#### **Item no. 4-Appointment of Auditors**

To re-appoint the auditor of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 139, 142(1) and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and upon recommendations of the Audit Committee the retiring Auditors M/s. D. K. Chhajer & Co., Chartered Accountants (FRN : 304138E), be and is hereby re-appointed as the Auditors of the Company to hold such office for a term of five years subject to ratification by members at every Annual General Meeting from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting of the Company to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors / Audit Committee of the Company and in consultation with the Auditors.”

### **SPECIAL BUSINESS:**

#### **Item no. 5 – Appointment of Mr. Shyam Gurung as Director**

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 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shyam Gurung (DIN – 06841231) appointed as the Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his attention to propose the candidature of Mr. Shyam Gurung for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation with effect from the date of this meeting.”

By Order of the Board of Directors  
**TRINITY TRADELINK LIMITED**  
(Formerly, Omnitech Petroleum Limited)

Place: Mumbai  
Date: 03.09.2015

**VIKRANT KAYAN**  
Managing Director  
DIN No. 00761044

**Notes:**

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 5 above, is annexed hereto.
2. Additional information pursuant to Clause 49 of the Equity Listing Agreement with the stock exchange in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
3. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company.** The instrument appointing the proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Decided to Close the Register of Members and share transfer books of the Company from Saturday, 26<sup>th</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the meeting.
7. The necessary Registers and records as required to be maintained as per Companies Act and all documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the AGM.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration.
9. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents (RTA), M/s Adroit Corporate Services Private Limited, 19/20 Jafferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059.
10. The Company has implemented the "Green Initiative" as per circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, issued by The Ministry of Corporate Affairs (MCA) to enable electronic delivery of Notice/Documents and Annual Reports to the shareholders. Henceforth, the e-mail addresses indicated in your respective Depository Participant Accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving Notices/ Documents including those covered under Section 136 of the Companies Act, 2013, (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their e-mail addresses updated with the Depository Participants. Members holding shares in Physical Mode are also requested to update their e-mail addresses by writing to the RTA of the Company quoting their Folio Number(s).
11. Annual Report of the Company circulated to the members of the Company will be made available on the website of the Company at [www.trinitytrade.in](http://www.trinitytrade.in). The physical copy of the aforesaid documents will also be available at the Registered Office of the Company for inspection during the normal business hours on working days. Members having any query may write to us at [info@trinitytrade.in](mailto:info@trinitytrade.in)
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/ the Company.
13. **Voting through electronic means:**
  - In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the thirtieth Annual General Meeting (AGM) by electronic means and the business may be transacted through electronic voting

(e-Voting) services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- (A) Members whose shareholding is in the Dematerialization form and whose e-mail address are registered with the Company / Depository Participants will receive and email from NSDL informing your ID and Password:
- (i) Open the PDF file 'TTL e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
  - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login.
  - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'
  - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits / characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
  - (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
  - (vii) Select 'EVEN' of Trinity Tradelink Limited.
  - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
  - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
  - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [jainchandanbala@gmail.com](mailto:jainchandanbala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xiii) A facility for voting through Poling Paper is made available at the Annual General Meeting venue and the members attending the meeting who have not cast their votes by remote e-voting can exercise their right during the meeting on 29<sup>th</sup> September, 2015 at 01.30 p.m. till the conclusion of the meeting.
- (B) For Members whose shareholding is in the Dematerialization form and whose E-Mail ids are not registered with the Company / Depository Participants, Members holding shares in physical form as well as those members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	User ID	Password

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- (iii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (v) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2015.
- (vi) The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Saturday, 26<sup>th</sup> September, 2015 and will end at 5.00 p.m. on Monday, 28<sup>th</sup> September, 2015. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.

- (vii) Ms. Chandanbala O. Mehta, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
- (ix) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.trinitytrade.in](http://www.trinitytrade.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- (x) The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- (xi) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

By Order of the Board of Directors  
**TRINITY TRADELINK LIMITED**  
(Formerly, Omnitech Petroleum Limited)

**VIKRANT KAYAN**  
Managing Director  
DIN No. 00761044

**Registered Office:**

16 & 17, Washington Plaza,  
Dispensary Road, Goregaon (W),  
Mumbai - 400 062

Date: 03.09.2015

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under item 5 of the accompanying Notice dated 3<sup>rd</sup> September, 2015.

### **ITEM NO. 5**

Mr. Shyam Gurung (DIN - 06841231) was appointed as an Additional Director of the Company with effect from May 27, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies, Act 2013, Mr. Shyam holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a notice in writing along with a deposit of Rs. 1,00,000/- under Section 160 of the Act, proposing his candidature for the office of the Director.

A brief profile of Mr. Shyam Gurung is given below:

He has five years of experience in trading, and other related activities. His area of specialization includes Accounts, Finance Management, Business valuation and Corporate Governance. He has strong execution capabilities and is adept at innovation, team building and leadership. His appointment will immensely help the Company in its positive growth.

The Board is of the opinion that the Appointment of Mr. Shyam Gurung, if made will prove beneficial for the development and growth of the Company. The Board recommends the resolution as set out in the Notice for the consideration and approval of the members at the Annual General Meeting.

Except Mr. Shyam Gurung, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors  
**TRINITY TRADELINK LIMITED**  
(Formerly, Omnitech Petroleum Limited)

**VIKRANT KAYAN**  
Managing Director  
DIN No. 00761044

### **Registered Office:**

16 & 17, Washington Plaza,  
Dispensary Road, Goregaon (W)  
Mumbai - 400 062

Date: 03.09.2015



**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE  
ANNUAL GENERAL MEETING  
(Pursuant to Clause 49 of the Equity Listing Agreement)**

Name of the Director	Mr. Vikrant Kayan	Mr. Shyam Gurung
Date of Birth	23/08/1971	10/06/1988
DIN	00761044	06841231
Date of Appointment	28/06/2012	27/05/2015
Designation	Managing Director	Additional Director
Expertise in specific functional areas	Years of Experience in Trading & Distribution Business	Years of Experience in Trading Business
Qualifications	B.Com	B.Com(H)
Directorships held in other companies (excluding private, foreign & Section 25 companies)	<ul style="list-style-type: none"> <li>- Agnes Packaging Pvt. Ltd.</li> <li>- Aakooti Barter Pvt. Ltd.</li> <li>- Jobtrack Vyapaar Pvt. Ltd.</li> <li>- Dunhil Trader Pvt. Ltd.</li> <li>- Dunhil Realtors Pvt. Ltd.</li> <li>- Dunhil Healthcare Pvt. Ltd.</li> <li>- V S Hi-Rise Pvt. Ltd.</li> <li>- Alfred Beverages Pvt. Ltd.</li> <li>- Newever Trade Wings Limited</li> </ul>	- Adivid India Business Solution Pvt. Ltd.
Committee position held in other companies	- Member of Audit Committee of Newever Trade Wings Limited	--
No. of shares held in the Company	11545500	--

## DIRECTORS' REPORT

To,  
The Members,  
**TRINITY TRADELINK LIMITED**  
(Formerly Omnitech Petroleum Limited)

Your Directors have pleasure in presenting the Thirtieth Annual Report and the audited accounts for the financial year ended 31st March, 2015.

### Financial Results

Particulars	Year Ended 2014-2015	Year Ended 2013-2014
Net Income from operations/sales	15064.76	11762.19
Total Expenditure	15044.04	11692.77
Profit/(Loss) before Income Tax	20.72	69.42
Tax Expenses	6.84	3.95
Net Profit/(Loss) for the year	13.88	65.47
Profit / (Loss) Brought forward	16.92	(49.09)
Profit / (Loss) carried to Balance Sheet	30.80	16.92
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life	0.27	--
The Directors recommend payment of Dividend at the rate of Re.0.003 per equity share (previous year Re.0.002 per equity share) on 26,25,58,050 equity shares (previous year 26,25,58,050 equity shares) of Re. 1/- each which will absorb	7.88	5.25
Tax on proposed Dividend	1.58	0.89
Leaving a balance to be carried forward	21.07	16.92

### Review of Performance

During the year the Company's Profit after tax amounts to Rs.13.88 Lacs as compared to the last year profit of Rs. 65.47 Lacs. Barring unforeseen circumstances, your Directors expect to achieve good results in the coming year.

### Change in the nature of business

There has been no change in the operational activities of the Company during the year under review.

### Transfer to Reserves

During the year under review, there is no transfer to reserves.

### Dividend

Your Directors have pleasure in recommending for approval of the members at the Annual General Meeting a dividend of 0.3% (Re.0.003 per equity share of Re. 1/-). The dividend of 0.3% if approved at the forthcoming Annual General Meeting, will result in the outflow of Rs. 7.88 lacs to the Company in addition to Rs. 1.58 lacs by way of dividend distribution tax.

### Sub Division of Equity Shares

The Board of Directors of the Company at its meeting held on 13th March, 2014 approved a proposal to sub-divide the face value of equity shares of the Company from Rs. 10 to Re. 1 per share. The Company received shareholders approval through Postal Ballot for sub-division of shares on 22nd April, 2014 and the Record Date for the same was 26th May, 2014.

The paid up equity share capital of the Company as on 31st March, 2015 was Rs. 2625.5805 Lacs. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### Finance

Cash and cash equivalents as at March 31, 2015 was Rs. 56.31 lacs. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

## Public Deposits

Your Company has not accepted any deposits from Public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## Particulars of Loans, Guarantees and Investments

The details of loans given / investments made / guarantees given / securities provided are given in the Notes to the Financial Statements.

## Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Equity Listing Agreement with Bombay Stock Exchange Limited is presented in separate section forming part of this Annual Report.

## Directors & Key Managerial Personnel

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Mr. Vikash Dubey, Mr. Bhaskar Paul and Mrs. Purnima Maity were appointed as independent directors at the Annual General Meeting of the Company held on September 27, 2014. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. They have submitted a declaration that each of them meet the criteria of independence as provided in Section 149(6) of the Act & Clause 49 of Equity Listing Agreement with BSE and there has been no change in the circumstances which may affect their status as independent director during the year.

Mr. Vikrant Kayan, Managing Director of the Company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offer himself for re-appointment.

Mr. Sukumar Das, Director stepped down from the Board of the Company on May 20, 2015 due to pre-occupations. The Board places on record its appreciation of the invaluable contribution and guidance provided by him.

Mr. Shyam Gurung was appointed as Additional, Non Executive Director with effect from May 27, 2015. He is Commerce graduate from Calcutta University and with an expertise in Accounts & Finance. He has strong execution capabilities and is adept at innovation, team building and leadership. His appointment will immensely help the Company in its positive growth.

The resolutions seeking approval of the Members for the appointment of Mr. Shyam Gurung as a Director of the Company have been incorporated in the notice of annual general meeting forming a part of this report. The Company has received a notice under Section 160 of the Act along with the requisite deposit proposing the appointment of Mr. Shyam Gurung.

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Vikrant Kayan	Managing Director
Mr. Saroj Kumar Sarawgee	Chief Financial Officer
Ms. Neha Singh	Company Secretary & Compliance Officer

## Industrial Relations

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

## Declaration by an Independent Directors

The Company has received necessary declarations from each independent director under Section 149(7) of the Companies Act, 2013, that he or she meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

## Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

A) Details of the ratio of the remuneration of each Director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (in Rs.)	% increase in Remuneration in the financial year 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Vikrant Kayan Managing Director	900,000	NIL	4.41	EPS for the FY 2014 -15 stands at Re. 0.005 as compared to Re. 0.249 for FY 2013 -14
2	Saroj Sarawgee Chief Financial Officer	600,000	NIL	2.94	EPS for the FY 2014 -15 stands at Re. 0.005 as compared to Re. 0.249 for FY 2013-14
3	CS Neha Singh	300,000	NIL	1.47	EPS for the FY 2014 -15 stands at Re. 0.005 as compared to Re. 0.249 for FY 2013 14

**Note:** There has been no payment made towards sitting fees to Directors for attending Board and Committee meetings.

**Notes:-**

- i) Median remuneration of employees of the Company during the financial year 2014-2015 was Rs. 204,000/-.
- ii) Median remuneration of employees of the Company during the financial year 2013-2014 was Rs. 180,000/-. In the financial year, there was a increase of 13.33% in the median remuneration of employees.
- iii) There were 7 confirmed employees on the rolls of the Company as on March 31, 2015.
- iv) Relationship between average increase in remuneration and company performance- Average Remuneration increased during the year 2014-2015 by 15.55% whereas the company's PAT decreased by 70.15%.
- v)
  - a) Variation in the market capitalization of the company: The market capitalization as on 31st March 2015 was Rs. 794.24 crores (Rs.2609.43 crores as on 31st March 2014)
  - b) Price Earning Ratio of the Company was 6050 as at 31st March 2015 and was 399.14 as at 31st March 2014.
  - c) Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer: The Company had come out with initial public offer (IPO) in 1986. The closing price of the Company's equity shares on the BSE as of March 31, 2015 was Rs.30.25, representing a 505% increase over the IPO price, adjusted for stock splits and bonus to date. An amount of Rs 1,000 invested in the said IPO would be worth Rs. 6050 as on March 31, 2015 (Ref: BSE Closing Price as on March 31, 2015).
- vi) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 15.50% whereas the increase in the managerial remuneration for the same financial year was NIL.
- vii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.
- viii) 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:- During fiscal year 2014-2015, no employee received remuneration in excess of the highest-paid Director.
- ix) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.
- B) Details of every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:  
 During the year under consideration, none of the employees of the company was in receipt of remuneration in excess of limits prescribed under clause 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence particulars as required under 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have not been provided.

### **Familiarisation Programme**

The Company has formulated a Familiarisation Programme for Independent Directors with an aim to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., to provide them with better understanding of the business and operations of the Company and so as to enable them to contribute significantly to the Company.

The details of programmes for familiarization of Independent Directors with the Company are put up on the website of the Company at [www.trinitytrade.in](http://www.trinitytrade.in)

### **Meeting Details**

Nine meetings of the Board were held up during the year. For details of the meetings of the Board, please refer Corporate Governance report which forms a part of this report.

### **Board Evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by the Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreement ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and the Committee meetings like preparedness on the issue to be discussed, meaningful and constructive contribution and inputs in meetings, etc. in addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

### **Nomination and Remuneration Policy**

The Board of the Directors has framed the policy which lays down a framework in relation to Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The Nomination and Remuneration Policy is annexed at the end of the Corporate Governance Report.

### **Corporate Social Responsibility (CSR)**

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

### **Auditor's Report or Secretarial Audit Report**

The Auditor's Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks.

### **Auditors**

M/s. D. K. Chhajer & Co., Chartered Accountants, who are appointed as the Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting. In terms of the Companies Act, 2013 ("the new Act") and the Rules framed thereunder, it is proposed to appoint them as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting, until the conclusion of the fifth consecutive AGM of the Company to be held in the year 2020 (subject to ratification of their appointment by the Members at every Annual General Meeting held after the ensuing Annual General Meeting).

As required under the provisions of section 139(1) of the new Act, the Company has received a written consent from M/s. D. K. Chhajer & Co., Chartered Accountants to their appointment and a Certificate, to the effect that their re-appointment, if made, would be in accordance with the new Act and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the new Act.

The Members are requested to elect Auditors as aforesaid and fix their remuneration.

### **Secretarial Audit**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. Chandanbala Jain & Associates, Practicing Company Secretary (CP No. 6400) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "**Annexure 1**" and forms an integral part of this report.

## **Extract of Annual Return and other disclosures under Companies (Appointment and Remuneration) Rules, 2014**

The extract of Annual Return in form MGT-9 as per the applicable provisions of the Companies Act, 2013 read with Rule 12(1) of Companies (Management and Administration) Rules, 2014 duly certified by the Practicing Company Secretary is annexed hereto as “**Annexure 2**” and forms parts of this report.

### **Contracts and Arrangement with Related Parties**

The company has laid down a Related Party Transactions Policy for purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at [www.trinitytrade.in](http://www.trinitytrade.in).

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' or which may have potential conflict with interest of the company at large.

However, a NIL statement is annexed herewith as “**Annexure 3**” in the prescribed form AOC-2. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

### **Significant and Material orders passed by the regulators**

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

### **Details of Subsidiary/ Joint Ventures/ Associate Companies**

As on 31st March, 2015, the Company had no subsidiary/ Joint Ventures /Associate Companies.

### **Internal Controls**

The disclosure relating to the Internal Control Systems in the Company has been given in detail in the Management Discussion and Analysis Report, annexed to this report.

### **Corporate Governance**

As required by Clause 49 of the Equity Listing Agreement with the Stock Exchange, the Corporate Governance Report along with a certificate from a Practicing Company Secretary are set out in the annexure forming a part of this report.

### **Listing**

The Equity Shares of the Company are listed with the BSE Limited, P.J. Towers, Dalal Street, Mumbai - 400 001, under Scrip Code 512417 and the Company has paid the Listing Fees to the said stock Exchange for the Financial Year 2015-2016.

### **Risk Management Policy**

The Company has formulated a Risk Management Policy. The Company through the Risk Management Committee identifies, evaluates, analyses and priorities risks in order to address and minimize such risks. This facilitates identifying high level risks and implement appropriate solutions for minimizing the impact of such risks on the business of the Company. The Committee submits its recommendations and comments for Board's review and necessary action.

### **Vigil Mechanism / Whistle Blower Policy**

Pursuant to the provisions of Section 177(9) and (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.trinitytrade.in](http://www.trinitytrade.in).

### **Directors Responsibility Statement**

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- i. In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii. The directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 or at the profit or loss of the Company at the end of the year under review.
- iii. The directors have 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.
- iv. The directors have prepared the annual accounts on a 'going concern' basis.
- v. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Since, the Company neither owns nor operates any manufacturing unit or facility, there is no information which needs to be disclosed in respect of Conservation of Energy, Technology Absorption. However, your Company, due to merger with Trinity Tradelink Limited is engaged in International Trading Activities with major exports in Jute, Tea & Potato and the Foreign Exchange earnings and outgo from the said activities as per Section 134 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 is given below:

FOREIGN EXCHANGE EARNINGS & OUTGO	For the Year ended 31 <sup>st</sup> March, 2015	For the Year ended 31 <sup>st</sup> March, 2014
	(in Rs.)	(in Rs.)
Foreign Exchange Earnings	60,686,630.00	55,091,008.00
Foreign Exchange Outgo	NIL	NIL

### Prevention of Sexual Harassment

As a good corporate citizen, Trinity Tradelink Limited is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Trinity Tradelink Limited maintains an open door and encourages employees to report any harassment concerns and is responsive to employee complaint about harassment or other unwelcome and offensive conduct. The Company has constituted an Internal Complaints Committee (ICC) in pursuant to the provisions of Companies Act, 2013 for prevention, prohibition and redressal of complaints / grievances on the Sexual Harassment of women at work place. This policy is communicated to all employees in an appropriate and meaningful manner. ICC has not received any complaints during the financial year 2014-15.

### Appreciation

Your Board of Directors takes this opportunity to express their sincere appreciation for the support and co-operation extended by the stakeholders, bankers, consultants, advisors & employees of the Company.

**For and on behalf of the Board of Directors**

**Vikrant Kayan**  
Managing Director  
DIN No. 00761044

**Shyam Gurung**  
Director  
DIN No. 06841231

### Registered Office:

16 & 17, Washington Plaza,  
Dispensary Road,  
Goregaon West  
Mumbai -400 062

Place: Mumbai

Date: 03.09.2015

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
Trinity Tradelink Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trinity Tradelink Limited (CIN: L11103MH1985PLC035826) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my 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 March 31, 2015 ("the reporting period") 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 Trinity Tradelink Limited for financial year ended on March 31, 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) 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; (No compliance required to be done by the company during the reporting period)
- (v) 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 (Issue of Capital and Disclosures Requirements) Regulations, 2009; (Not applicable to the company during the reporting period)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the company during the reporting period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the reporting period)
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the reporting period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the reporting period)
- (vi) Apart from the above, no other laws were applicable specifically to the company.



We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the company during the reporting period).
- (ii) The Listing Agreements entered into by the company with Bombay Stock Exchange and National Stock Exchange of India Limited.

**We report that**, during the year under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The company has declared dividend for the year under review which has not been deposited in a separate bank account within 5 days pursuant to the provisions of the Act. As per information and explanation given by the management, the company had issued a cheque within the prescribed time but the Banker took unreasonably more time to open the bank account resulting into the delay. However, the company has paid the dividend to the shareholders within the stipulated time of 30 days.
2. The company has granted interest free short-term advances to related party during the year under review. However, the company has received repayment of the entire outstanding amounts and the year end balance was Nil.
3. As per Section 139(1) of the Companies Act, 2013, the appointment of auditor should have been for five years whereas in the Annual General Meeting for the financial year 2013-2014, the statutory auditor was appointed for only one financial year.
4. Certain e-forms / returns were belatedly filed with the Registrar of Companies.
5. The company has not filed certain Board Resolutions in E-Form MGT 14 granting approvals for obtaining certain credit facilities taken from various Banks. The management agreed to file them belatedly with additional fees.

**We further report**, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**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 year 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** based on the information provided by the company, its officers and authorized representatives during the conduct of the audit, in our opinion, 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** the company has carried out certain major activities during the reporting period:

1. The members of the company granted its approval for keeping of Statutory Registers, records, Minutes Book, etc. at the Corporate Office; and alteration of objects clauses of Memorandum of Association of the Company by way of Postal Ballot.

**For Chandanbala Jain and Associates**  
Practicing Company Secretaries

**Chandanbala O. Mehta**

Proprietor

FCS: 6122

C.P. No.: 6400

Place: Mumbai

Date: September 03, 2015

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE-1**' and forms an integral part of this report.

**‘ANNEXURE-1’**  
Annexure to Secretarial Audit Report

The Members,  
Trinity Tradelink Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “Trinity Tradelink Limited” (CIN:L11103MH1985PLC035826) (the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon. Further, our secretarial audit report of even date is to be read along with this Annexed 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 process 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. Where ever 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 procedure 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.

**For Chandanbala Jain and Associates**  
Practicing Company Secretaries

**Chandanbala O. Mehta**  
Proprietor

FCS: 6122  
C.P. No.: 6400

Place: Mumbai  
Date: September 03, 2015

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31-03-2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

**1. REGISTRATION & OTHER DETAILS:**

1.	CIN	L11103MH1985PLC035826
2.	Registration Date	30/03/1985
3.	Name of the Company	<b>TRINITY TRADELINK LIMITED</b> (Formerly Omnitech Petroleum Limited)
4.	Category/Sub-category of the Company	Public Company / Limited by Shares
5.	Address of the Registered office & contact details	16 & 17, Washington Plaza, Dispensary Road, Goregaon (W), Mumbai – 400 062 Tel No: 022 2873 0274, Fax No: 022 2873 0275 Email Id: info@trinitytrade.in
6.	Whether listed company	Yes – BSE Limited
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Adroit Corporate Services Private Limited</b> 19/20 Jafferbhoy Industrial Estate. 1 <sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri East, Mumbai – 400 059 Tel No. 022 2859 0942, 2859 4060, 4227 0400 Fax No. 022 2850 3748 Email : sshetty@adroitcorporate.com pratapp@adroitcorporate.com valsas@adroitcorporate.com

**2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale trade in TMT Bars	46102	10.14
2	Wholesale trade in Yellow Peas	46101	42.58
3	Wholesale trade in Jute & Other Trading Activities Allied Product related to export	46101	47.28

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY**

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
There is no Holding, Subsidiary and Associate Company			

**4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)\* \*Equity Shares of the Company has been sub-divided from Face Value of Rs. 10/- per share to Face Value of Re 1/- per share vide Postal Ballot dated 22<sup>nd</sup> April, 2014. Data hereunder has been presented with the Face Value as on 31/03/2015 (i.e. Re. 1/- per share) in order to provide a better clarity and to avoid any ambiguity.**

**A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	0	0	0.00	1000	0	0	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0		0.00
d) Bodies Corp.	75288620	0	75288620	28.67	75278620	0	75278620	28.67	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other									
f-1) Trusts	3177500	0	3177500	1.21	3177500	0	3177500	1.21	0.00
f-2) Directors	11546500	0	11546500	4.40	11545500	0	11545500	4.40	0.00
Total shareholding of Promoter (A)	<b>90012620</b>	<b>0</b>	<b>90012620</b>	<b>34.28</b>	<b>90002620</b>	<b>0</b>	<b>90002620</b>	<b>34.28</b>	<b>0.0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0		0.00
b) Banks / FI	0	0	0	0.00	0	0	0		0.00
c) Central Govt.	0	0	0	0.00	0	0	0		0.00
d) State Govt(s)	0	0	0	0.00	0	0	0		0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0		0.00
f) Insurance Companies	0	0	0	0.00	0	0	0		0.00
g) FIs	0	0	0	0.00	0	0	0		0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0		0.00
l) Others (specify)	0	0	0	0.00	0	0	0		0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0.00</b>



<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	42531120	1357500	43888620	16.72	93115582	1232500	94348082	35.93	19.21
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	33428300	3388550	36816850	14.02	19798894	1893750	21692644	8.26	5.76
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	79441910	11025000	90466910	34.46	47864238	8625000	56489238	21.51	12.95
c) Others (specify)									
Non Resident Indians	0	0	0	0.00	451	0	451	0.00	0.00
Clearing Members	1248050	0	1248050	0.48	15	0	15	0.00	0.48
Foreign Nationals	0	0	0	0	0	0	0	0	0
Trusts	12500	0	12500	0.05	25000	0	25000	0.01	0.05
<b>Sub-total (B)(2):-</b>	<b>15677438</b>	<b>1577105</b>	<b>17254543</b>	<b>65.72</b>	<b>160804180</b>	<b>11751250</b>	<b>172555430</b>	<b>65.72</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1) + (B)(2)	<b>15677438</b>	<b>1577105</b>	<b>17254543</b>	<b>65.72</b>	<b>160804180</b>	<b>11751250</b>	<b>172555430</b>	<b>65.70</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
Promoter & Public Group	0	0	0	0	0	0	0	0	0
Public-	0	0	0	0	0	0	0	0	0
<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>246787000</b>	<b>15771050</b>	<b>262558050</b>	<b>100</b>	<b>250806800</b>	<b>11751250</b>	<b>262558050</b>	<b>100</b>	<b>0</b>



**B) Shareholding of Promoter-**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		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	Vikrant Kayan (On behalf of Devansh Kayan Beneficiary Trust)	1602500	0.61	0.00	1602500	0.61	0.00	<b>0.00</b>
2	Dunhil Healthcare Private Limited	75288620	28.67	0.00	75278620	28.67	0.00	<b>0.00</b>
3	Vikrant Kayan (On behalf of Tanvi Kayan Privilege Trust)	1575000	0.60	0.00	1575000	0.60	0.00	<b>0.00</b>
4	Shaleni Kayan	1000	0.00	0.00	1000	0.00	0.00	<b>0.00</b>
5	Vikrant Kayan	11545500	4.40	0.00	11545500	4.40	0.00	<b>0.00</b>
	<b>TOTAL</b>	<b>90012620</b>	<b>34.28</b>	<b>0.00</b>	<b>90002620</b>	<b>34.28</b>	<b>0.00</b>	<b>0.00</b>

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

Sr. No.	Particulars	Name of Promoters	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	<b>Vikrant Kayan</b>	11545500	4.40	11545500	4.40
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)		No Change			
	At the end of the year		11545500	4.40	11545500	4.40



2.	At the beginning of the year	<b>Vikrant Kayan</b> (On behalf of Tanvi Kayan Privilege Trust)	1575000	0.60	1575000	0.60
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)		No Change			
	At the end of the year		1575000	0.60	1575000	0.60
3.	At the beginning of the year	<b>Dunhil Healthcare Private Limited</b>	75288620	28.67	75278620	28.67
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)		10,000 Shares were transferred in lieu of settlement of Investors Grievances. The said transfer was duly notified to Exchange and the said shares were transferred off market. The Complaint was related to the year 2003 & pertinent to Erstwhile Promoter but we being present promoter of the company settled the claim so that the rights of shareholders is not deprived.			
	At the end of the year		75288620	28.67	75278620	28.67
4.	At the beginning of the year	<b>Vikrant Kayan</b> (On behalf of Devansh Kayan Beneficiary Trust)	1602500	0.61	1602500	0.61
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)		No Change			
	At the end of the year		1602500	0.61	1602500	0.61
5.	At the beginning of the year	<b>Shaleni Kayan</b>	1000	0.00	1000	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)		No Change			
	At the end of the year		1000	0.00	1000	0.00



**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	Name Of Shareholder's	As on DATE	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>At the beginning of the year</b>	<b>CLARINETE REALTORS PVT LTD</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	2840740	1.08	2840740	1.08
		Transfer	06/06/2014	28100	0.01	2868840	1.09
		Transfer	30/06/2014	70000	0.03	2938840	1.12
		Transfer	18/07/2014	41415	0.02	2980255	1.14
		Transfer	01/08/2014	39130	0.01	3019385	1.15
		Transfer	08/08/2014	18804	0.01	3038189	1.16
		Transfer	15/08/2014	24	0.00	3038213	1.16
		Transfer	22/08/2014	3116	0.00	3041329	1.16
		Transfer	29/08/2014	-3041329	3.18	0	0.00
		Transfer	05/09/2014	3041329	1.16	3041329	1.16
		Transfer	07/11/2014	319050	0.12	3360379	1.28
		Transfer	14/11/2014	7493439	2.85	10853818	4.13
		Transfer	28/11/2014	450754	0.17	11304572	4.31
		Transfer	09/01/2015	-232500	0.09	11072072	4.22
		Transfer	16/01/2015	-20000	0.01	11052072	4.21
		Transfer	23/01/2015	-159990	0.06	10892082	4.15
		Transfer	30/01/2015	-10000	0.00	10882082	4.14
		Transfer	06/02/2015	-47386	0.02	10834696	4.13
		Transfer	13/02/2015	-433000	0.16	10401696	3.96
	<b>At the End of the year</b>		31/03/2015	0	0.00	10401696	3.96





2	<b>At the beginning of the year</b>	<b>FLORIN CONSULTANCY PVT LTD</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	1333110	0.51	1333110	0.51
		Transfer	06/06/2014	77501	0.03	1410611	0.54
		Transfer	13/06/2014	207009	0.08	1617620	0.62
		Transfer	08/08/2014	52750	0.02	1670370	0.64
		Transfer	29/08/2014	75382	0.08	1745752	1.82
		Transfer	05/09/2014	48500	0.02	1794252	0.68
		Transfer	19/09/2014	46510	0.02	1840762	0.70
		Transfer	28/11/2014	266745	0.10	2107507	0.80
		Transfer	12/12/2014	584	0.00	2108091	0.80
		Transfer	31/12/2014	75000	0.03	2183091	0.83
		Transfer	16/01/2015	20254	0.01	2203345	0.84
		Transfer	23/01/2015	205403	0.08	2408748	0.92
		Transfer	30/01/2015	50000	0.02	2458748	0.94
		Transfer	06/02/2015	227828	0.09	2686576	1.02
		Transfer	13/02/2015	610334	0.23	3296910	1.26
		Transfer	20/02/2015	577030	0.22	3873940	1.48
		Transfer	27/02/2015	879605	0.34	4753545	1.81
		Transfer	06/03/2015	35500	0.01	4789045	1.82
		Transfer	27/03/2015	1529108	0.58	6318153	2.41
	<b>At the End of the year</b>		31/03/2015	0	0.00	6318153	2.41
3	<b>At the beginning of the year</b>	<b>ASIAN FINTRADE SERVICES PRIVATE LIMITED</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	4533637	1.73	4533637	1.73
		Transfer	06/06/2014	159527	0.06	4693164	1.79



		Transfer	13/06/2014	16916	0.01	4710080	1.79
		Transfer	20/06/2014	-842	0.00	4709238	1.79
		Transfer	30/06/2014	221732	0.08	4930970	1.88
		Transfer	04/07/2014	271572	0.10	5202542	1.98
		Transfer	11/07/2014	387793	0.15	5590335	2.13
		Transfer	18/07/2014	251104	0.10	5841439	2.22
		Transfer	25/07/2014	157049	0.06	5998488	2.28
		Transfer	01/08/2014	52121	0.02	6050609	2.30
		Transfer	08/08/2014	45745	0.02	6096354	2.32
		Transfer	15/08/2014	8195	0.00	6104549	2.33
		Transfer	22/08/2014	-49558	0.02	6054991	2.31
		Transfer	29/08/2014	-6054991	6.33	0	0.00
		Transfer	05/09/2014	6063960	2.31	6063960	2.31
		Transfer	12/09/2014	44655	0.02	6108615	2.33
		Transfer	19/09/2014	5811	0.00	6114426	2.33
		Transfer	30/09/2014	29380	0.01	6143806	2.34
		Transfer	31/10/2014	-90040	0.03	6053766	2.31
		Transfer	14/11/2014	-3300000	1.26	2753766	1.05
		Transfer	12/12/2014	1	0.00	2753767	1.05
		Transfer	09/01/2015	-467500	0.18	2286267	0.87
		Transfer	16/01/2015	250000	0.10	2536267	0.97
		Transfer	13/02/2015	-100000	0.04	2436267	0.93
		Transfer	20/02/2015	25000	0.01	2461267	0.94
		Transfer	27/02/2015	46000	0.02	2507267	0.95
		Transfer	06/03/2015	7500	0.00	2514767	0.96
		Transfer	20/03/2015	2000	0.00	2516767	0.96
	<b>At the End of the year</b>		31/03/2015	0	0.00	2516767	0.96



4	<b>At the beginning of the year</b>	<b>SARAF EQUITY SERVICES PVT LTD</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	4305250	1.64	4305250	1.64
		Transfer	06/06/2014	150000	0.06	4455250	1.70
		Transfer	13/06/2014	2500	0.00	4457750	1.70
		Transfer	30/06/2014	87162	0.03	4544912	1.73
		Transfer	04/07/2014	1331	0.00	4546243	1.73
		Transfer	11/07/2014	4607	0.00	4550850	1.73
		Transfer	18/07/2014	73926	0.03	4624776	1.76
		Transfer	25/07/2014	15	0.00	4624791	1.76
		Transfer	01/08/2014	4075	0.00	4628866	1.76
		Transfer	29/08/2014	-4628866	4.84	0	0.00
		Transfer	05/09/2014	4626066	1.76	4626066	1.76
		Transfer	14/11/2014	-900	0.00	4625166	1.76
		Transfer	21/11/2014	-20030	0.01	4605136	1.75
		Transfer	28/11/2014	219360	0.08	4824496	1.84
		Transfer	05/12/2014	-90663	0.03	4733833	1.80
		Transfer	12/12/2014	-1035	0.00	4732798	1.80
		Transfer	19/12/2014	75	0.00	4732873	1.80
		Transfer	09/01/2015	-205458	0.08	4527415	1.72
		Transfer	16/01/2015	-34988	0.01	4492427	1.71
	<b>At the End of the year</b>		31/03/2015	0	0.00	4492427	1.71
5	<b>At the beginning of the year</b>	<b>ASHISH V KARIA</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	3127750	1.19	3127750	1.19
		Transfer	20/06/2014	330150	0.13	3457900	1.32
		Transfer	30/06/2014	22800	0.01	3480700	1.33



		Transfer	04/07/2014	148465	0.06	3629165	1.38
		Transfer	11/07/2014	100728	0.04	3729893	1.42
		Transfer	18/07/2014	284459	0.11	4014352	1.53
		Transfer	25/07/2014	283709	0.11	4298061	1.64
		Transfer	01/08/2014	69500	0.03	4367561	1.66
		Transfer	08/08/2014	349	0.00	4367910	1.66
		Transfer	29/08/2014	-174471	0.18	4193439	4.38
		Transfer	05/09/2014	309772	0.12	4503211	1.72
		Transfer	12/09/2014	-5	0.00	4503206	1.72
		Transfer	17/10/2014	119314	0.05	4622520	1.76
		Transfer	24/10/2014	-25	0.00	4622495	1.76
		Transfer	14/11/2014	-4612495	1.76	10000	0.00
	<b>At the End of the year</b>		31/03/2015	0	0.00	10000	0.00
6	<b>At the beginning of the year</b>	<b>FIZAAN MARKETING PRIVATE LIMITED</b>	01/04/2015	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	2562060	0.98	2562060	0.98
		Transfer	29/08/2014	-2562060	2.68	0	0.00
		Transfer	05/09/2014	3256329	1.24	3256329	1.24
		Transfer	28/11/2014	692008	0.26	3948337	1.50
		Transfer	19/12/2014	-54212	0.02	3894125	1.48
		Transfer	27/03/2015	54212	0.02	3948337	1.50
	<b>At the End of the year</b>		31/03/2015	0	0.00	3948337	1.50
7	<b>At the beginning of the year</b>	<b>RINAM DEALMARK PRIVATE LIMITED</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	1477535	0.56	1477535	0.56

		Transfer	06/06/2014	59678	0.02	1537213	0.59
		Transfer	13/06/2014	103501	0.04	1640714	0.62
		Transfer	20/06/2014	68500	0.03	1709214	0.65
		Transfer	30/06/2014	285230	0.11	1994444	0.76
		Transfer	04/07/2014	5000	0.00	1999444	0.76
		Transfer	11/07/2014	159252	0.06	2158696	0.82
		Transfer	18/07/2014	109599	0.04	2268295	0.86
		Transfer	25/07/2014	172400	0.07	2440695	0.93
		Transfer	01/08/2014	28500	0.01	2469195	0.94
		Transfer	08/08/2014	71000	0.03	2540195	0.97
		Transfer	22/08/2014	273810	0.10	2814005	1.07
		Transfer	29/08/2014	-2802325	2.93	11680	0.01
		Transfer	05/09/2014	3250231	1.24	3261911	1.24
		Transfer	12/09/2014	113000	0.04	3374911	1.29
		Transfer	19/09/2014	282200	0.11	3657111	1.39
		Transfer	30/09/2014	58000	0.02	3715111	1.41
		Transfer	14/11/2014	167620	0.06	3882731	1.48
		Transfer	23/01/2015	-1920000	0.73	1962731	0.75
	<b>At the End of the year</b>		31/03/2015	-69500	0.03	1893231	0.72
8	<b>At the beginning of the year</b>	<b>RINAM SUPPLIERS PRIVATE LIMITED</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	2100962	0.80	2100962	0.80
		Transfer	06/06/2014	66600	0.03	2167562	0.83
		Transfer	13/06/2014	62570	0.02	2230132	0.85
		Transfer	20/06/2014	75478	0.03	2305610	0.88
		Transfer	30/06/2014	255074	0.10	2560684	0.98
		Transfer	04/07/2014	129000	0.05	2689684	1.02



		Transfer	11/07/2014	205000	0.08	2894684	1.10
		Transfer	18/07/2014	145400	0.06	3040084	1.16
		Transfer	25/07/2014	110813	0.04	3150897	1.20
		Transfer	01/08/2014	166793	0.06	3317690	1.26
		Transfer	08/08/2014	247500	0.09	3565190	1.36
		Transfer	15/08/2014	127000	0.05	3692190	1.41
		Transfer	29/08/2014	-3644620	3.81	47570	0.05
		Transfer	05/09/2014	3644620	1.39	3692190	1.41
		Transfer	14/11/2014	50130	0.02	3742320	1.43
		Transfer	16/01/2015	51650	0.02	3793970	1.45
	<b>At the End of the year</b>		31/03/2015	0	0.00	3793970	1.45
9	<b>At the beginning of the year</b>	<b>IVYTREE AGENCY PVT. LTD.</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	3250230	1.24	3250230	1.24
		Transfer	13/06/2014	10000	0.00	3260230	1.24
		Transfer	30/06/2014	27000	0.01	3287230	1.25
		Transfer	11/07/2014	22216	0.01	3309446	1.26
		Transfer	19/09/2014	26819	0.01	3336265	1.27
	<b>At the End of the year</b>		31/03/2015	0	0.00	3336265	1.27
10	<b>At the beginning of the year</b>	<b>FLORIN SUPPLIERS PRIVATE LIMITED</b>	01/04/2014	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the financial year	Transfer	30/05/2014	1281890	0.49	1281890	0.49
		Transfer	29/08/2014	148601	0.16	1430491	1.49
		Transfer	05/09/2014	103933	0.04	1534424	0.58
		Transfer	12/09/2014	110000	0.04	1644424	0.63



	Transfer	30/09/2014	3186	0.00	1647610	0.63
	Transfer	31/12/2014	-40000	0.02	1607610	0.61
	Transfer	16/01/2015	17715	0.01	1625325	0.62
	Transfer	23/01/2015	29617	0.01	1654942	0.63
	Transfer	30/01/2015	69000	0.03	1723942	0.66
	Transfer	06/02/2015	255000	0.10	1978942	0.75
	Transfer	20/02/2015	20140	0.01	1999082	0.76
	Transfer	27/02/2015	233236	0.09	2232318	0.85
	Transfer	06/03/2015	800455	0.30	3032773	1.16
	Transfer	13/03/2015	136898	0.05	3169671	1.21
	<b>At the End of the year</b>	31/03/2015	0	0.00	3169671	1.21

**E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Shareholding of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	1. Mr. Vikrant Kayan, Chairman & Managing Director	11545500	4.40	11545500	4.40
	2. Mr. Saroj Kumar Sarawgee, Chief Financial Officer	Nil	Nil	Nil	Nil
	3. Ms. Neha Singh, Company Secretary & Compliance Officer	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change			
	At the end of the year				
	1. Mr. Vikrant Kayan, Chairman & Managing Director	11545500			4.40
	2. Mr. Saroj Kumar Sarawgee, Chief Financial Officer	Nil			Nil
	3. Ms. Neha Singh, Company Secretary & Compliance Officer	Nil			Nil

**5. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	6452514	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>				
Change in Indebtedness during the financial year				
* Addition	4400076	23600617	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	4400076	30053131	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	4400076	30053131	NIL	NIL

**6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sr No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		<b>Mr. Vikrant Kayan</b>	
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	900,000	900,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	<b>Stock Option</b>	NIL	NIL
3	<b>Sweat Equity</b>	NIL	NIL
4	<b>Commission</b> - as % of profit - others, specify...	NIL	NIL
5	<b>Others, please specify</b>	NIL	NIL
	<b>Total (A)</b>	9,00,000.00 (Per annum)	9,00,000.00
	<b>Ceiling as per the Act</b>		





**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	<b>Independent Directors</b>	<b>NIL</b>	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	<b>Total (1)</b>		
2	<b>Other Non-Executive Directors</b>		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	<b>Total Managerial Remuneration</b>		
	Overall Ceiling as per the Act		

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

SN	Particulars of Remuneration	Key Managerial Personnel		
		Neha Singh (CS)	Saroj Kumar Sarawgee (CFO)	Total
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	194,400	420,000	900,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	105,600	180,000	285,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	<b>Stock Option</b>	-	-	-
3	<b>Sweat Equity</b>	-	-	-
4	<b>Commission</b>			
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	<b>Others, please specify</b>	-	-	-
	<b>Total</b>	3,00,000.00	6,00,000.00	9,00,000.00

**7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: (NIL)**

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>NIL</b>		
Punishment					
Compounding					

**Form No. AOC - 2 (Annexure-3)**
**( Pursuant to clause (h) of sub-section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/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 arms length transactions under third proviso thereto:

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts / arrangements / transactions	
(c) Duration of the contracts / arrangements / transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) 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 proviso to section 188	

**2 Details of material contracts or arrangement or transactions at arm's length basis:**

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts / arrangements / transactions	
(c) Duration of the contracts / arrangements / transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

**For and on Behalf of the Board of Directors**

Date: 03.09.2015  
Place: Mumbai

**VIKRANT KAYAN**  
Managing Director  
DIN No. 00761044

**SHYAM GURUNG**  
Director  
DIN No. 06841231

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMY AN OVERVIEW

#### INDIA:

In the wake of a new Central Government, higher spending on gross capital formation, slowing inflation, lowering interest rates and crude oil price compared to the previous fiscal year, some sectors of the economy have started showing signs of revival and higher growth. Both fiscal and current account deficit remained relatively stable, which contributed to growth.

As adjusted for methodological revision in India's GDP calculation, GDP for Fiscal 2014 increased by 6.9% (compare to a previous estimate of 4.7%) and GDP for Fiscal 2015 increased by 7.3% (compared to a previous estimate of 5.5%). Growth in agriculture and industry decreased in Fiscal by 1.1% as compared to 11.1% in the same period. IIP growth has shown signs of revival based on increases in IIP between November 2014 to March 2015. IIP increased by 2.8% in Fiscal 2015 as compared to a decrease of 0.1% in Fiscal 2014. Significant factors influencing IIP growth in Fiscal 2015 included a 1.4% increase in the mining sector in Fiscal 2015 compared to a decrease of 0.6% in Fiscal 2014, and an increase in the manufacturing sector of 2.3%, compared to a decrease of 0.8% in Fiscal 2014. However, consumer durables continue to remain negative at 12.5% (negative 12.2% in Fiscal 2014) (Source: Ministry of Statistics and Programme implementation).

Due to fragile global economic situations the India exports were also impacted. India's exports dipped deeper in the negative zone recording a decline of 21% in March, 2015, the biggest fall in the last six years, pulling down the total shipment for 2014-15 to US \$310.5 billion, missing the annual target.

#### GLOBAL:

Global growth remains moderate with uneven prospects across the major economies. The outlook for advanced economies is improving, while growth in emerging market and developing economies projected to be lower, primarily projecting weaker prospects for certain large emerging market economies alongside oil and raw material exporting economies. Oil prices have declined during the year due to weaker than expected global activity and a weaker demand for oil against the available supply. Exchange rate movements in recent months have been sizable, reflecting changes in expectations about growth and monetary policy across major economies. Long-term government bonds yield have declined in major advanced economies, reflecting in part lower inflation, expectation the sharp decline in oil prices and weak domestic demand.

#### INDIAN EXPORTS:

Due to fragile global economic situations the Indian exports were also impacted. India's exports dipped deeper in the negative zone recording a decline of 21% in March, 2015, the biggest fall in the last six years, pulling down the total shipment for 2014-2015 to US \$310.5 billion, missing the annual target.

#### INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Company is engaged in the business of exporting Jute, Tea and Potato. The Company offers wide array of products. Its objective is to meet the need of its customers with superior service and comfortable experience in all their dealings by being a one stop solution. It is renowned for importing different kinds of consumer electronics from all over the world and also trading of Agricultural Products, Iron & Steel, Metals & Minerals.

Your Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The vision of your Company is to strive towards recognition as key player in commodities, Iron & Steel Industries and to achieve its objectives with excellence, fairness & courtesy towards factors of the organization. Your Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct.

#### OUTLOOK, OPPORTUNITIES AND THREATS:

With the continuous technological advancements in economy, there will be enormous business opportunities for your company. It is poised to grow at much larger rate in the coming years. Your Company looks forward to avail such opportunities so as to improve its results. Barring unforeseen circumstances the company is confident of achieving better results in the current year.

#### RISK AND CONCERNS:

Risks can come from uncertainties in financial markets, legal liabilities, credit risk, accidents, natural causes and disasters. Your Company has adopted appropriate procedure and policies to safeguard it against such type of risks and uncertainty.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION:**

Your Company is having a competent team of dedicated employees. The company recognizes the importance and the contribution of its human resources for its growth and development. The company follows a proper policy to retain its employees including their training and skill development. HR policies of your company are being aligned with the current trends in the market. The Company follows a recognition and reward scheme that motivates the employees to perform better.

**INTERNAL CONTROLS AND THEIR ADEQUACY:**

Your Company has adequate internal control systems for business processes across various profit and cost Centre's, with regard to efficiency of operations, financial reporting, compliance with applicable laws and regulations, etc.

Clearly defined roles and responsibilities for all managerial positions have been institutionalized. Regular internal audits and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements.

The Management Information System is the backbone of the Company's control mechanism. All operating parameters are monitored and controlled regularly. Any material change in the business outlook is reported to the Board of Directors. Material deviations from the annual planning and budgeting, if any, are reported on a quarterly basis to the Board of Directors. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the capital budget.

**CAUTIONARY STATEMENT:**

Certain statements made in the Management Discussion and Analysis Report relating to Company's objectives, projections, outlook, expectations, and estimates may constitute forward looking statements within the meaning of the current market and economic scenario with applicable laws and regulations. Actual results may differ from such expectations, projections in the capital market. Several other factors also could make a significant difference to the Company's operations such as economic condition, Government regulations and taxation, etc.

On Behalf of the Board of Directors  
**TRINITY TRADELINK LIMITED**  
(Formerly, Omnitech Petroleum Limited)

**VIKRANT KAYAN**  
Managing Director  
DIN No. 00761044

Place: Mumbai  
Date: 03.09.2015

## CORPORATE GOVERNANCE REPORT

### THE COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

The Company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the Company continuously strives to improve its level of overall efficiency through good Corporate Governance, which envisages transparency, professionalism and accountability in all its operations. We at Trinity Tradelink Limited are committed to good Corporate Governance and its adherence to the best practices of true spirit at all times.

The Report on compliance of conditions of the Corporate Governance in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges by your Company is given below.

### Board of Directors

As on 31st March, 2015, the Company's Board consists of five Directors having considerable professional experience in their respective field. Out of them three are Independent Directors, One is Executive Director and the Chairman and Managing Director is the Promoter and Executive Director of the Company. The composition of the Board is in conformity with Clause 49 of the Listing Agreements with Stock Exchanges and as per Companies Act, 2013 which is effective as on 31st March, 2015:

Name of the Director	Executive/ Non-Executive/ Independent	No. of shares held as on 31 <sup>st</sup> March, 2015	No. of outside Directorship held in Indian Public Limited Companies	No. of Outside Committee positions held in Audit/Stakeholders Relationships Committees		No. of Board Meetings		Attended last AGM held on 27 <sup>th</sup> September, 2014
				Member	Chairman	Held	Attended	
Mr. Vikrant Kayan (Chairman and Managing Director)	Executive	11545500	1	Nil	Nil	9	9	Yes
Mr. Sukumar Das	Executive	Nil	Nil	Nil	Nil	9	9	Yes
Mr. Vikash Dubey	Independent	Nil	1	Nil	2	9	9	Yes
Mr. Bhaskar Paul	Independent	Nil	1	2	Nil	9	9	Yes
Mrs. Purnima Maity	Independent	Nil	1	Nil	Nil	9	6	Yes

### Role of Board of Directors

Your Company's Board of Directors plays a primary role in ensuing good governance, smooth functioning of the Company and in the creating of shareholder value. The Boards role, functions, responsibility and accountability are clearly defined. As part of its function, your Board periodically reviews all the relevant information which is required to be placed before it pursuant to Clause 49 of the Listing Agreement and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure. Your Board not only monitor's the Company's overall corporate performance it also set standards of corporate behavior, ensures transparency in corporate dealing and compliance with the laws and regulations.

Agenda of the Board Meeting and Notes on Agenda are circulated to the Directors as far as possible well in advance of each Board Meeting. At the Board Meeting elaborate presentation are made to the Board. The member discusses each agenda item freely in detail. Nine Board Meetings were held on 29th May, 2014, 7th August, 2014, 9th September, 2014, 29th September, 2014, 13th November, 2014, 8th January, 2015, 5th February, 2015, 9th March, 2015, and 25th March, 2015 during the year.

### Independent Directors

The Company has appointed Independent Directors who possess relevant expertise and experience and are persons of high integrity. Apart from receiving Directors remuneration, they do not have material pecuniary relationship with the Company and do not hold two percent or more of the total voting power of the Company. None of the Independent Directors are promoters or related to the promoters. The Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with requirement of Clause 49 of the Listing Agreement entered into with the Stock Exchange. A formal letter of appointment has been issued to the Independent Directors. The terms and conditions of appointment have been disclosed on the website of the Company [www.trinitytrade.in](http://www.trinitytrade.in)

### Familiarisation Programme:

The Company has formulated a Familiarisation Programme for Independent Directors with an aim to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., to provide them with better understanding of the business and operations of the Company and so as to enable them to contribute significantly to the Company. The Company shall conduct periodical meetings and make presentations to familiarize Independent Directors with the strategy, operations and functions of the Company. The details of such familiarisation programme have been disclosed at the website of the Company [www.trinitytrade.in](http://www.trinitytrade.in).

### OTHER COMMITTEES AT BOARD LEVEL

#### Qualified and Independent Audit Committee

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit Committee interacts with the Internal Auditors, Independent Auditors and Secretarial Auditors and reviews recommend their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function efficiently.

Your Company has an Audit Committee (the Committee) comprising of following three Directors of which one is Executive Director and rest are Non-Executive Independent Directors. All of them are financially literate and have accounting or related Financial Management expertise.

Name of Directors	Position	No. of Meetings	
		Held	Attended
Vikash Dubey	Chairman	4	4
Vikrant Kayan	Member	4	4
Bhaskar Paul	Member	4	4

On 29th May, 2014 the Board considered the revision in terms of reference of the Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014.

During the Financial Year ended on 31st March 2015, meetings of the Committee were held on 29th May, 2014, 7th August, 2014, 13th November, 2014, and 5th February, 2015. The gap between two meetings never exceeded four months.

Terms of reference of the Committee include the powers and role including review of information, as specified in Clauses 49II(C), 49II(D) and 49II(E) of the Listing Agreement of the Company as well as that of its Subsidiary Companies. The details of which are enumerated below:

1. 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.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.
5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to but not restricted to:
  - a. Matters required to be included in the Director's 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.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to the financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the financial statements before submission to the board for approval including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchanges.



7. 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 utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
9. 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.
10. Discussion with internal auditors any significant findings and follow up there on.
11. 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.
12. 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.
13. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
15. To review the functioning of the Vigil Mechanism.
16. Evaluation of internal financial controls and risk management systems.
17. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
18. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws.
19. The Audit Committee shall mandatorily review the following information:
  - a) Management discussion and analysis of financial information and results of operations;
  - b) Review the financial information provided to media and analysts.
  - c) Review critical accounting policies, financial reporting and accounting standards and principles (including significant changes to those principles or their application) and key accounting decisions and judgments affecting the Company's financial statements and disclosures.
  - d) Review the risk management policies periodically and make recommendations to the Board.
  - e) Review with the external auditors any audit problems or difficulties and management's response to the same.
  - f) Approval or any subsequent modification of transaction of the Company with related parties;
  - g) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - h) Internal audit reports relating to internal control weaknesses; and
  - i) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
  - j) Scrutiny of inter-corporate loans and investments.
  - k) Valuation of assets;
  - l) Monitoring of end use of funds of the public offers;

### **Stakeholders Relationship Committee**

In compliance with the provisions of the Listing Agreement and section 178 of the Companies Act, 2013, this Committee of the Board of your Company looks into various issues relating to shareholders / investors including transfer and transmission of shares held by shareholders in physical format as well as non-receipt of dividend, Annual Report, shares after transfer and delays in transfer of shares. The Committee also looks into issues including status of dematerialization / rematerialization of shares and issue of duplicate share certificates and tracks investor complaints and suggest measures for improvement from time to time.

**The Stakeholders Relationship Committee comprises of the following Directors:**

Name of Directors	Position	No. of Meetings	
		Held	Attended
Vikash Dubey	Chairman	5	5
Vikrant Kayan	Member	5	5
Bhaskar Paul	Member	5	5

On 29th May, 2014 the Board considered the revision in terms of reference of the Stakeholder's Relationship Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as required under Clause 49 of the Equity Listing Agreement.

The roles, powers and responsibilities of the Committee as determined by its terms of reference include the following:

1. To approve and register transfer/transmission of shares and ensure efficient transfer of shares.
2. To authorize affixation of common seal of the company;
3. Redressal of security holders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
4. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares.
5. Issue of share certificates including issue of duplicate / split / consolidated share certificates;
6. Allotment and listing of shares;
7. Review of cases for refusal of transfer / transmission of shares and debentures;
8. To monitor the resolution of all types of shareholders/investor grievances and queries periodically;
9. Reference to statutory and regulatory authorities regarding investor grievances;
10. Ensure proper and timely attendance and redressal of investor queries and grievances.
11. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

During the Financial Year ended on 31st March 2015, meetings of the Committee were held on 26th May, 2014, 6th August, 2014, 12th November, 2014, 4th February, 2015 and 24th March, 2015.

**Status of complaints of Shareholders/Investors is as under:**

Number of complaints pending as on 1 <sup>st</sup> April, 2014	NIL
Number of complaints received during the Financial Year	1
Number of complaints redressed during the Financial Year	1
Number of complaints pending as on 31 <sup>st</sup> March, 2015	NIL

**Nomination & Remuneration Committee**

The Committee comprises of following Non-Executive and Independent Directors:

Name of Directors	Position
Bhaskar Paul	Chairman
Vikash Dubey	Member
Purnima Maity	Member

The Committee's constitution and terms of references are in compliance with the provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

On 29th May, 2014 the Board considered the revision in terms of reference of the Stakeholders Relationship Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as required under Clause 49 of the Equity Listing Agreement.

The roles, powers and responsibilities of the Committee as determined by its terms of reference include the following:

1. To ensure that our Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
2. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks, and involves a balance between fixed and incentive pay.
3. To develop and implement a plan for identifying and assessing competencies of directors;



4. To identify individuals who are qualified to become board members, taking into account a variety of factors, including, but not limited to:
  - a) the range of skills currently represented on the board;
  - b) the skills, expertise, experience (including commercial and/or industry experience) and particular qualities that make individuals suitable to be a director of our Company; and/or
  - c) the individual's understanding of technical, accounting, finance and legal matters;
5. To make recommendations for the appointment and removal of directors;
6. Ensure that our Company has in place a programme for the effective induction of new directors;
7. To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
8. To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors and Key Managerial Personnel, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
9. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, our Company's policy on specific remuneration packages for Company's Managing / Joint Managing / Deputy Managing / Whole-time / Executive Directors, including pension rights and any compensation payment;
10. To carry out evaluation of every director's performance and recommend to the board his/her appointment and removal based on the performance.
11. Devising a policy on Board diversity;
12. To implement, supervise and administer any share or stock option scheme of our Company; and
13. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

During the Financial Year ended on 31st March 2015, meetings of the Committee were held on 2nd June, 2014, 7th August, 2014, 12th August, 2014, 12th November, 2014 and 4th February, 2015.

The Nomination and Remuneration Policy is annexed at the end of this Report.

### **Risk Management Committee**

The Committee comprises of the following Non Executive and Independent Directors:

Name of Directors	Position
Vikash Dubey	Chairman
Bhaskar Paul	Member
Purnima Maity	Member

The Risk Management Committee (RM Committee) was constituted by the Board on 25th day of March, 2015 adhering to the requirement of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirement of Clause 49 of the Equity Listing Agreement.

### **Roles and Responsibilities of the Committee includes the following:**

1. Framing of Risk Management Plan and Policy.
2. Overseeing implementation of Risk Management Plan and Policy.
3. Monitoring of Risk Management Plan and Policy.
4. Validating the process of risk management.
5. Validating the procedure of risk minimization.
6. Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
7. Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
8. Performing such other functions as may be necessary or appropriate for the performance of its oversight function.

During the Financial Year ended on 31st March 2015, the Committee met once on 25th March, 2015.

## Disclosures

- A Statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. All transactions with the related parties were on an arm's length basis. And the Company did not have any materially significant related party transactions, which may have potential conflict with interest of the Company.
- For list of disclosures of related party relationship and transactions as per Accounting Standard 18, "Related Party Disclosures", Note 27 to the Annual Audited Accounts of the Company for the FY ended 31st March 2015 may be referred to.
- While preparing Financial Statements for the FY under review, no accounting treatment which was different from that prescribed in the Accounting Standard was followed.
- Resume and other information of the Directors retiring by rotation proposed to be re-appointed at the ensuing Annual General Meeting are given in the Notice relating thereto to the Shareholders as required under Clause 49(IV)(G)(I) of the Listing Agreement.
- A Management Discussion and Analysis Report have been included as a part of this report to the Shareholders for FY ended 31st March 2015.
- No strictures were imposed on the Company by any regulatory authority on any matter related to capital markets during the last three years.
- The Board of Directors of the Company has received a Certificate from the Managing Director and Chief Financial Officer of the Company in compliance of Clause 49(V) of the Listing Agreement.
- All mandatory requirements have been complied with. Compliance of non mandatory requirements is dealt with at the end of the Report.

## Code of Conduct

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has formulated a Code of Conduct for Directors and Senior Management Personnel of the Company and the compliance thereof has been affirmed by all concerned. The required declaration to this effect signed by the Managing Director is appended as a separate Annexure to this Report. This Code of Conduct has also been posted on Company's website [www.trinitytrade.in](http://www.trinitytrade.in)

## Code for Prevention of Insider-Trading Practices

The Board has laid down the code of conduct for Prevention of Insider-Trading Practices for its Board of Directors and Designated Senior Management Personnel of the Company in compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1992(SEBI Regulations). The code has been posted on the Company's website [www.trinitytrade.in](http://www.trinitytrade.in). The code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of Trinity Tradelink Limited, and cautioning them the consequences of violations. The Company Secretary has been appointed as the Compliance Officer of the Company.

The Company has also formulated a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015 which shall be applicable from 15th May, 2015.

## General Body Meetings

Location and time, where last three Annual General Meetings (AGM s) were held:

AGM	FY	Date	Time	Place
27 <sup>th</sup>	2011-2012	Friday 31 <sup>st</sup> August, 2012	10.00 AM	M.C. Ghia Hall, 18/20, 2nd Floor, Bhogilal Hargovindas Building, K Dubhash Marg, Kalaghoda, Behind Prince of Wales Museum, Fort, Mumbai - 400 001.
28 <sup>th</sup>	2012-2013	Saturday, 28 <sup>th</sup> September, 2013	03.30 PM	M.C. Ghia Hall, 18/20, 2nd Floor, Bhogilal Hargovindas Building, K Dubhash Marg, Kalaghoda, Behind Prince of Wales Museum, Fort, Mumbai - 400 001.
29 <sup>th</sup>	2013-2014	Saturday, 27 <sup>th</sup> September, 2014	02.00 PM	M.C. Ghia Hall, 18/20, 2nd Floor, Bhogilal Hargovindas Building, K Dubhash Marg, Kalaghoda, Behind Prince of Wales Museum, Fort, Mumbai - 400 001.

**Special Resolutions passed at last 3 (three) AGM s**

FY	Items
2011-2012	None
2012-2013	Appointment of Mr. Vikrant Kayan as Managing Director of the Company with effect from 24/08/2013.
2013-2014	None

**Special Resolutions passed through Postal Ballot**

During the year, pursuant to the provisions of the Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company has passed following resolutions through Postal Ballot, as per the details mentioned below.

The Company as per the Postal Ballot Notice dated March 9, 2015, passed two Special Resolutions. The Company had appointed Ms. Chandanbala Mehta of M/s. Chandanbala Jain & Associates, Practicing Company Secretaries as scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. Postal Ballot forms received upto 6.00 pm on April 10, 2015 had been considered and the result of Postal ballot was announced on April 13, 2015 at the Registered Office of the Company. The details of results of Postal Ballot are as under.

**Resolution 1:**

The details of the voting pattern in respect of Special Resolution passed for keeping of Statutory Registers, Records, copies of Returns and Minutes Book, etc. in corporate office of the Company (place other than Registered Office) as under:

Sr. No.	Votes Casted	By Physical Ballot	By e -voting	Total	% of votes casted in favour of resolution
1	For	50,95,000	9,00,12,670	9,51,07,670	100.00
2	Against	0	0	0	0.00
Total				9,51,07,670	100.00

**Resolution 2:**

The details of the voting pattern in respect of Special Resolution passed for Alteration of the Object Clause of Memorandum of Association of the Company was as under:

Sr. No.	Votes Casted	By Physical Ballot	By e-voting	Total	% of votes casted in favour of resolution
1	For	50,95,000	9,00,12,670	9,51,07,670	100.00
2	Against	0	0	0	0.00
Total				9,51,07,670	100.00

There's no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

**Means of Communication**

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is the core of good governance. Towards this end:

- The quarterly results of the Company are announced within 45 days of the completion of the quarter and audited annual results are announced within 60 days of end of last quarter and Stock Exchange is immediately intimated after the same is taken on record by the Board. Further coverage is given for the benefit of the Shareholders and Investors by publication of the financial results in the Business Standard and Navshakti, a Marathi newspaper widely circulating in the State of Maharashtra. The Company however does not send half yearly reports to the individual Shareholders.
- Audited/Unaudited financial results and other pertinent information are also available on the Company's website i.e. [www.trinitytrade.in](http://www.trinitytrade.in)
- Information relating to Shareholding pattern, entire Annual Report of the Company and Corporate Announcements/Press Releases made by the Company are also uploaded on the Company's website [www.trinitytrade.in](http://www.trinitytrade.in)

### General Shareholders Information

Date	29.09.2015
Time	1.30 PM
Venue	M.C. Ghia Hall, 4th Floor, Bhogilal, Hargovindas Bldg., 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai – 400 001
Financial Calendar 2015-2016 (tentative and subject to change)	First Quarter Results - by second week of August 2015 Second Quarter Results - by second week of November 2015 Third Quarter Results - by second week of February 2016 Audited Results for the year ending 31st March 2016 - by last week of May, 2016
Book Closure Dates	26.09.2015 to 29.09.2015
Dividend Payment Date	On or before October 29, 2015, if approved by the members.

### Listing on Stock Exchanges

Name of the Stock Exchange	Address	Stock Code
The BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	512417

The Listing Fees for the FY 2015-2016 has been paid to the Stock Exchange.

The International Security Identification Number (ISIN) allotted to the Company's Share under the Depository System is INE567D01022. The annual custody fee for the FY 2015-2016 has been paid to NSDL and CDSL, the Depositories.

### Stock Price Data at the BSE

MONTHS	SHARE PRICE		BSE SENSEX	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2014	1054.40	802.15	22939.31	22197.51
May 2014	1031.00	88.95	25375.63	22277.04
June 2014	92.50	73.75	25725.12	24270.20
July 2014	109.80	65.00	26300.17	24892.00
August 2014	89.95	70.50	26674.38	25232.82
September 2014	78.00	45.15	27354.99	26220.49
October 2014	42.90	27.25	27894.32	25910.77
November 2014	29.05	21.00	28822.37	27739.56
December 2014	20.60	14.95	28809.64	26469.42
January 2015	31.85	16.05	29844.16	26776.12
February 2015	40.60	31.15	29560.32	28044.49
March 2015	39.40	30.25	30024.74	27242.45

Equity Shares of the Company are regularly traded on BSE.

Sources [www.bseindia.com](http://www.bseindia.com)

### Registrar and Share Transfer Agent for Physical and Demat Segments

Adroit Corporate Services Private Limited  
19/20 Jafferbhoy Industrial Estate,  
Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059  
Phone: +91 22 2859 4060;  
Fax: +91 22 2850 3748; Email: [adroit@vsnl.net](mailto:adroit@vsnl.net)

### Compliance Officer

Ms. Neha Singh, Company Secretary  
Corp. Office: 238B, A.J.C. Bose Road, Unit 4B, 4th Floor,  
Kolkata - 700 020  
Phone : +91 33 2290 3860,  
Fax : +91 33 2890 3867  
E-mail: [complianceofficer@trinitytrade.in](mailto:complianceofficer@trinitytrade.in)

All communications on matters relating to Share Transfers, Dividend etc may be sent directly to Registrar and Share Transfer Agent and Complaints, if any, on these matters may also be sent to investors@trinitytrade.in or to the Compliance Officer.

### **Share Transfer System**

Share Transfers are presently registered within a maximum period of 15 (fifteen) days from the date of receipt provided the documents are complete in all respects. The Company has appointed Adroit Corporate Services Private Limited as its Registrar and Share Transfer Agent (RTA) which looks after share transfer works.

### **Secretarial Audit**

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, Certificates, on half year basis, have been issued by a Company Secretary-in-Practice for due compliance of Share Transfer formalities by the Company.

A Company Secretary in full time practice carried out Reconciliation of Share Capital Audit to reconcile total admitted capital with NSDL and CDSL and the total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of Shares in physical form and the total number of Shares in dematerialized form (held with NSDL and CDSL).

### **Shareholding Pattern as on 31/03/2015**

Category	No. of Shares Held	% of Shareholding
<b>Promoters Shareholding</b>		
Bodies Corporate	7,52,78,620	28.67
Trusts	31,77,500	1.21
Directors	1,15,45,500	4.40
Relatives of Director	1000	0.00
<b>Public Shareholding</b>		
<b>Non - institutions</b>		
Bodies Corporate	9,43,48,082	35.93
Individuals	7,81,81,882	29.77
Clearing Member	15	0
NRIs	451	0
Trusts	25,000	0.01
<b>Total</b>	<b>26,25,58,050</b>	<b>100.00</b>

### **Distribution of Shareholding as on 31/03/2015**

Shares Slab	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	189	18.75	14955	0.01
501 - 1000	19	1.89	16270	0.01
1001 - 2000	8	0.79	12797	0.00
2001 - 3000	6	0.6	16297	0.01
3001 - 4000	6	0.6	19564	0.01
4001 - 5000	8	0.79	38083	0.01
5001 - 10000	33	3.27	255460	0.10
10001 & Above	739	73.31	262184624	99.85
<b>Total</b>	<b>1008</b>	<b>100.00</b>	<b>262558050</b>	<b>100.00</b>

### **Dematerialization of Shares and Liquidity**

The Shareholders may have their holding of Equity Shares of the Company Dematerialized either with the NSDL or CDSL if Equity Shares are desired to be held in electronic mode.

Shares held in Physical and Dematerialized Form as on 31st March 2015.

Particulars	No. of Shareholders	No. of Shares	%age
CDSL	434	17,39,38,688	66.25
NSDL	520	7,68,68,112	29.28
Physical	54	1,17,51,250	4.47
<b>Total</b>	<b>1008</b>	<b>26,25,58,050</b>	<b>100.00</b>

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity.	Not Applicable
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#### **Plant Location**

The Company being into the business of trading does not have a manufacturing plant.

#### **Addresses for correspondence**

<b>Registered Office</b>	16 & 17, Washington Plaza, Dispensary Road, Goregaon (West), Mumbai - 400 062 Phone:+91 22 2873 0274; Fax: +91 22 2873 0275 E-mail: info@trinitytrade.in
<b>Corporate Office</b>	238B, A.J.C. Bose Road, Unit 4B, 4 <sup>th</sup> Floor, Kolkata – 400 020 Phone:+91 33 2290 3860; Fax: +91 33 2290 3867 E-mail: corpoffice@trinitytrade.in

#### **Corporate Identity Number**

The Corporate Identity Number (CIN) of the Company is L11103MH1985PLC035826.

#### **Status of Adoption of the Mandatory and Non Mandatory Requirements:**

##### **Remuneration Committee:**

The Company has constituted 'Nomination and Remuneration Committee' meeting the requirements of Clause 49 of the Equity Listing Agreement and the Companies Act, 2013.

##### **Disclosure of Accounting Treatment:**

In the preparation of financial statements, the Company has followed the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014

##### **Risk Management Committee:**

The Company has constituted 'Risk Management Committee' meeting the requirements of Clause 49 of the Equity Listing Agreement and the Companies Act, 2013.

##### **Audit Qualification:**

The Company continues to remain in the regime of unqualified financial statements and submits Form A for Unqualified Auditors Report along with its Annual Report to the Stock Exchange.

##### **Separate Meeting of Independent Directors:**

During the year under review, the Independent Directors met on 12th February, 2015, inter alia, to discuss:

- i) Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- ii) Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- iii) Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

##### **Performance evaluation of independent directors:**

The Nomination and Remuneration Committee of the Board laid down the evaluation criteria for performance of all its Directors including the Independent Directors. The performance evaluation of the Independent Directors has been done

by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation of the Independent Directors are as follows:

- Attendance and participations in the Meetings and timely inputs on the minutes of the meetings
- Adherence to ethical standards & code of conduct of Company and disclosure of non - independence, as and when it exists and disclosure of interest
- Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings
- Interpersonal relations with other directors and management
- Objective evaluation of Board's performance, rendering independent, unbiased opinion
- Understanding of the Company and the external environment in which it operates and contribution to strategic direction
- Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information

**Vigil Mechanism/Whistle Blower Policy:**

As required by Companies Act, 2013 and Clause 49 of the Listing Agreement, your Company has formulated a Vigil Mechanism / Whistle Blower Policy to maintain the standard of ethical, moral and legal conduct of business operations. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/CEO/Chairman of the Audit Committee in exceptional cases.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website at [www.trinitytrade.in](http://www.trinitytrade.in) & circulated to all the Directors / employees.

**Certificate**

The Company has obtained the Certificate from M/s. Chandanbala Jain & Associates, Company Secretaries regarding compliance of Corporate Governance as stipulated vide Clause 49 of the Listing Agreement and the same is annexed.

All material requirements with respect to Corporate Governance as stipulated in the Listing agreement have been complied with.

For, **TRINITY TRADELINK LIMITED**  
(Formerly, Omnitech Petroleum Limited)

Place: Mumbai

Date: 03.09.2015

**VIKRANT KAYAN**  
Managing Director  
DIN No. 00761044

## Nomination and Remuneration Policy

The Nomination & Remuneration Committee of Trinity Tradelink Limited (“the Company”) was constituted on June 2, 2015 consisting of Non-Executive Directors of which majority are Independent Directors. On August 12, 2015, the Board reconstituted the Committee consisting of 3 Independent Directors.

### **1. Objective**

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee would be:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

### **2. Definitions**

#### **(a) Key Managerial Personnel:**

Key Managerial Personnel means—

- (i) Chief Executive Officer or the managing director or the manager;
- (ii) Company Secretary,
- (iii) Whole-Time director;
- (iv) Chief Financial Officer; and
- (v) such other officer as may be prescribed.

- (b) Senior Management:** Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

### **3. Role of Committee**

The role of the Committee inter alia will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
  - b) to recommend to the Board the appointment and removal of Senior Management.
  - c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
  - d) to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive.
  - e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
  - f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
  - g) to devise a policy on Board diversity;
  - h) to develop a succession plan for the Board and to regularly review the plan;
4. Membership
- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
  - b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
  - c) Membership of the Committee shall be disclosed in the Annual Report.
  - d) Term of the Committee shall be continued unless terminated by the Board of Directors.
5. Chairman
- a) Chairman of the Committee shall be an Independent Director.
  - b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
  - c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.



d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. Frequency of Meetings

a) The meeting of the Committee shall be held at such regular intervals as may be required.

7. Committee Members' Interests

a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. Secretary

a) The Company Secretary of the Company shall act as Secretary of the Committee.

9. Voting

a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. Nomination Duties

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board.
- Considering any other matters as may be requested by the Board; and

11. Remuneration Duties

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board;
- Professional indemnity and liability insurance for Directors and senior management.

12. Minutes of Meeting

- Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**CEO/CFO CERTIFICATION**

To

The Board of Directors

**TRINITY TRADELINK LIMITED**

(Formerly, Omnitech Petroleum Limited)

16 & 17, Washington Plaza,

Dispensary Road, Goregaon West,

Mumbai- 400 062

- a. We have reviewed the financial statements and the cash flow statements of Trinity Tradelink Limited (Formerly, Omnitech Petroleum Limited) for the year ended 31<sup>st</sup> March, 2015 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omitted any material fact or contain any 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 our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2015, which are fraudulent, illegal or violate the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- d. We have indicated to the Auditors and the Audit Committee:
- i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are no significant changes in accounting policies during the year; and
  - iii. that there are no instances of significant fraud of which we have become aware.

**(Saroj Kumar Sarawgee)**

Chief Financial Officer

**(Vikrant Kayan)**

Chairman and Managing Director

Date: 03.09.2015

Place: Mumbai

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY**

I hereby declare that:

The company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Senior Management in respect of the financial year 2014-2015.

For, **TRINITY TRADELINK LIMITED**  
(Formerly, Omnitech Petroleum Limited)

**VIKRANT KAYAN**  
Managing Director  
Din No. : 00761044

Date: 27.05.2015

Place: Mumbai

**CERTIFICATE OF CORPORATE GOVERNANCE**

To,  
The Members,  
**TRINITY TRADELINK LIMITED**  
(Formerly Omnitech Petroleum Limited)

We have examined the compliance of conditions of Corporate Governance by **TRINITY TRADELINK LIMITED** (Formerly, Omnitech Petroleum Limited), for the year ended on 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Equity Listing Agreement of the said 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 as stipulated in the said Clause. 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, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing agreement.

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, **Chandanbala Jain & Associates**  
Practicing Company Secretaries

**Chandanbala O. Mehta**  
Proprietor  
C.P. No. 6400 (FCS 6122)

Place: Mumbai  
Date: 03.09.2015

## **INDEPENDENT AUDITORS' REPORT**

### **To the Members of Trinity Tradelink Limited**

#### **Report on the Financial Statements**

1. We have audited the accompanying financial statements of **Trinity Tradelink Limited** (the "Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

#### **Management's Responsibility for the Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of 'the Companies Act, 2013' of India (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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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.

#### **Auditors' 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 the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 accompanying 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 31 March 2015;
  - (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
  - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.



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 it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the accompanying financial statements dealt with by this report 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 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act;
- (g) 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 litigations which would impact its financial position;
  - 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 were required to be transferred to the Investor Education and Protection Fund by the Company.

**For D K Chhajer & Co**

Chartered Accountants

Firm Registration No. 304138E

**Niraj K Jhunjhunwala**

Partner

Membership No. 057170

Place : Mumbai

Date : 27 May, 2015



## Annexure to Independent Auditor's Report

( Refer to in paragraph 9 of the independent auditor's report of even date to the members of Trinity Tradelink Ltd on the financial statement for the year ended 31st. March 2015)

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- ii. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. 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. Therefore, the provisions of Clause 3(iii)(b) and (c)] of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
- vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.  
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, duty of excise, value added tax, cess which have not been deposited on account of any dispute.  
(c) According to the information and explanations given to us and the records of the Company examined by us, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under, with the appropriate authorities.
- viii. The Company has no accumulated losses as at the end of the financial year and it has incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any bank as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company
- xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **D K Chhajer & Co**  
Chartered Accountants  
Firm Registration No. 304138E

**Niraj K Jhunjunwala**  
Partner  
Membership No. 057170

Place : Mumbai  
Date : 27 May, 2015



**BALANCE SHEET AS AT 31ST MARCH, 2015**

Amount in Rs. unless otherwise stated

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	3	262,558,050	262,558,050
(b) Reserves and surplus	4	2,107,464	1,692,140
<b>2. Non-current liabilities</b>			
(a) Long-term borrowings	5	34,453,207	6,452,514
<b>3. Current liabilities</b>			
(a) Short-term borrowings	6	10,978,000	4,571,168
(b) Trade payables	7	313,972,328	247,728,105
(c) Other current liabilities	8	149,690,672	1,943,407
(d) Short-term provisions	9	2,065,163	1,877,130
		<b>775,824,884</b>	<b>526,822,514</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	7,737,087	10,781,102
(b) Deferred tax assets (net)	11	1,385,080	949,112
<b>2. Current assets</b>			
(a) Inventories	12	361,658	1,694,311
(b) Trade receivables	13	441,919,543	211,029,264
(c) Cash and Bank Balance	14	7,330,382	52,027,859
(d) Short-term loans and advances	15	315,279,879	248,115,882
(e) Other current assets	16	1,811,255	2,224,984
		<b>775,824,884</b>	<b>526,822,514</b>

This is the Balance Sheet referred to in our report of even date. The accompanying notes form an integral part of these Financial Statements.

**For D K Chhajer & Co**

Firm Registration No. 304138E

Chartered Accountants

**For and on behalf of the Board of Directors**

**Niraj K Jhunjunwala**

Partner

Membership No. 057170

**Vikrant Kayan**

Managing Director

**Shyam Gurung**

Director

**Saroj Sarawgee**

Chief Financial Officer

**Neha Singh**

Company Secretary

Place : Mumbai

Date : 27 May, 2015



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

Amount in Rs. unless otherwise stated

Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
<b>I Revenue from operations</b>	18	1,505,926,679	1,175,698,322
<b>II Other income</b>	19	548,925	520,586
<b>III Total revenue</b>		1,506,475,604	1,176,218,908
<b>IV Expenses</b>			
Purchases of stock-in-trade	20	1,443,523,985	1,120,311,134
Changes in inventories of finished goods, work-in-progress and stock- in-trade	21	1,332,653	26,707
Employee benefits expense	22	2,344,797	1,530,234
Finance costs	23	34,180,505	28,673,164
Depreciation and amortisation expense	10	3,551,792	3,788,529
Other expenses	24	19,470,084	14,947,236
<b>Total expenses</b>		<b>1,504,403,817</b>	<b>1,169,277,005</b>
<b>V Profit before tax</b>		2,071,787	6,941,904
<b>VI Tax expense:</b>			
(1) Current tax		1,120,000	1,265,429
Less: MAT credit		-	(238,879)
(2) Deferred tax		(435,968)	(631,764)
<b>VII Profit for the year</b>		<b>1,387,755</b>	<b>6,547,118</b>
VIII Earnings per share (Nominal value of Re. 1/- each):	26		
Basic		0.005	0.249
Diluted		0.005	0.249

This is the statement of profit and loss referred to in our report of even date. The accompanying notes form an integral part of these Financial Statements.

**For D K Chhajer & Co**  
Firm Registration No. 304138E  
Chartered Accountants

**For and on behalf of the Board of Directors**

**Niraj K Jhunjunwala**  
Partner  
Membership No. 057170

**Vikrant Kayan**  
Managing Director

**Shyam Gurung**  
Director

Place : Mumbai  
Date : 27 May, 2015

**Saroj Sarawgee**  
Chief Financial Officer

**Neha Singh**  
Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

Amount in Rs. unless otherwise stated

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	2,071,787	6,941,904
<b>Adjustments for:</b>		
Depreciation and amortisation	3,551,792	3,788,529
Miscellaneous Expenses written off	-	1,109,117
Finance costs	34,180,505	28,673,164
Interest income	(307,994)	(49,675,583)
Income From Mutual Fund	(128,027)	-
<b>Operating profit / (loss) before working capital changes</b>	<b>39,368,064</b>	<b>39,992,128</b>
<b>Changes in working capital:</b>		
(Increase)/Decrease in Inventories	1,332,653	26,707
(Increase)/Decrease in Trade receivables	(230,890,280)	(11,864,887)
(Increase)/Decrease in Short-term loans and advances	(67,163,997)	(249,361,003)
(Increase)/Decrease in Other current assets	319,572	245,078,461
Increase/(Decrease) in Trade payables	66,244,223	49,675,583
Increase/(Decrease) in Other current liabilities	(43,042,499)	1,820,746
Cash generated from operations	(43,042,499)	75,367,734
Net income tax (paid) / refunds	(1,262,772)	(5,438)
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>(44,305,270)</b>	<b>75,362,296</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	(535,045)	-
Interest received		
- Others	307,994	520,586
Income From Mutual Fund	128,027	-
<b>Net cash flow from/(used in) investing activities (B)</b>	<b>(99,024)</b>	<b>520,586</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings	34,407,525	50,297
Finance cost	(34,180,505)	(28,673,164)
Dividends paid	(525,116)	(260,109)
Tax on dividend	(89,243)	(44,206)
<b>Net cash flow from/(used in) financing activities (c)</b>	<b>(387,340)</b>	<b>(28,927,182)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(44,791,634)</b>	<b>46,955,700</b>
Cash and cash equivalents at the beginning of the year	50,423,059	3,467,359
<b>Cash and cash equivalents at the end of the year</b>	<b>5,631,424</b>	<b>50,423,059</b>

**Note:**

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard on 'Cash Flow Statements (AS-3)' issued by The Institute of chartered Accountants of India.

This is the Cash Flow Statement referred to in our report of even date. The accompanying notes form an integral part of these Financial Statements.

For **DK Chhajer & Co**  
Firm Registration No. 304138E  
Chartered Accountants

For and on behalf of the Board of Directors

**Niraj K Jhunjhunwala**  
Partner  
Membership No. 057170

**Vikrant Kayan**  
Managing Director

**Shyam Gurung**  
Director

Place : Mumbai  
Date : 27 May, 2015

**Saroj Sarawgee**  
Chief Financial Officer

**Neha Singh**  
Company Secretary

## Notes to the financial statements

### 1 General Information

TRINITY TRADELINK LTD (the 'Company') is engaged in the trading of commodities such as TMT Bars , Yellow Peas, Maize and others as well as in the business of extraction of Petroleum products and Natural gases. Incorporated on 30.03.1985, the Company has its registered office at Mumbai and Corporate Office in Kolkata. The Company is a Public Company with its shares listed on Bombay Stock Exchange .

### 2 Summary of significant accounting policies

#### i Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 133 and other relevant provisions of the Companies Act, 2013. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current–non current classification of assets and liabilities.

#### ii Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

#### iii Tangible Assets

Tangible Assets are stated at cost net of accumulated depreciation and accumulated impairment losses if any. Cost comprises cost of acquisition, construction and subsequent improvements thereto including taxes and duties (net of credits and drawbacks), freight and other incidental expenses related to acquisition and installation. Subsequent expenditure related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

#### iv Depreciation and amortization

Depreciation including amortization on fixed assets, is provided under Written Down Value Method (WDV) in accordance with Schedule II to the Companies Act, 2013.

#### v Borrowing Costs

Borrowing costs attributable to acquisition and / or construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing costs are charged to Statement of Profit and Loss.

#### vi Export incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

#### vii Inventories

Inventories are stated at cost or net realisable value, whichever is lower. Cost is determined on weighted average method and comprises expenditure incurred in the normal course of business in bringing such inventories to their present location and condition and includes, where applicable appropriate overheads. Obsolete, slow moving and defective inventories are identified at the time of physical verification and where necessary, provision is made for such inventories.

#### **viii Foreign currency transactions and translations**

Initial Recognition:

"On initial recognition, all foreign currencies transactions are recorded at exchange rates prevailing on the date of the transaction."

Subsequent Recognition

"At the reporting date, foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transactions."

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate. Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of depreciable asset, which would be depreciated over the balance life of the asset. Exchange differences on reinstatement of all other monetary items are recognised in the Statement of Profit and Loss.

Forward Exchange Contracts:

Premium/discount on forward exchange contracts, which are not intended for trading/speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract are recognised as income or as expense for the period.

#### **ix Revenue Recognition**

Sale of Goods are recognised when the substantial risks and reward of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, sales taxes and VAT.

#### **x Other Income**

Interest Income is generally recognised on a time proportion basis taking into account the amount outstanding and the rate applicable, when there is reasonable certainty as to realisation. All other items are recognised on accrual basis.

#### **xi Taxes on income**

"Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961."

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

#### **xii Provisions, contingent liabilities and contingent assets**

"Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation can be made. Provisions (excluding retirement benefits) are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates."

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence/non occurrence of one/more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent asset is neither recognised nor disclosed in the financial statements.

### xiii Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### xiv Cash and cash equivalents

In the Cash Flow Statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

## 3 Share Capital

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Authorised 500,000,000 (31 March 2014: 500000000) Equity shares of Re. 1 each with voting rights	500,000,000	500,000,000
Issued, subscribed and fully paid up 262,558,050 (31 March 2014: 26255805) Equity shares of Re. 1 each with voting rights	262,558,050	262,558,050
	<b>262,558,050</b>	<b>262,558,050</b>

### 3.1 Reconciliation of number of shares:

Particulars	31 March, 2015		31 March, 2014	
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Equity shares with voting rights				
Opening Balance/Balance as per last account	262,558,050	262,558,050	245,000	2,450,000
Fresh share issued during the year	-	-	26,010,805	260,108,050
Closing Balance	<b>262,558,050</b>	<b>262,558,050</b>	<b>26,255,805</b>	<b>262,558,050</b>

### 3.2 Rights, preferences and restrictions attached to shares

Equity Shares:

The company has one class of equity shares having a par value of Rs. 1 per share.(P.Y. of Rs 10/- per share). Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

### 3.3 Equities of Rs. 10/- each has been revalued @ Re. 1/-

### 3.4 Details of shares held by each shareholder holding more than 5% shares:

Particulars	31 March, 2015		31 March, 2014	
	No. of shares	% holding	No. of shares	% holding
Equity shares with voting rights				
Promoters' Shareholding				
1. Dunhil Healthcare Private Limited	75,288,620	28.68%	7,528,862	28.68%
	<b>75,288,620</b>	<b>28.68%</b>	<b>7,528,862</b>	<b>28.68%</b>

**4 Reserves & Surplus**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Surplus/(Deficit) in Statement of Profit and Loss		
Opening balance	1,692,140	(4,908,805)
Add/(Less): Balance Transferred On Amalgamation	-	972,502
Add/(Less): .Adjustment for carrying amount of fixed assets	(27,268)	-
Add/(Less): Profit/(Loss) for the year	1,387,755	6,547,118
Less: Dividend For Earlier Years	-	260,109
Tax On Dividend	-	44,206
	3,052,627	2,306,500
Less: Proposed dividends to equity shareholders (Rs 0.003 per share)	787,675	525,116
Less: Tax on dividend	157,488	89,244
Closing balance	<b>2,107,464</b>	<b>1,692,140</b>

**5 Long-term borrowings**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
<b>Term loans</b>		
From banks :		
Secured	4,400,076	-
Unsecured	30,053,131	6,452,514
	<b>34,453,207</b>	<b>6,452,514</b>

**5.1 Current maturities of long-term debt**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
<b>Term loans from banks :</b>		
Secured	1,997,910	1,817,595
Unsecured	1,805,708	-
	<b>3,803,618</b>	<b>1,817,595</b>

**5.2 Nature of security and terms of repayment for secured borrowings :**

Term loans from banks:	Nature of security	Terms of Repayment
ICICI Bank	Guarantee given by V.S. Highrise Ltd.	120 installments of Rs 454,494 each
HDFC Bank	Car	60 Installments of Rs 210,000 each.

**6 Short-term borrowings**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
<b>Unsecured</b>		
(Repayable on Demand)		
from Related Parties	-	3,668,748
from Bodies Corporate	10,978,000	902,420
	<b>10,978,000</b>	<b>4,571,168</b>

**7 Trade Payables**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Dues to other than Micro and Small Enterprises	313,972,328	247,728,105
	<b>313,972,328</b>	<b>247,728,105</b>



**8 Other current liabilities**

Amount in Rs. unless otherwise stated

<b>Particulars</b>	<b>31 March, 2015</b>	<b>31 March, 2014</b>
Current maturities of long-term debt	3,803,618	1,817,595
Other payables :		
Statutory remittances	94,056	69,632
Advances from customers	145,377,464	-
Creditors For Expenses	415,534	56,180
	<b>149,690,672</b>	<b>1,943,407</b>

**9 Short-term provisions**

Amount in Rs. unless otherwise stated

<b>Particulars</b>	<b>31 March, 2015</b>	<b>31 March, 2014</b>
<b>Provision for :</b>		
- tax	1,120,000	1,262,771
- proposed equity dividend (Rs 0.003 per share)	787,675	525,116
- tax on proposed dividends	157,488	89,243
	<b>2,065,163</b>	<b>1,877,130</b>



10. Fixed Assets

Amount in Rs. unless otherwise stated

Particulars	Gross block		Accumulated depreciation and impairment		Net block		
	1 April 2014	Additions/ Disposals/ Adjustments	31 March 2015	1 April 2014	For the year Disposal/ Adjustment	31 March 2015	31 March 2014
<b>A. Tangible assets Owned</b>							
Computer	617,134	36,750	102,339	547,175	20,060	524,277	42,958
Motor Car	17,383,832	-	17,383,832	6,672,689	3,460,524	-	10,133,213
Electric Equipment	-	379,496	379,496	-	64,864	-	64,864
Air Conditioner	-	34,500	34,500	-	514	-	514
Mobile Phone	-	84,299	84,299	-	5,829	-	5,829
<b>31 March 2014</b>	<b>18,000,966</b>	<b>535,045</b>	<b>17,984,466</b>	<b>7,219,864</b>	<b>3,551,792</b>	<b>524,277</b>	<b>10,247,379</b>
	-	<b>18,000,966</b>	<b>18,000,966</b>	-	<b>3,788,529</b>	<b>3,431,335</b>	<b>7,219,864</b>
							<b>59,381</b>
							<b>7,250,619</b>
							<b>314,632</b>
							<b>33,986</b>
							<b>78,470</b>
							<b>7,737,087</b>
							<b>10,781,102</b>

Notes:

- Carrying amounts of Car pledged as security for HDFC Car Loan is Rs. 5837078 (31 March 2014: Rs 8604004).
- Pursuant to the enactment of Companies Act 2013 (the "Act"), the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated/amortised over the remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1 April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to INR 27,268. Consequent to the above, the depreciation charge for the year ended 31 March 2015 is higher by Rs. 7,13,681 with corresponding impact on the profit from ordinary activities before tax for the said period."



**11 Deferred tax (liability) / asset**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
The major components of the Deferred Tax Liabilities/(Assets) based on the tax effects of timing differences are as follows:		
Deferred Tax Assets		
Depreciation	1,385,080	404,340
Preliminary Expenses Written off	-	227,424
Transferred on amalgamation	-	317,348
<b>Net Deferred Tax (Liability) /Asset</b>	<b>1,385,080</b>	<b>949,112</b>

**12 Inventories**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
(At lower of cost and net realisable value, unless otherwise stated)		
Stock-in-trade in respect of goods acquired for trading	361,658	1,694,311
	<b>361,658</b>	<b>1,694,311</b>

**13 Trade receivables**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	74,670,263	61,131,089
Others		
Unsecured, considered good	367,249,280	149,898,175
	<b>441,919,543</b>	<b>211,029,264</b>

**14 Cash and Bank Balance**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Cash and Cash Equivalent		
Cash on hand	1,199,765	904,708
Balances with banks		
In current accounts	3,302,296	49,264,671
Foreign Exchange In hand	1,129,364	253,680
	<b>5,631,424</b>	<b>50,423,059</b>
Other balances :		
Balances held as margin money with less than 6 months maturity	1,698,958	1,604,800
	<b>7,330,382</b>	<b>52,027,859</b>

**15 Short-term loans and advances**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Loans and advances to related parties (Refer Note 27)		
Unsecured, considered good	-	5,474,273
Security deposits		
Unsecured, considered good	5,000	5,000
Advance To Suppliers		
Unsecured, considered good	315,036,000	242,397,730
Current portion of MAT credit entitlement		
Unsecured, considered good	238,879	238,879
	<b>315,279,879</b>	<b>248,115,882</b>

**16 Other current assets**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Advance To Suppliers Unsecured, considered good	739,356	2,031,793
Statutory Remittances Unsecured, considered good	321,899	193,191
Kotak Bank Charges Dispute Account	750,000	-
	<b>1,811,255</b>	<b>2,224,984</b>

**17 Contingent liabilities (to the extent not provided for)**

There are no contingent liabilities as at 31 March 2015 (31 March 2014: Nil).

**18 Revenue from operations**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
<b>Sale of Traded goods</b>		
TMT Bars	152,788,695	186,753,176
Yellow Peas	641,262,483	329,178,000
Maize	-	348,697,500
Others	709,154,070	309,304,005
	1,503,205,248	1,173,932,682
<b>Other operating revenue</b>		
Duty drawback and other export incentives	2,721,431	1,765,641
	<b>1,505,926,679</b>	<b>1,175,698,322</b>

**19 Other Income**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Interest income		
From banks on:		
Deposits	4,315	-
Interest on loans and advances	303,679	520,586
	<b>307,994</b>	<b>520,586</b>
Net gain on foreign currency transactions and translation	112,904	-
Income From Mutual Fund	128,027	-
	240,931	-
	548,925	520,586

**20 Purchase of traded goods**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
TMT Bar	152,313,703	185,964,627
Yellow Peas	606,999,133	309,420,000
Maize	-	329,736,000
Others	684,211,150	295,190,507
	<b>1,443,523,985</b>	<b>1,120,311,134</b>

**21 Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Inventories at the end of the year:		
Stock-in-trade	361,658	1,694,311
Less: Inventories at the beginning of the year:		
Stock-in-trade	(1,694,311)	(1,721,018)
	<b>(1,332,653)</b>	<b>(26,707)</b>

**22 Employee benefits expense**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Salaries and wages	1,050,370	569,261
Staff welfare expenses	154,427	15,973
Directors Remuneration	1,140,000	945,000
	<b>2,344,797</b>	<b>1,530,234</b>

**23 Finance costs**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Interest expense on:		
Borrowings From banks	1,067,961	855,472
Loans From Others	1,764,729	28
Bill Discounting Charges	31,347,816	27,817,664
	<b>34,180,505</b>	<b>28,673,164</b>

**24 Other expenses**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Warehouse & Inspection Charges	159,861	230,393
Fabrication Charges	1,484,856	1,339,935
Freight & Clearing Charges	6,405,766	5,211,660
Packing Charges	983,409	-
Carriage Outward	2,527,598	-
Operating Expenses	213,574	196,251
Advertisement Expenses	127,507	170,564
Commission	760,066	897,382
Sales Promotional Expenses	1,011,310	982,272
Forex Loss	-	37,145
Insurance Premium	355,116	347,276
Bank Charges	83,597	363,018
Postage & Stamp	54,023	310,848
Rent, Rates & Taxes	1,039,001	779,361
Legal & Consultancy Charges	784,299	1,286,305
Membership & Subscription	107,138	53,292
Payments to auditors (net of service tax input credit, where applicable):		
As Auditors		
- For Statutory Audit	50,000	50,000
- For Taxation Matters	20,000	10,000
Internal And Secretarial Audit Fee	6,000	10,673
Miscellaneous expenses	3,296,963	1,561,680
Sundry Balances written off	-	1,109,182
	<b>19,470,084</b>	<b>14,947,236</b>

**25 Earnings in foreign exchange**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
Export of goods calculated on FOB basis	60,686,630	55,091,008

**26 Earnings per share**

Amount in Rs. unless otherwise stated

Particulars	31 March, 2015	31 March, 2014
<b>Basic</b>		
Net profit/(loss) for the year	1,387,755	6,547,118
Weighted average number of equity shares	262,558,050	26,255,805
Par value per share	1	1
Earnings per share - Basic	0.01	0.25
<b>Diluted</b>		
The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods, if any.		
Net profit / (loss)	1,387,755	6,547,118
Weighted average number of equity shares - for diluted EPS	262,558,050	26,255,805
Par value per share	1	1
Earnings per share - Diluted	0.01	0.25

**27 Related party transactions**

Amount in Rs. unless otherwise stated

**Details of related parties:**

- Associates
- Key Management Personnel (KMP)
- Entities in which KMP/Relatives of KMP can exercise significant influence"

 Dunhil Healthcare Pvt. Ltd.  
 Vikrant Kayan, Shaleni Kayan

Dunhil Traders Pvt. Ltd.

**Details of related party transactions:**

Nature of transactions	Associates	KMP	Entities in which KMP / relatives of KMP have significant influence	Total
Loan Taken	136,252		39,274,273	39,410,525
	3,515,000			3,515,000
Loan Given	-	-	-	-
	-	-	28,210,000	28,210,000
Loan Repaid	3,805,000	-	33,800,000	37,605,000
	5,390,000	-	33,500,000	38,890,000
Receiving of services	-	1,140,000	-	1,140,000
	-	945,000	-	945,000

**Balance as at Year End**

Short Term Borrowings	-	-	-	-
	3,668,748	-	-	3,668,748
Short Term Loans and Advances	-	-	-	-
	-	-	5,474,273	5,474,273

**Disclosure in respect of transactions in excess of 10% of the total related party transactions of the same type**

Nature of Transaction	Transaction		Balances	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
<b>i) Loan Taken</b> <b>Entities in which KMP/Relatives of KMP can exercise significant influence</b> Dunhil Traders Pvt. Ltd.	5,474,273	5,290,000	-	5,474,273
<b>ii) Loan Repaid</b> <b>Associate Company</b> Dunhil Healthcare Pvt. Ltd.	3,668,748	1,875,000	-	3,668,748
<b>iii) Receiving Of Services</b> <b>KMP</b> Shaleni Kayan	240,000	420,000	-	-
Vikrant Kayan	900,000	525,000	-	-

**Note:** Figures in italics relates to the previous year

**28. Segment information**

"As the Company's business activity falls within and is organised as a single business segment, viz. Trading , the disclosure requirements of Accounting Standard (AS-17) on "Segment Reporting" are not applicable."

**29.** The previous year figures are reclassified where considered necessary to conform to this year's classification.

**For D K Chhajer & Co**

Firm Registration No. 304138E  
Chartered Accountants

**Niraj K Jhunjunwala**

Partner  
Membership No. 057170

**For and on behalf of the Board of Directors**

**Vikrant Kayan**  
Managing Director

**Shyam Gurung**  
Director

**Saroj Sarawgee**  
Chief Financial Officer

**Neha Singh**  
Company Secretary

Place : Mumbai  
Date : 27 May, 2015



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**TRINITY TRADELINK LIMITED**  
(Formerly Omnitech Petroleum Limited)  
CIN NO. L11103MH1985PLC035826  
**Regd. Office:** 16 & 17, Washington Plaza, Dispensary Road  
Goregaon West, Mumbai- 400 062

**ATTENDANCE SLIP**

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

**ANNUAL GENERAL MEETING**

DP ID*	
Client ID*	

Folio No.*	
No. of shares*	

Name of the shareholder : \_\_\_\_\_

Address of the Shareholder : \_\_\_\_\_

---

We/I hereby record our/my presence at the Annual General Meeting of the Company held on Tuesday, the 29<sup>th</sup> day of September, 2015 at 01.30 P.M at M.C. Ghia Hall, 4<sup>th</sup> Floor, Bhogilal, Hargovindas Bldg., 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM



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**PROXY FORM  
Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN : L11103MH1985PLC035826  
Name of the Company : TRINITY TRADELINK LIMITED  
Registered Office : 16 & 17, Washington Plaza, Dispensary Road, Goregaon (W), Mumbai – 400 062  
Tel: +91 22 2873 0274, Fax: +91 22 2873 0274, E-mail- info@trinitytrade.in, Website: www.trinitytrade.in

Name of the Member(s)	
Registered Address	
E-mail	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of .....shares of Trinity Tradelink Limited hereby appoint:

- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ANNUAL GENERAL MEETING of the Company, to be held Tuesday, the 29th day of September, 2015 at 01.30 P.M. at M.C. Ghia Hall, 4th Floor, Bhogilal, Hargovindas Bldg., 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	FOR	AGAINST
1	Adoption of Financial Statements for the year ended 31st March, 2015 and reports of the Directors and Auditors thereon.		
2	To declare dividend on Equity Shares.		
3	Re-appointment of Mr. Vikrant Kayan (DIN No. 00761044) as Director, who retires by rotation.		
4	Re-appointment M/s D.K. Chhajer & Co., Chartered Accounts as Auditors and fixing their remuneration.		
5	Regularization of Mr. Shyam Gurung (DIN No. 06841231) as the Director of the Company.		

Signed this..... day of.....2015

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of proxy holder



Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- The Proxy need NOT be a member.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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**If Undelivered please return to:**  
**ADROIT CORPORATE SERVICES PRIVATE LIMITED**  
**UNIT : TRINITY TRADELINK LIMITED**  
19, Jafferbhoy Industrial Estate, 1st Floor,  
Makwana Road, Marol Naka, Andheri (East),  
Mumbai - 400 059.