

TRIJAL INDUSTRIES LTD

16TH ANNUAL REPORT

2006 - 2007

TRIJAL INDUSTRIES LIMITED
16th ANNUAL REPORT FOR THE YEAR 2006-2007

DIRECTORS

MR. KAMLESH MEHTA

MR. VISHWAS PANSE

MR. S. P. SHARMA

MR. GANESH MASKI

AUDITOR

DAGDULAL K. JAIN & COMPANY
CHARTERED ACCOUNTANTS

BANKERS

KAPOLE CO-OPERATIVE BANK
H.D.F.C. BANK
CENTRAL BANK OF INDIA
ICICI BANK
INDIAN BANK

REGISTERED AND ADMINISTRATIVE OFFICE

58, SHRI KRISHNA NIWAS,
496, KALBADEVI ROAD,
MUMBAI – 400 002.

REGISTRAR AND SHARE TRANSFER AGENT

Purva Shareregistry (India) Private Limited.
Shiv Shakti Industrial Estates,
Unit No.9, J.R. Boricha Marg,
Lower Parel (East)
Mumbai – 400 011.
Tel: 23016761
Email: busicomp@vsnl.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **TRIJAL INDUSTRIES LIMITED** WILL BE HELD ON TUESDAY THE 25TH SEPTEMBER, 2007 AT 4.30 P.M. AT REGISTERED OFFICE, 58 , SHRI KRISHNA NIWAS , 496 KALBADEVI ROAD, MUMBAI - 400 002 TO TRANSACT THE FOLLOWING BUSINESS.

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ORDINARY BUSINESS:

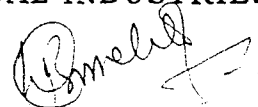
1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2007 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ganesh Maski., who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

"RESOLVED THAT the consent of the company be and is hereby accorded to the Board of Directors under section 293(1)(d) of the companies Act, 1956 to borrow any sum of money from time to time not withstanding , that the money or monies to be borrowed together with the moneys already borrowed by the company (amount from temporary loans obtained from the companies bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and the free reserves that is to say reserves not set apart for any specific purposes provided however, the total amount so borrowed shall not exceed Rs.50,00,00,000/- (Rupees Fifty Crores Only)."

BY ORDER OF THE BOARD
TRIJAL INDUSTRIES LIMITED



KAMLESH MEHTA
DIRECTOR

DATE: 29TH AUGUST, 2007.
PLACE: Mumbai

EXPLANATORY STATEMENT
As required by section 173(2) of the Companies Act, 1956

ITEM No. 4:

Pursuant to section 293(1)(d) of the Companies Act, 1956, requires the consent of the Members in the General Meeting for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up Capital and free reserves.

In view of the growing operations of the company, your company may require additional funds as term loan and/or Working Capital. It is therefore recommended to authorize the Directors for borrowing to the tune of Rs. 50,00,00,000/- (Rupees Fifty Crore only).

None of the Directors are interested in the aforesaid resolution.

BY ORDER OF THE BOARD
TRIJAL INDUSTRIES LIMITED

DATE: 29TH AUGUST 2007
PLACE: Mumbai



MR. KAMLESH MEHTA
DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. Corporate Members are requested to send a duly certified copy of Board Resolution authorising their representative to attend and vote at the annual general meeting.
4. The Register of Members and Share Transfer Register shall remain closed from Tuesday the 25th September, 2007 to Saturday the 29th September, 2007 (both days inclusive.)
5. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
6. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
7. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidation their holdings in one folio.
8. Explanatory statement under section 173(2) of the Companies Act, 1956 in respect of the Special Business as set above is annexed.

TRIJAL INDUSTRIES LIMITED

DIRECTOR'S REPORT

To,
The Members,
TRIJAL INDUSTRIES LIMITED.

Your Directors have great pleasure in presenting 16th Annual Report together with the Audited statement of Accounts for the year ended 31st March, 2007.

1. FINANCIAL HIGHLIGHTS: (AMOUNT Rs. in LACS)

SOURCES	31/3/2007 Rs.	31/3/2006 Rs.
Gross Income	3483.36	2514.02
Gross Operating Profit	8.51	5.45
Depreciation & Amortization	(4.18)	(3.93)
PROFIT /(Loss) BEFORE TAX	4.33	1.52
Provision for Taxation & others	(1.64)	(0.25)
PROFIT/(Loss) AFTER TAX	2.69	1.27
	=====	=====
Balance Brought Down	10.22	8.61
Less:-Prev.-Yr. Adjustment	(0.13)	(0.22)
ADD/-(Less):-Transfd. To/from		
Deferred Tax Liability	0.34	0.56
TOTAL	13.12	10.22
	=====	=====

2. DIVIDEND :

In the absence of adequate profits, your Directors did not recommend any dividend for the current year.

3. DIRECTORS:

During the year, Mr. Ganesh Maski Director is retiring by rotation and being eligible offers himself for re-appointment.

4. DEPOSITS:

During the year Your Company has not accepted any deposits from the public.

5. EMPLOYEES:

Particulars of employees as required by Section 217 (2A) of the Companies (Particulars of Employees) Rules, 1975 are not given as no employees are drawing salary in excess of the limit of the Section 217(2A).

6. AUDITORS :

Auditors M/S. DAGDULAL K JAIN & CO., Chartered Accountants, Thane retires at the conclusion of this A.G.M. and being eligible offers himself for re-appointment. Members are requested to appoint auditors for the current year and to fix his remuneration.

7. AUDITORS REMARK

The Notes to the account referred to in the Auditors Report are self explanatory and, therefore, do not call for any further comments.

8. CORPORATE GOVERNANCE:

Report on Corporate Governance along with a certificate from the Auditors of the Company regarding compliance of the requirements of Corporate Governance, as also a Management Discussion & Analysis Report pursuant to Clause 49 of the Listing Agreement with Stock Exchange are annexed hereto.

9. SUBSIDIARIES:

As the Company has no subsidiaries, Provisions of Section 212 of the Companies Act, 1956 does not apply.

10. PARTICULARS OF CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Being a Service Provider Company, no activities relating to conservation of energy & technology absorption are carried out as such and hence not applicable.

11. AUDIT COMMITTEE

As per the provisions of Section 292(4) of the Companies Act, 1956 the company has formed an audit committee comprising of Directors of the Company. The committee reviews the requirements of the aforesaid section and report to the Board of Directors.

12. DIRECTORS RESPONSIBILITY STATEMENT.

Your Directors would like to inform the members that the audited accounts containing the financial statements for the year 2007 are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance of the transactions carried out during the year and reasonably present the company's financial condition and result of operations. These financial statements are audited by the Statutory Auditors M/s Dagdulal k. Jain & Co. Your Directors further confirm that:

1. In the preparation of the annual accounts, applicable Accounting Standards have been followed;
2. The accounting policies are consistently applied and reasonable, prudent judgement and estimates are made so as to give a true and fair view of the state of affairs of the company as at 31st March, 2007 and of the Profit of the Company for the year ended on that date.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities ;
4. That the directors had prepared the annual accounts on a going concern basis.

13. APPRECIATION:

Your Directors wish to take this opportunity to thank the share holders, Bankers, Customers etc. for their co-operation and support extended to company.

By order of the Board

FOR TRIJAL INDUSTRIES LIMITED



KAMLESH MEHTA
(Chairman)

Date: 29th August , 2007

Place: MUMBAI.

CORPORATE GOVERNANCE REPORT

(Annexure to Directors Report)

Pursuant to Clause 49 of the Listing Agreement, Your Directors present below a detailed report on Corporate Governance.

1. Company's philosophy:

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement is became applicable to the company by March, 2003 and subsequently amended w.e.f 1st January 2006. The same has been implemented by the company.

The company believes in maximum utilization of resources at minimum cost and attaining maximum long term value for it's shareholders. The company has also consistently followed good Corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

Your Company is committed to good Corporate Governance and has adhered to the prescribed standards. The Company's philosophy on code of Governance is aimed at efficient conduct of business in compliance with the prescribed Acts and Rules on Corporate Governance.

2. Board of Directors:

The Board of the Company comprises of 4 (four) Directors out of which 1(one) Director is Promoter Director & remaining 3 (Three) Directors are Independent Non Ex. Directors. There are no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company apart from as else where mentioned in this Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

Non Executive Directors:

As per revised code of Corporate Governance, the composition of the Board should be as such that the Board of Directors of the company shall have an optimum combination of executive and non-executive Directors with not less than fifty percent of the Board of Directors comprising of non Executive Directors.

Details of Directors Seeking Appointment / Reappointment at the Forthcoming Annual general meeting (pursuant to clause 49 VI (IA) of the Listing Agreement)

Name of the Director	Mr. Ganesh Maski
Age	32
Qualification	M.Com.
Expertise in specific functional areas	Expertise in Financial and Administrative matters.
Directorship in other Indian Public Limited Company & other firms as on 31.03.2007	NIL

During the year there were in total 06 (Six) Board Meetings were held i.e. on 29/04/2006, 31/07/2006, 18/08/2006, 30/10/2006, 31/01/2007 and 15/03/2007. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sr. No.	Name of Director	Category	No. of meetings Attended (Including comm. Meetings)	Attendance at Last AGM	No. Of Other Directorship	No. Of Other Committee members In other Companies
1.	Mr. Kamlesh Mehta	Chairman & Promoter Director	6	Yes	Nil	Nil
2.	Mr. Vishwas Panse	Independent Non-Ex. Director	5	Yes	1	3
3.	Mr. S. P. Sharma	Independent Non-Ex. Director	5	Yes	Nil	Nil
4.	Mr. Ganesh Maski	Independent Non - Ex. Director.	4	Yes	Nil	Nil

Committees of the Board:

3. Audit Committee

Pursuant to the provisions of section 292(A) of The Companies Act, 1956 & clause 49 of Listing Agreement, an Audit Committee comprising of 3 Non Ex. Directors has been constituted.

Following are the members of the Committee.

1. Mr. Viswas Panse – Chairman
2. Mr. S. P. Sharma – Member
3. Mr. Ganesh Maski – Member.

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings held	No. of Committee meetings attend.
Mr. Viswas Panse - Chairman and Independent Non Executive Director	4	4
Mr. S. P. Sharma - Member and Independent Non Ex. Director	4	4
Mr. Ganesh Maski – Member and Independent Non Ex. Director	4	3
Mr. D. K. Jain – Statutory Auditors of the Company. (by invitation)	4	4

Broad terms of reference of the Audit Committee are as per following:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of statutory auditors and with Management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- 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 creditable.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with management, performance of statutory Auditors and adequacy of the internal control systems.

- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

4. Remuneration Committee

The Stock Exchange Listing Agreement stipulates that the Remuneration Committee should comprise of at least three Non Ex. Independent Directors accordingly the company constituted the Remuneration Committee. Except Chairman, all the three members of the committee are Non Ex. & Independent Directors.

Following are the members of the Committee.

1. Mr. Vishwas Panse – Chairman
2. Mr. S. P. Sharma – Member
3. Mr. Ganesh Maski – Member

THE ATTENDANCE AT THE REMUNERATION COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings held	No. of Committee meetings attend.
Mr. Viswas Panse - Chairman and Independent Non Executive Director	1	1
Mr. S. P. Sharma - Member and Independent Non Ex. Director	1	1
Mr. Ganesh Maski – Member and Independent Non Ex. Director	1	1

During the year the Non-Ex. Directors were not paid any sitting fees.

5. Disclosure on Remuneration of Directors

1. All element of remuneration package of individual directors summarized under major groups, such as salary benefits; bonuses, stock option, pension etc. – NIL
2. Details of fixed component and performance linked incentives, along with the performance criteria - NIL
3. Service contracts, notice period, severance fees – NIL
4. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable - NIL

Following is the list of Directors and their Shareholdings in the Company.

Sr. No.	Name of the Non-Executive Directors	Number of Equity Shares	Non convertible Instruments
1.	Mr. Kamlesh Mehta	321500	Nil
2.	Mr. Viswas Panse	15000	Nil
3.	Mr. S. P. Sharma	5000	Nil
4.	Mr. Ganesh Maski	199644	Nil

6. Shareholders/Investors Grievance Committee

The Shareholder/Investors Grievance Committee has been constituted. The committee consists of three Non Ex. & Independent Directors & Compliance Officer. The Committee is chaired by Mr. S. P. Sharma. The committee looks into the shareholder and investors grievance that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee.

1. Mr. S. P. Sharma - Chairman
2. Mr. Vishwas Panse - Member
3. Mr. Ganesh Maski - Member
4. Mr. Kamlesh Mehta - (Compliance Officer)

THE ATTENDANCE AT THE SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE MEETING WAS AS UNDER:

Name	Category	No. of Committee meetings attend.
Mr. S. P. Sharma	Chairman and Independent Non Ex. Director	4
Mr. Viswas Panse	Member and Independent Non Executive Director	4
Mr. Ganesh Maski	Member and Independent Non Ex. Director	4
Mr. Kamlesh Mehta	Member and Compliance officer.	4

The company received NIL complaints from the shareholders during the year, Plus 2 old complains out of which none is resolved and 2 remained pending at the end of the year for want of necessary details from the shareholder.

7. General Body Meetings:

Details of last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2003-04	27/09/04	4.30 p.m.	146, Great Western Building ,Fort, Mumbai – 400 023	-- N.A. ---
2004-05	30/09/05	3.00 p.m.	58, Shree Krishna Niwas, 496 Kalbadevi Road, Mumbai 400002	-- N.A. ---
2005-06	29/09/06	3.00 p.m.	58, Shree Krishna Niwas, 496 Kalbadevi Road, Mumbai 400002	-- N.A. ---

No special resolutions were put through postal ballot in all the above mentioned meetings.

8. Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties were imposed on the Company by any Stock Exchange or SEBI.

The Company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.

The Company is in the process of adopting whistle blower policy, a non – mandatory provision of corporate governance.

The Board hereby affirm that no personnel has been denied access to the audit committee.

9. Means of Communication:

Since the company's registered office is situated at Mumbai the Quarterly/ yearly results are submitted to the concerned Stock Exchanges in due course. The company has started its own website with the address as www.trijalindustries.com, the quarterly un-audited results, annual audited results, share holding patterns, news and announcements by the company are published on the same.

No presentation was made during the year either to Institutional Investors or to the analysts.

Management discussion & Analysis Report is attached herewith forming part of the Annual Report.

10. General Shareholders Information:

The 16th Annual General Meeting is scheduled to be held on Tuesday the 25th September, 2007 at 4.30 p.m. at the Registered office of the Company situated at 58, Shree Krishna Niwas, 496, Kalbadevi Road, Mumbai - 400 002.

- a. The Financial year of the company is from April to March. The financial calendar is as per following.

First quarter results (30 th June)	End of July
Mailing of Annual Reports	1 st week of September, 2007.
Annual General Meeting	25 th September, 2007
Payment of Dividend	N.A.
Second quarter results (30 th September)	End of October
Third quarter results (31 st December)	End of January
Fourth quarter / Annual Results	End of June

- b. Book Closure dates are from Tuesday the 25th September, 2007 to Saturday the 29th September, 2007 (both days inclusive).
- c. The Board of Directors have not proposed any dividend for the current financial year.
- d. The company's shares are listed at Mumbai Stock Exchange. The Listing Fees for the year 2006-07 for the Mumbai Stock Exchange has been paid.
- e. Scrip Code BSE - 531658
ISIN - INE454E01013

f. Market price data:

(All figures in Indian Rupees)

Months	Price			Volume
	High	Low	Close	(No. Of Shares)
April-06	2.31	1.93	2.00	37219
May-06	2.54	1.90	2.25	52591
June-06	2.24	1.42	1.46	53975
July-06	1.71	1.30	1.30	33330
August-06	2.44	1.19	1.80	62879
September-06	2.35	1.40	1.40	60685
October-06	1.48	1.25	1.39	50352
November-06	1.90	1.33	1.90	49892
December-06	2.58	1.87	2.17	81389
January-07	2.70	2.07	2.40	151943
February-07	2.96	2.40	2.54	54879
March-07	2.60	1.32	1.32	8874

g. Registrar and Transfer Agents

Purva Shareregistry (India) Private Limited.
Shiv Shakti Industrial Estates,
Unit No.9, 7-B J.R. Boricha Marg,
Sitaram Mills Compound,
Mumbai – 400 001.
Tel: 23016761 Email: busicomp@vsni.com

h.- Share Transfer System

The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order. The share transfers are approved every fifteen days.

i. Distribution of Shareholding as on 31st March, 2007.

Share holding of	Nominal Value of	Shareholders No.	% of Total	Share Amt.	% of Total
Rs.	Rs.			Rs.	
1	5000	779	44.41	2422940	4.83
5001	10000	414	23.60	3806380	7.59
10001	20000	245	13.97	4194150	8.36
20001	30000	87	4.96	2344800	4.67
30001	40000	47	2.68	1747570	3.48
40001	50000	44	2.51	2105690	4.20
50001	100000	75	4.28	5827670	11.62
100001	Above	63	3.59	27711800	55.25
** T O T A L **		1754	100.00	50161000	100.00

j. Dematerialization of shares and Liquidity.

The company's shares were dematerialized w.e.f. 22/11/2001 vide a Tripartite agreement executed between NSDL, CDSL and the Company. 47,49,550 Equity Shares representing 94.68% were held in Demat form & the balance 2,66,550 Equity Shares representing 5.32% were in physical form.

k. Company has not issued either ESOP or any GDRs/ADRs/Warrants/Convertible instrument.

l. The Company is not having any plants as such as the Company is a Service Provider/ trader

m. Address for correspondence:

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Regd. office of the company situated at following address:

58, Shree Krishna Niwas,
496, Kalbadevi Road,
Mumbai - 400 002.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

As members are aware the Company's main business is of providing Services/ trading. The business of investment is totally relied on capital market scenario and that of Software is changing every day with change in technologies. The said Industry is unpredictable & volatile in nature. Your Directors are taking maximum efforts to safeguard funds of the Company while making investments and in trading in software.

B) OPPORTUNITIES / OUTLOOK:

Since your Company is diversified into trading of software and also looking for development of software in house, your Directors expect better future outlook. As members are aware information technology sector is developing very fast, there is huge potential which is untapped.

C) THREATS

The major threats to information technology Industry will be continuous changes and so all new developments become obsolete with in very short time.

D) RISKS AND CONCERNS:

Your Directors are taking optimum measures to safeguard against such risk of changes that take place & other calamities with continues efforts to upgrade technology.

E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal control system.

F) HUMAN RESOURCES POLICIES:

The Company had strong belief in Human Resources & accordingly policies are drawn from time to time.

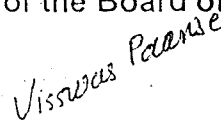
G) CAUTIONARY STATEMENT:

Your Board has taken abundant precaution in selecting and developing its Business.

For and on behalf of the Board of Directors



Kamlesh Mehta
Director



Vishwas B. Panse
Director

Place: Mumbai

Date: 29th August, 2007

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO,
The Shareholders,
TRIJAL INDUSTRIES LTD.

We have examined the compliance of the conditions of Corporate Governance by **TRIJAL INDUSTRIES LIMITED** for the year ended on 31st March 2007, as stipulated in Clause 49, of the Listing Agreement of the Company with the Stock Exchange, Mumbai.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion, of the financial statement of the company.

In our opinion and according to the information and explanations given to us, we state that to the best of our knowledge, the Company has complied with the conditions of Corporate Governance stipulated in the Clause 49.

We state that the compliance of the conditions of the Corporate Governance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, DAGDULAL K. JAIN & CO.
Chartered Accountants



(D.K.JAIN)
Proprietor
Membership No : 15929


Place: Thane
Date: 29TH August, 2007

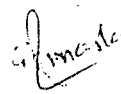
CEO/CFO CERTIFICATION

To,
The Board of Directors,
TRIJAL INDUSTRIES LIMITED
58, Shri Krishna Niwas,
496 Kalbadevi Road,
Mumbai – 400 002

We hereby certify that for the financial year, ending 31st March, 2007 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. 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;
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
4. we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
 - a. There have been no significant changes in internal control during the year;
 - b. There have been no significant changes in accounting policies during the year.
 - c. There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.


(CFO)


(CEO)

Date: 29TH August, 2007.
Place: Mumbai

DECLARATION

I, MR. Ganesh Maski CEO of the Company hereby declare that all Board Members and senior management personnel have affirmed compliance with the code on an annual basis.

FOR TRIJAL INDUSTRIES LIMITED



(CEO)

Date: 29th August, 2007.
Place: Mumbai.

AUDITORS' REPORT

To

The Members of TRIJAL INDUSTRIES LIMITED

We have audited the attached Balance Sheet of **TRIJAL INDUSTRIES LIMITED** as on **31st March, 2007** and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements, based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956, vide notification No.G.S.R-766 (E) dated 25 November, 2004 (CARO) and on the basis of such checks of the books of Accounts and records of the Company, as we considered appropriate and according to the information and explanations given to us, we enclose in the annexure a Statement on the matters specified in the said order.

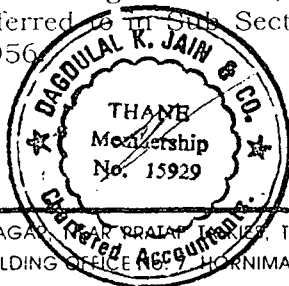
Further to our comments in the Annexure referred to above, we Report that:

2. (a) We have 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, books of accounts as required by law have been kept by the company, so far as, appears from our examination of the books.

(c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with books of accounts.

(d) In our opinion, the Balance sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards, to the extent applicable, specified by the I.C.A.I. referred to in Sub Section (3) (c) of Section 211 of the Companies Act, 1956.



(e) On the basis of written representations received from the directors, as on 31st March, 2007, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on


31st March, 2007, from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

3. For Accounting for Taxes on Income as per Accounting Standard 22 issued by ICAI, Please refer to Item No. 12 of Notes on Account forming Part of the Report.
4. In our opinion and to the best of our information and according to the explanations given to us the accounts read with schedule " I " The other Significant Accounting Policies and the Notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view.
 - a. In the case of the Balance Sheet of the affairs of the company as at 31st March, 2007.

AND
 - b. In the case of the Profit & Loss Account of the Profit of the Company for the year ending on that date.

AND
 - c. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For DAGDULAL K JAIN & CO
CHARTERED ACCOUNTANTS


D. K. Jain
(Proprietor)
Membership no. 15929



DATE : 29TH AUGUST , 2007
PLACE: Thane

ANNEXURE TO THE AUDITORS REPORT

Referred to in paragraph 1 of our Report of even date of **TRIJAL INDUSTRIES LTD.** as at 31st March, 2007.

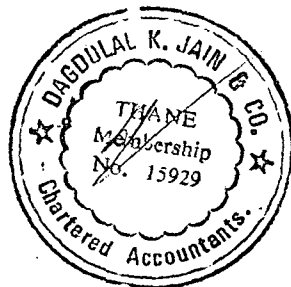
1. (a) The Company has maintained proper records showing full particulars including quantitative details of Fixed Assets and situation of fixed assets.

(b) The company has physically verified Fixed Assets at reasonable intervals and no material discrepancies were noticed on such verification.

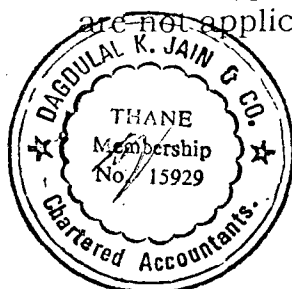
(c) None of the Fixed Assets have been disposed off during the year.
2. (a) The Inventory has been physically verified by the management at reasonable intervals during the year.

(b) The procedure of physical verification of Inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business.

(c) The Company is maintaining proper records of inventory and the discrepancies noticed on verification between the physical stock and the book records were not material and the same have been properly dealt with in the books of accounts.
3. The company has not taken / granted unsecured loans, to/ from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, provisions of clause 4 (iii) (b) to (g) of the Order are not applicable.
4. In our opinion, and according to explanation given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories, fixed assets and for the sale of goods and services. There is no continuing failure to correct weakness in internal control system.

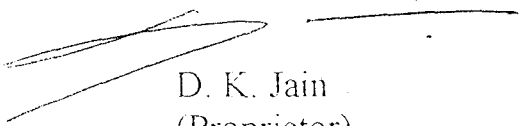


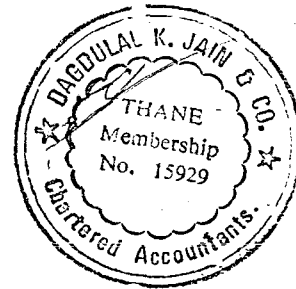
5. According to the information and explanations given to us, we are of the opinion that there are no transactions that need be entered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly provisions of clause 4(v) (b) of the Order are not applicable.
6. According to the information and explanation given to us, during the year under review, the company has not accepted any Deposits from the public and hence provisions of section 58A, 58AA and 58AAA of the Companies Act, 1956 and Rules framed there under are not applicable.
7. According to information given to us the company is in the process of establishing internal audit system commensurate with the size of the company.
8. We have been informed that the maintenance of cost records has not been prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956 for any of the products of the company.
9. (a) According to the records of the Company, Provident Fund, Investor Education and Protect Fund, ESIC, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess, Income Tax etc. dues have been regularly deposited, wherever applicable, during the period with the appropriate authorities, for all undisputed statutory dues as applicable, except one payment of service Tax for Rs.1,79,836/- which is due for past one year as on 31-03-2007.
(b) There are no disputed statutory liabilities during the period covered under this Audit.
10. The Clause of accumulated losses etc. is not applicable to the company.
11. We have observed that the company has not defaulted in repayment of Dues to Bank or financial institution, since no loan has been obtained from any Bank by the Company.
12. Company has not granted loans & Advances on the basis of security etc. hence no discrepancies thereof arises.
13. The Provisions of Nidhi / Mutual benefit Fund/ Society etc. are not applicable to the Company. Hence Clause (a) to (d) are not applicable.



14. Company has maintained proper records for securities and Debentures as required.
15. Company has not given any Guarantee for loans taken by others and hence other provision are not applicable.
16. Company has not obtained any loan from Banks / F.I. and hence application of loan for specific purpose clause is not applicable.
17. Company has not used short term funds for long term investments.
18. No preferential Allotment of shares etc. has not been made by the Company, hence other clauses are not applicable.
19. No Debentures are issued by the Company.
20. There was no rising of money by Public issue during the year.
21. According to the explanation and Information given by the Company and on checking we did not come across any instance of fraud on or by the Company during the year 2006-2007.

For DAGDULAL K JAIN & CO
CHARTERED ACCOUNTANTS


D. K. Jain
(Proprietor)
Membership no. 15929



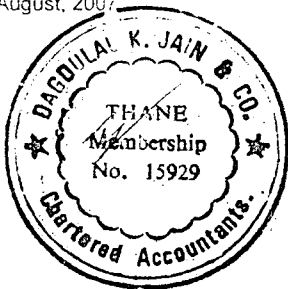
DATE : 29TH AUGUST , 2007
PLACE: Thane

TRIJAL INDUSTRIES LIMITED**BALANCE SHEET AS AT 31ST MARCH 2007**

		CURRENT YEAR 31-3-2007 AMOUNT(RS)	PREVIOUS YEAR 31-3-2006 AMOUNT(RS)
<u>SOURCES OF FUNDS</u>			
I SHARE CAPITAL	A	50,161,000	50,161,000
II RESERVES & SURPLUS	B	1,311,521	1,021,798
III LOANS			
TOTAL		51,472,521	51,182,798
<u>USES OF FUNDS</u>			
IV FIXED ASSETS	C		
GROSS BLOCK:		3,226,463	3,177,124
ADDITIONS DURING THE YEAR		362,000	49,339
TOTAL		3,588,463	3,226,463
LESS : DEPRECIATION TO THE DATE		2,070,936	1,653,237
NET BLOCK		1,517,527	1,573,226
V. INVESTMENTS	D	26,353,730	42,645,628
VI. CURRENT ASSETS	E	41,745,630	39,754,558
LOANS & ADVANCES			
VII. LESS : CURR. LIABILITIES & PROVISIONS	F	18,144,366	32,790,615
NET CURRENT ASSETS		23,601,264	6,963,943
VIII. MISC. EXPENDITURE (TO THE EXTENT NOT WRITTEN OFF OR ADJUSTED)			
TOTAL		51,472,521	51,182,797

NOTES TO THE ACCOUNTS & S.A.P. I

AS PER OUR REPORT OF EVEN DATE ATTACHED & SCHEDULES "A" TO "I "

FOR DAGDULAL K. JAIN & CO.
(CHARTERED ACCOUNTANTS)FOR & ON BEHALF OF THE BOARD OF
TRIJAL INDUSTRIES LTD(D.K. JAIN)
PROPRIETOR.(KAMLESH MEHTA) (V. B. PANSE) (GANESH MASKI)
(DIRECTOR) (DIRECTOR) (DIRECTOR)PLACE :THANE
DATED :29th, August, 2007PLACE :MUMBAI
DATED :29th, August, 2007

TRIJAL INDUSTRIES LIMITED**PROFIT AND LOSS ACCOUNT AS ON 31ST MARCH, 2007.**

		CURRENT YEAR 31-3-2007 AMOUNT(RS)	PREVIOUS YEAR 31-3-2006 AMOUNT(RS)
INCOME			
SALES & OTHER INCOME	G	348,336,380	251,402,467
INCREASE /(DECREASE) IN STOCK		1,998,595	(280,496)
TOTAL		350,334,975	251,121,971
EXPENDITURE			
PURCHASES		348,311,180	249,333,961
DIRECT, ADMN. & SELLING EXPS.	H	1,173,551	1,243,830
DEPRECIATION		417,699	387,381
PRELIMINARY & PRE-OPERATIVE EXPENSES WRITTEN OFF		-	5,600
TOTAL		349,902,430	250,970,772
PROFIT BEFORE TAXATION		432,545	151,199
LESS : PROVISION FOR TAXATION		(150,000)	(25,000)
LESS : PROVISION FOR F.B.T.		(13,760)	-
PROFIT AFTER TAXATION		268,785	126,199
LESS: PREVIOUS YEAR ADJUSTMENT		(12,625)	(22,006)
NET CARRIED TO B/SHEET		256,160	104,193
ADD : BALANCE BROUGHT FORWARD		1,021,798	861,389
ADD/(LESS): TRANSFD. TO DEFERD TAX LIABILITY		33,563	56,216
BALANCE CARRIED TO BALANCE SHEET		1,311,521	1,021,798

NOTES TO THE ACCOUNTS & S.A.P.

AS PER OUR REPORT OF EVEN DATE ATTACHED & SCHEDULES "A" TO "I"

FOR DAGDULAL K. JAIN & CO.
(CHARTERED ACCOUNTANTS)FOR & ON BEHALF OF THE BOARD OF
TRIJAL INDUSTRIES LTD(D.K. JAIN)
PROPRIETOR.(KAMLESH MEHTA) (V. B. PANSE) (GANESH MASKI)
(DIRECTOR) (DIRECTOR) (DIRECTOR)PLACE :THANE
DATED :29th August, 2007PLACE :MUMBAI
DATED :29th August, 2007

TRIJAL INDUSTRIES LIMITED**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31.03.2007**

	CURRENT YEAR 31-3-2007 AMOUNT(RS)	PREVIOUS YEAR 31-3-2006 AMOUNT(RS)
SCHEDULE " A "		
SHARE CAPITAL		
AUTHORISED		
52,50,000 EQUITY SHARES OF RS.10/- (PREVIOUS YEAR 52,50,000 EQUITY SHARES OF RS.10)	52,500,000	52,500,000
ISSUED, SUBSCRIBED AND PAID UP		
50,16,100 EQUITY SHARES OF RS.10/- EACH FULLY PAID UP. (PR.YR 50,16,100 EACH FULLY PAID)	50,161,000	50,161,000
TOTAL	50,161,000	50,161,000

SCHEDULE " B "**RESERVES & SURPLUS**

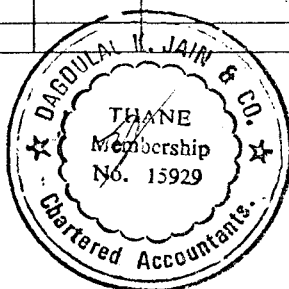
OPENING BALANCE	1,021,798	861,389
ADD/(LESS): PREVIOUS YEAR ADJUSTMENT	(12,625)	(22,006)
ADD/(LESS): TRANSFERED TO DEFERED TAX LIABILITY	33,563	56,216
ADD/(LESS) : PROFIT FOR THE YEAR	268,785	126,199
TOTAL	1,311,521	1,021,798

SCHEDULE " D "**INVESTMENTS (AT COST)**

QUOTED	8,446,230	2,802,000
(Market Value of Quoted Shares as on 31-03-2007 is Rs.41,99,550/-)		
UN QUOTED	17,907,500	39,843,628
TOTAL	26,353,730	42,645,628

List of Shares held in Listed Companies at COST And Market Value as on 31st March,2007.

PARTICULARS	AT COST			MARKET VALUE	
	QTY.	PURCHASE @	CLOSING BALANCE	AS ON 31/03/07	Total Amount as on 31st March,2007
1 Amtec India Ltd	200	123.36	24,672	138.15	27,630.00
2 Cipla Ltd.	200	221.00	44,200	235.70	47,140.00
3 Flex Food Ltd	500	40.19	20,095	19.10	9,550.00
4 Ambuja cement Ltd	100	93.87	9,387	106.70	10,670.00
5 Hindustan Unilever Ltd	100	242.00	24,200	205.95	20,595.00
6 Hiran Orgochem Ltd.	50,000	50.00	2,500,000	55.20	2,760,000.00
7 Infosys Ltd	30	2,942.00	88,280	2,612.60	78,378.00
8 ITC Ltd	200	180.00	36,000	146.75	29,350.00
9 L & T Ltd	20	2,356.58	47,132	1,619.15	32,383.00
10 Kusushagra Software Ltd.	500,000	10.00	5,000,000	1.55	775,000.00
11 Media Video Ltd	1,080	39.00	39,000	41.15	44,442.00
12 Reliance Capital Ltd	200	466.67	93,334	668.05	133,610.00
13 Reliance Comm Ltd.	200	281.00	56,200	420.00	84,000.00
14 Reliance Industries Ltd.	100	980.00	98,000	1,365.35	136,535.00
15 Sun Infoways Ltd.	1,000	252.00	252,000		
16 Triplex Overseas Ltd.	1,000	113.73	113,730	42.65	42,650.00
TOTAL			8,446,230		4,231,933

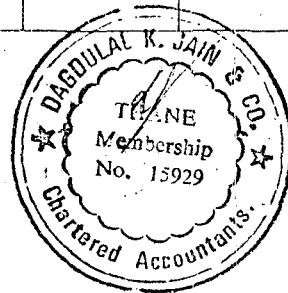


TRIJAL INDUSTRIES LTD.

SCHEDULE "C"

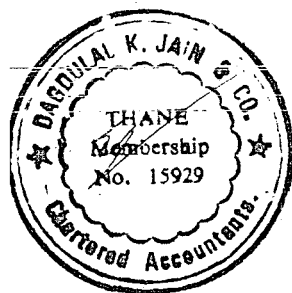
SCHEDULE OF FIXED ASSETS AND DEPRECIATION FOR 31 ST MARCH 2007 AS PER COMPANIES ACT , 1956

DESCRIPTION	GROSS BLOCK				DEPRECIATION S.L.M.			NET BLOCK	
	OPENING BALANCE AS ON 1/4/2006	ADDITIONS	SALE	CLOSING BALANCE AS ON 31/3/2007	UPTO 31/3/2006	FOR THE YEAR 2006-07	AS ON 31/3/2007	AS ON 31/3/2007	AS ON 31/3/006
PLANT & MACHINERY	396,380.00	-	-	396,380.00	230,288.00	18,227.00	248,515.00	147,865.00	166,092.00
FURNITURE & FIXTURES	130,100.00	-	-	130,100.00	85,579.34	8,235.00	93,814.34	36,285.66	44,520.66
OFFICE EQUIPMENTS	168,953.00	7,000.00	-	175,953.00	73,484.94	12,908.00	86,400.94	89,552.06	95,458.06
COMPUTERS	2,531,030.00	355,000.00	-	2,886,030.00	1,263,874.32	378,331.00	1,042,205.32	1,243,824.68	1,267,155.68
TOTAL RS.	3,226,463.00	362,000.00	-	3,588,463.00	1,653,236.60	417,699.00	2,070,935.60	1,517,527.40	1,573,226.40
PREVIOUS YEAR RS 2005-2006	3,177,124.00	49,339.00	-	3,226,463.00	1,265,855.50	387,381.10	1,653,236.60	1,573,226.40	1,911,268.50



TRIJAL INDUSTRIES LIMITED**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31.03.2007.**

	CURRENT YEAR 31-3-2007 AMOUNT(RS)	PREVIOUS YEAR 31-3-2006 AMOUNT(RS)
<u>SCHEDULE " E "</u>		
CURRENT ASSETS, LOANS & ADVANCES		
1. CURRENT ASSETS		
A. STOCK IN TRADE(SHARES)	5,386,319	5,386,319
STOCK IN TRADE(GOODS)	5,413,699	3,415,104
B. SUNDRY DEBTORS		
(Less than six months)	12367098	4,400,345
(More than six months)	7796082	5,155,111
	20,163,180	
C. CASH & BANK BALANCES		
CASH ON HAND	313,460	403,849
BANK BALANCE	2,757,272	1,452,316
D. SHARE APPLICATION MONEY	7,150,000	18,371,050
E. DEPOSITS	160,000	160,000
SUB TOTAL	41,343,930	38,744,094
2. LOANS & ADVANCES		
a) ADV.RECOVERABLE IN CASH OR KIND OR FOR VALUE TO BE RECEIVED	344,728	1,036
b) SHORT TERM INTER CORP. DEPOSIT GIVEN	-	952,456
c) TAX DEDUCTED AT SOURCE(05-05)	56,972	56,972
	401,700	1,010,464
TOTAL	41,745,630	39,754,558



TRIJAL INDUSTRIES LIMITED**SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31.03.2007.**

	CURRENT YEAR 31-3-2007 AMOUNT(RS)	PREVIOUS YEAR 31-3-2006 AMOUNT(RS)
<u>SCHEDULE " F "</u>		
<u>CURRENT LIABILITIES & PROVISIONS</u>		
<u>1. CURRENT LIABILITIES</u>		
SUNDRY CREDITORS	17,351,452	32,070,739
EXPENSES PAYABLE	26,578	28,737
DIFFERED TAX LIABILITY	397,740	431,303
SERVICE TAX	179,836	179,836
<u>2. PROVISIONS</u>		
PROVISION FOR TAX(PRV. YEARS)	25,000	55,000
PROVISION FOR INCOME TAX. (06-07)	150,000	25,000
PROVISION FOR F.B. TAX. (06-07)	13,760	-
TOTAL	18,144,366	32,790,615

SCHEDULE " G " SALES AND OTHER INCOME

LOCAL SALES	348,225,740	249,376,778
INTEREST	9,640	59,589
DIVIDEND	101,000	93,000
SOFTWARE DEVELOPMENT CHRG.	-	1,833,100
INCOME FROM FINANCIAL SERVICES	-	40,000
TOTAL	348,336,380	251,402,467

**SCHEDULE " H " OTHER ADMIN. &
FINANCIAL EXPENSES**

SALARIES & STAFF WELFARE	600,747	715,202
OTHER ADMIN. & FINANCIAL EXPENSES	532,804	493,628
AUDITORS FEES	25,000	20,000
LISTING FEES	15,000	15,000
TOTAL	1,173,551	1,243,830

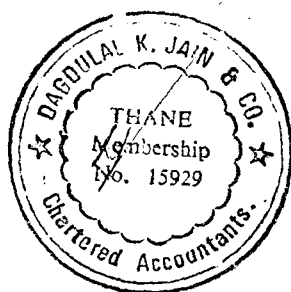


TRIJAL INDUSTRIES LTD.

SCHEDULE : "H" CONTINUE

OTHER ADMINISTRATIVE & SELLING EXP. AS ON 31 MARCH 2007

	CURRENT YEAR 31-3-2007 in Rs.	PREVIOUS YEAR 31-3-2006 in Rs.
BANK CHARGES	2,636.21	1,559.30
BOOKS & PERIODICALS	3,903.50	3,754.00
BROKERAGE	4,013.39	
CDSL & NSDL FEES	20,000.00	30,000.00
COMPUTER EXPENSES	-	10,704.00
CONVEYANCE	37,304.24	17,108.50
COURIER EXPENSES	-	845.00
ELECTRICITY CHARGES	52,294.00	47,751.69
INTEREST PAID	-	73,973.00
INTERNET CHARGES	12,045.00	9,325.00
OFFICE EXPENSES	-	2,710.00
OFFICE RENT	33,000.00	24,000.00
PROFESSIONAL FEES	15,000.00	20,000.00
PUBLICITY EXPENSES	-	-
R.O.C.FEES	-	500.00
REPAIRS & MAINTENANCE	1,481.00	13,000.00
REGISTRAR OF SHARE FEES	13,426.00	49,552.40
SALES PROMOTION	126,404.80	42,827.00
SERVICE TAX	8,138.00	9,089.74
STATIONARY EXPENSES	50,035.00	34,932.00
STATUTARY LISTING EXPENSES	17,133.00	15,673.00
TELEPHONE & POSTAGE	60,654.44	77,071.11
TRAVELLING EXP.	54,374.00	-
VAT PAID	18,166.00	
WATER CHARGES	2,795.00	5,120.00
WEB SITE CONTRUCTION CHARGES	-	3,000.00
XEROX EXPENSES	-	1,132.50
TOTAL	532,803.58	493,628.24



TRIJAL INDUSTRIES LIMITED

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SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31st March, 2007.

SCHEDULE "I"

NOTES AND SIGNIFICANT ACCOUNTING POLICIES (S.A.P.) ATTACHED TO AND FORMING PART OF ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED ON 31st MARCH, 2007.

1. **Major accounting policies:** -Major accounting policies as pursued by the company are as follows: -

a) **ACCOUNTING CONVENTION :**

The Financial statements are prepared under the Historical cost convention, on Accrual Basis , in accordance with generally accepted accounting principles in India, The accounting Standards issued by the Institute of Chartered Accountants of India and the Provisions of Companies Act, 1956.

b) **DEPRECIATION:**

The depreciation on the fixed assets in the books are provided for on pro-rate basis on straight line method at rates specified in Schedule XIV to the companies Act, 1956.

c) **PRELIMINARY & PRE OPERATIVE EXPENSES**

Miscellaneous Expenditure is written off at the amount admissible under the Income Tax Act, 1961.

d) **FIXED ASSETS**

Fixed assets are recorded at the cost, which includes all expenses up to commission/putting the assets into use.

e) **TAXATION**

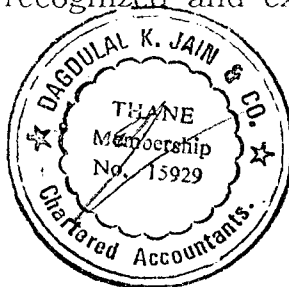
Provision for taxation is made in accordance with provisions prevailing of the Income Tax Act 1961, for the relevant assessment year.

f) **INVESTMENT**

Investment are valued at cost inclusive of all expenses incidental to their acquisition.

g) **RECOGNITION OF INCOME AND EXPENDITURE**

Revenue is recognized and expenditure is accounted for on their accrual.



SCHEDULE 'I' CONTINUES

SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31.03.2007

h) SALES TAX

Sales Tax (VAT) paid and collected by the company is not forming part of the expenditure/income of the company.

h) MISCELLANEOUS EXPENDITURE :

The Miscellaneous expenses are amortized 1/10 every year over a period of ten years.

i) CONTINGENT LIABILITIES

All known liabilities are provided for in the accounts. Liabilities of contingent nature, if any, are generally not provided in the accounts but is shown separately as a note to the accounts.

2. ACCOUNTING STANDARDS:

a) Accounting Standard 17:

The Company is mainly engaged in trading activity and the major revenue comes from the said activity, where as the other activities of investment and financial services form very negligent part. So the segment wise information is of no significant use, not given.

b) Related parties disclosure as per accounting Standard 18:

List of the relative party with whom transaction took place during the year.

Salary paid Rs.180000/- per annum to wife of one of the directors.

c) Lease Agreement as per Accounting Standard 19:

The Company has entered in to an agreement of lease as under:
For Office at Mumbai w.e.f. from 1-04-2006 stands terminated at 31-03-07 and can be renewed further.

d) Earning per share as per Accounting Standard 20:

	2006-07	2005-06
	-----	-----
a. Weighted average number of share at the beginning and end of the year	50,16,000	50,16,000
b. Net Profit after tax available for equity share holders	2,55,180	1,04,193
c. Diluted earning per share	0.05	0.02

e] Taxes on Income Tax as per Accounting Standard 22:

- i. Provision for Income Tax is made in accordance with the Income Tax Act, 1961.
- ii. Current Tax is determined as the amount of tax payable in respect of taxable income for the year.
- iii. Deferred tax for timing difference between the books profit and tax profit for the year is accounted using tax rates and tax laws that have been enacted or subsequently enacted at the balance sheet date.

The Company has provided for Deferred Tax Liability of Rs. 3,97,740/- as calculated below.

	Amount (Rs.)
W.D.V. as per Companies Act. As on 31.03.2007	15,17,527
W.D.V. as per Income Tax Act. As on 31.03.2007	3,35,889

Difference	11,81,639
	=====
Deferred Tax Liability @33.66% on 11,81,639	3,97,740
Less: Provision made in the last year 2005-06	4,31,303

Provision made this year	(33,563)
	=====

3. Previous year figures have been rearranged\regrouped wherever necessary to make it comparable with figures of the current year.

4. The figures have been rounded off to the nearest multiple of Rupee.

5. Balances of deposits, Advances and unsecured loans etc. are subject to confirmation.

6. In the opinion of the Board of Directors of the company, the current assets, loan and advances have value at least equal to the amount at which they are stated in Balance Sheet, if realized in ordinary course of business.

7. The Company has not provided for the diminution/ Appreciation in the Value of Long Term Investment, since in the opinion of the Management such diminution/ Appreciation in it's value is not ascertainable. Investments are subject to confirmation



8. Auditor's Remuneration include following :-

Audit Fee	Rs. 15,000/-
Tax Audit Fees	Rs. 10,000/-

Total	Rs. 25,000/-
	=====

9. There is no employee who is in receipt of remuneration, which in aggregate was not less than Rs. 36,00,000/- p.a. If employed through out the year, Previous year (NIL), and Rs. 3,00,000/- p.m. in aggregate if employed for the part of the year, Previous year (NIL).

10. Quantitative Details of shares in companies.

	<u>2006-07</u>		<u>2005-2006.</u>	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
1) Opening Stock	381100	5386319	381100	5386319
2) Purchases during the year.	0	0	0	0
3) Sales during the year	0	0	0	0
4) Closing Stock	381100	5386319	381100	5386319

(a) Stock of finished material (Software Packages)

	<u>2006 - 2007</u>		<u>2005 - 2006</u>	
	Qty (Nos.)	Amount(Rs)	Qty (Nos.)	Amount(Rs)
1) Opening stock	84	34,15,104	90	36,95,600
2) Purchase during the yr.	1505	34,83,11,180	5805	24,93,33,961
3) Sales during the Yr.	1503	34,82,25,740	5811	24,93,76,778
4) Closing stock	86	54,13,699	84	34,15,104

11. Amount due to small Industries Rs. Nil as on 31/03/2007 out of which amount outstanding for more than Rs. 1.00 lac and due for more than 30 days is Rs. Nil.



TRIJAL INDUSTRIES LIMITED

SCHEDULE 'I' CONTINUES

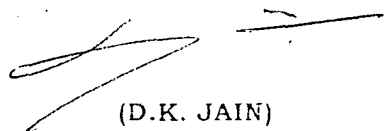
SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31.03.2007

11> a) Value of Imports	-	NIL
b) Earnings in foreign exchanges	-	NIL
c) Remittance in foreign exchange	-	NIL
d) Expenditure in foreign exchange	-	NIL

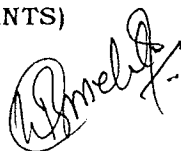
AS PER OUR REPORT OF EVEN DATE ATTACHED & SCHEDULES "A" TO "I"

FOR DAGDULAL K. JAIN & CO.
(CHARTERED ACCOUNTANTS)

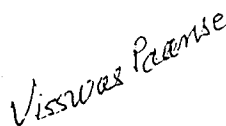
FOR TRIJAL INDUSTRIES LTD



(D.K. JAIN)
PROPRIETOR.



(KAMLESH MEHTA)
(DIRECTOR)



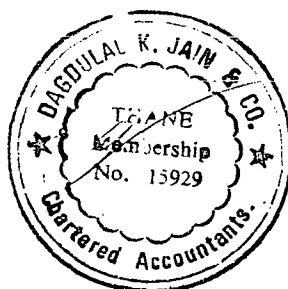
(VISWAS B. PANSE)
(DIRECTOR)



(GANESH MASKI)
(DIRECTOR)

PLACE : THANE
DATED : 29TH AUGUST 2007

PLACE : MUMBAI
DATED : 29TH AUGUST 2007

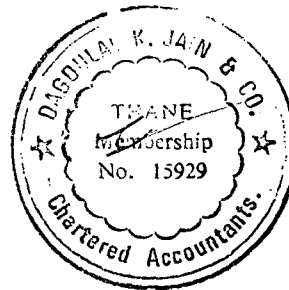


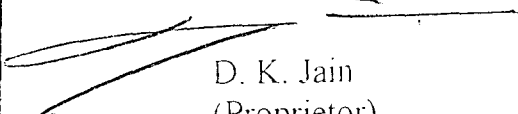
AUDITORS REPORT

To,
The Board of Directors
TRIJAL INDUSTRIES LTD
Mumbai,

We have examined the above **Cash Flow Statement** of TRIJAL INDUSTRIES LTD. for the year ended 31st March, 2007 the statement has been prepared by the company and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.

For DAGDULAL K JAIN & CO.
CHARTERED ACCOUNTANTS




D. K. Jain
(Proprietor)
Membership no. 15929

DATE : 29TH AUGUST , 2007
PLACE: Thane

TRIJAL INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2007

(Pursuant to amended to Clause 32 of the Listing Agreement)

	31st MARCH 2007	31st MARCH 2006
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before Taxation and Extra- Ordinary Items	432,545	151,199
Adjustments for :		
Preliminary Expenses Written Off	-	5,600
Depreciation	417,699	387,381
Prev. Yr Adjustment	(12,625)	(22,006)
Op. Profit before Working Capital Charges	837,619	522,174
Adjustments for:		
Trade and Other Receivables	(10,607,724)	23,964,247
Inventories	(1,998,595)	280,496
Trade payable	(14,646,249)	(21,386,368)
Cash Generated from Operation	(26,414,949)	3,380,549
Direct Taxes	(163,760)	(25,000)
Cash Flow before Extraordinary Items		
Transfer to Deferred Tax Liability Reserve	33,564	56,216
NET CASH FROM OPERATING ACTIVITIES	(26,545,145)	3,411,765
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(362,000)	(49,339)
Share appln. Money	11,221,050	(3,050,000)
Sale(purchase) of Investment	16,291,898	541,136
NET CASH USED IN INVESTING ACTIVITIES	27,150,948	(2,558,203)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of Share Capital	-	-
Proceeds from long Term Borrowing	608,764	256,333
NET CASH USED IN FINANCING ACTIVITIES	608,764	256,333
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,214,567	1,109,895
Cash and Cash Equivalents as at (Opening Balance) -	1,856,165	746,270
Less: Cash and Cash Equivalents as at (Closing Balance)	3,070,732	1,856,165
NET INCREASE AS DISCLOSED ABOVE	(1,214,567)	(1,109,895)

AS PER OUR REPORT OF EVEN DATE

FOR DAGDULAL K. JAIN & CO.
(CHARTERED ACCOUNTANTS)

FOR & ON BEHALF OF THE BOARD OF
TRIJAL INDUSTRIES LTD

(D.K. JAIN)
PROPRIETOR.

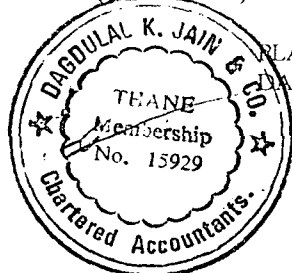
(KAMLESH MEHTA)
(DIRECTOR)

(V. B. PANSE)
(DIRECTOR)

(GANESH MASKI)
(DIRECTOR)

PLACE :THANE
DATED :29th August, 2007

PLACE :MUMBAI
DATED :29th August, 2007



TRIJAL INDUSTRIES LTD.

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**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS
PROFILE AS ON 31/3/2007.**

I. Registration Details

Registration No. 62238

State Code 11

Balance Sheet date 31.03.2007

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue

Nil

Rights Issue

Nil

Bonus Issue

Nil

Private Placement

Nil

Conversion of loans

Nil

III. Position of Mobilization and Deployment of funds

(Amount in Rs. Thousand)

Total Liabilities

RS. 51473

Total Assets

RS. 51473

Sources of funds

1) Paid up capital
RS. 50161

2) Reserves & Surplus
RS. 1312

3) Secured loans
RS. 0

4) Unsecured loans
RS. 0

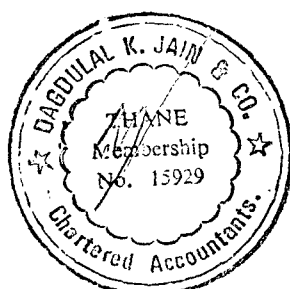
Application of Funds

Net fixed assets
RS. 1518

Investments
RS. 26354

Net current assets
Rs. 23601

Misc. expenditure
RS. 00



TRIJAL INDUSTRIES LTD.

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**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS
PROFILE AS ON 31/3/2007. (Continue)**

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (including other income) RS. 3,48,336	Total Expenditure RS. 3,47,903
Profit/Loss Before Tax RS. 433	Profit/Loss After Tax RS. 269
Earnings Per share in Rs. RS. 0.0536	Dividend Rate % RS. NIL

**V. Generic names of three principal products/services of the company
(as per monetary terms)**

Item code No. { N. A. }
(ITC Code)

Product Description

TRADING IN SECURITIES, CORPORATE & PROJECT ADVISORY
SERVICES , DEVELOPMENT & TRADING IN SOFTWARE PACKAGES

FOR DAGDULAL K. JAIN & CO. FOR TRIJAL INDUSTRIES LTD.
(CHARTERED ACCOUNTANTS)

(D.K. JAIN)
PROPRIETOR.

(KAMLESH MEHTA)
(DIRECTOR)

(VISWAS B.PANSE)
(DIRECTOR)

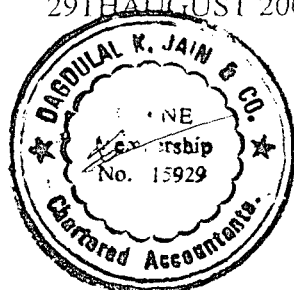
(GANESH MASKI)
(DIRECTOR)

PLACE : THANE

DATED : 29TH AUGUST 2007

PLACE : MUMBAI

DATED : 29TH AUGUST 2007



TRIJAL INDUSTRIES LTD.

REGD OFF: 58 , SHRI KRISHNA NIWAS , 496 KALBADEVI ROAD, MUMBAI - 400 002.

ATTENDANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of meeting hall.

I hereby record my presence at the 16th Annual General Meeting of the Company held on Tuesday the 25th September, 2007 at 4.30 p.m at Registered office, 58 , SHRI KRISHNA NIWAS , 496 KALBADEVI ROAD, MUMBAI - 400 002

Full name of the Shareholder
(in block capitals)

Signature

Folio No.-----/DP ID NO.*-----& Client ID No.*-----

* Applicable for members holding shares in electronic form.

Full name of Proxy
(in block capitals)

Signature

NOTE: Shareholder / Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

TRIJAL INDUSTRIES LTD.

REGD OFF: 58 , SHRI KRISHNA NIWAS , 496 KALBADEVI ROAD, MUMBAI - 400 002.

PROXY FORM

I/We -----of -----in the district of -----being a Member/Members of **TRIJAL INDUSTRIES LTD.**, hereby appoint -----of -----in the district of -----or failing him -----of -----in the district of -----as my /our proxy to attend and vote for me/us and on my /our behalf at the 16th Annual General Meeting of the Company to be held on Tuesday, 25th September, 2007 and at any adjournment thereof.

Signed this ----- day of ----- 2007.

Folio No.-----/DP ID No.*-----& Client ID No.*-----

* Applicable for members holding shares in electronic form.

No. of Shares

Signature

Affix 15
Paise
Revenue
Stamp

This form is to be used @in favour of the resolution. Unless otherwise instructed,
@against

the proxy will act as he thinks fit.

@Strike out whichever is not desired.