

***TRANS CORP
INTERNATIONAL LTD.***



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8th Annual Report 2002-2003

TRANSCORP INTERNATIONAL LIMITED

BOARD OF DIRECTORS

Shri Ashok Kumar Agarwal
 Shri Ram S. Tarneja
 Shri O. P. Sodhani
 Shri Alope Choudhary
 Shri Vineet Agarwal
 Shri Soumya Dutta
 Ms. Alka Rathi
 Shri N. K. Mansukhani

MANAGEMENT PERSONNEL

Shri Amitava Ghosh, Vice President
 Shri M. S. Dudi, Area Manager
 Shri Arun Jain, Company Secretary



AUDITORS

Mehra Goel & Co.

Chartered Accountants
 505, Chiranjiv Tower
 Nehru Place, New Delhi-110 019

Anand Jain & Co.

Chartered Accountants
 309, Navjeevan Complex
 Near Polovictory Cinema
 Jaipur-302 006

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BANKERS

UTI Bank Ltd.
 HDFC Bank Ltd.
 Bank of Punjab Ltd.
 Global Trust Bank Ltd.
 Punjab National Bank



REGISTERED OFFICE

Flat Nos. 306, & 307, 3rd Floor
 Ashoka Bhoopal Chambers
 S. P. Road, Secunderabad-500 003 (A. P.)



CORPORATE OFFICE

204, Bhikaji Cama Bhawan
 Bhikaji Cama Place
 New Delhi-110 066

TRANSCORP INTERNATIONAL LIMITED

NOTICE FOR 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th Annual General Meeting of the Company will be held on Friday, the 29th day of August, 2003 at 12.30 P. M., at Surana Udyog Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003, Profit & Loss Account for the Year ended 31st March, 2003 and the reports of Directors and Auditors thereon.
2. To declare dividend on the equity shares of Company.
3. To appoint a Director in place of Mr. Ram S. Tarneja who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. O. P. Sodhani who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint auditors in place of retiring auditors and to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and if thought fit to pass, with or without modification(s), the following Resolution as an ordinary Resolution: "RESOLVED THAT Mr. N. K. Mansukhani, be and is hereby appointed as a director of the company liable to retire by rotation."
7. To consider and if thought fit to pass the following Resolution, with or without modification(s), as a Special Resolution : **(Resolution to be passed by postal ballot, result of which will be placed before A.G.M.)**
"RESOLVED that pursuant to section 372 A of the Companies Act, 1956, and subject to requisite approvals, if any, the consent of the company be and is hereby accorded to the Board of Directors to make loans, give guarantees or provide securities in connection with a loan made by any other person to acquire by way of subscription, purchase or otherwise the securities of other bodies corporate upto Rs. 600 Lacs to/in TCI Infrastructure Finance Limited, upto Rs. 300 Lacs to/in Bhuruka Investments Limited, upto Rs. 100 Lacs to/in TCI Industries Limited, upto Rs. 50 lacs to/in Rama Crafts (P) Ltd., upto Rs. 50 Lacs to/in Transport Corporation of India Limited, upto Rs. 50 Lacs to/in ABC India Limited, upto Rs. 75 Lacs to/in TCI Bhuruka Projects Limited, Upto Rs. 50 Lacs to/in TCI International Limited and upto Rs. 50 Lacs to/in Ayan Fintrade (P) Ltd. notwithstanding that the aggregate of the inter-corporate loans and investments so far made, guarantees given and securities provided alongwith the loans, investments, guarantees or securities proposed to be made/ given or provided by Board may exceed the prescribed limits as specified under the Companies Act, 1956 from time to time".
"RESOLVED FURTHER that Board of Directors of the Company be and is hereby authorised to do such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution".
8. To consider and if thought fit to pass the following Resolution, with or without modification(s), as a special Resolution : "RESOLVED that the equity shares of the company be de-listed from The Calcutta Stock Exchange Association Limited and Jaipur Stock Exchange Ltd. in accordance with prevailing laws, rules, regulations and guidelines (including any statutory) and subject to such approvals, permissions and sanctions as may be necessary for this purpose."
"Resolved further that the Board of Directors of the company (hereinafter referred to as " the Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred by the Board) be and is hereby authorised to seek voluntary de-listing, to take all necessary steps in this regard and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to de-lisiting of equity shares and to excute all such deeds, documents, writings as may be necessary, desirable, expedient or as may be deemed fit and for this purpose to delegate the authority and duty vested in it by virtue hereof to the company secretary or any other person, the Board may consider suitable to do the various acts, deeds and things required to be done in this behalf"
9. To consider and if thought fit to pass the following Resolution, with or without modification(s), as a Special Resolution : "RESOLVED that consent of the company be and is hereby given to the Board of Directors of the Company for keeping the Register of Members together with Index of Members and copies of all returns prepared under Section 159 and 160 of the Companies Act, 1956 at the premises of the Share Transfer Agents, Alankit Assignments Limited (Share Transfer Department) 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 or at the company's office at 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001(Rajasthan).

Registered Office :

Flat No. 306 & 307, 3rd Floor,
Ashoka Bhoopal Chambers, S. P. Road,
Secunderabad 500003 (A.P.)
Place : Jaipur
Date : 2nd June, 2003.

By order of the Board
For TRANSCORP INTERNATIONAL LTD.

ARUN JAIN
Company Secretary

TRANSCORP INTERNATIONAL LIMITED**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. A proxy need not be a member.
2. Proxy form is enclosed which should be deposited at the registered office of the company duly completed in all respect and signed not less than 48 hours before the commencement of the meeting.
3. The Share Transfer books and the register of members will remain closed from 28th July, 2003 to 31st July, 2003 (both days inclusive).
Dividend on equity shares for the year ended 31st March, 2003, will be paid on or after 29th August, 2003 to those members whose name appear on the Company's Register of members at the close of working hours of the Company, on 31.7.2003 to the extent eligible. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
4. Members are requested to intimate under the signature of the sole/first joint holder, particulars of the Bank Account No., Type of account- Saving (SB) or Current (CA), name and address of the bank, in which they intend to deposit the dividend warrants, so that the same can be printed on Dividend Warrants, to avoid the incidence of fraudulent encashment of the instrument.
5. Non-Resident Indian Shareholders are requested to inform the company immediately about :
a) The change in the residential status on return to India for permanent settlement.
b) The particulars of NRO Bank Account in India, if not furnished earlier.
6. Resolution No. 7 is proposed to be passed by the postal ballot and therefore postal ballot form is attached herewith, which duly filled in & signed can be sent to the scrutinizer so as to reach him before the close of working hours on 28th July, 2003. Please read instructions given in the postal ballot form carefully.
7. The Information and details of the directors proposed to be appointed/reappointed to be provided in terms of clause 49 of listing agreement with Stock Exchanges are furnished in corporate governance report incorporated in director's report.
8. The members are requested to intimate any change in their address with Pin Code, if any, immediately and quote Folio Number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.
9. The company has appointed M/s. Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 as the common agency to handle electronic connectivity and the shares in physical mode. Therefore, the members are requested to address all their communications to them or at the Share division office at Jaipur, 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001 of the company for prompt handling.

Explanatory statement u/s 173 (2) of the Companies Act, 1956**Item No. 6**

The Board of Directors appointed Mr. N. K. Mansukhani as an additional director in the Board Meeting held on 30th July, 2002. The company has received a notice under section 257 of the Companies Act, 1956 proposing his appointment as a director, liable to retire by rotation.

The Board of directors recommends passing of the aforesaid Ordinary resolution at the item no. 6.

None of the directors except himself is interested.

Item No. 7

Section 372A of the Companies Act, 1956 prescribed the combined limits for inter-corporate loans and investments made and corporate guarantees/securities given/provided to a person on behalf of any body corporate.

With the insertion of the New Section 372A in place of Section 370 & 372 of the Companies Act, 1956, as per amendment by virtue of the Companies (amendment) Act, 1999 the corporate guarantees are also to be reckoned along with the inter-corporate loans and investments while computing the prescribed limit. In view of this, the combined amount of inter-corporate loans, investments, and corporate guarantees/securities given/provided may along with subject proposal, cross limits as prescribed under Section 372A.

The Board recommends the resolution for approval from the members.

TRANSCORP INTERNATIONAL LIMITED

Except Mr. Ashok Kumar Agarwal, Mr. Vineet Agarwal and Mr. N. K. Mansukhani, none of the Directors of the company is in any way interested in this resolution.

Item No. 8

Company has already applied for delisting of its shares from Stock Exchanges at Kolkatta and Jaipur. The recently issued SEBI (De-listing of Securities) guidelines, 2003 permits a company to go for delisting of its securities from other stock exchange(s) without giving an exit opportunity to the regional shareholders in cases where the same continue to be listed on a stock exchange having nation wide trading terminals i.e., either in NSE or BSE. Therefore, the company wishes to follow the procedure as mentioned in the new guidelines by de-listing its equity shares from Stock Exchanges at Kolkatta and Jaipur. In accordance with the above mentioned guidelines, your approval for the purposal is sought by way of special resolution for de-listing the shares of company from said two exchanges.

The Board recommends the resolution for approval from the members.

None of the directors is concerned interested in this resolution.

Item No. 9

Pursuant to provisions of Section 163 of the Companies Act, 1956 the register and index of members, if maintained at a place other than the registered Office, requires the approval of the members by a special resolution. Since the company has appointed M/s. Alankit assignments Ltd., New Delhi as share transfer agents, it is proposed to maintain the Register and index of members etc. at M/s. Alankit Assignments Limited (Share Transfer Department) 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 and/or at the company's office at 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001 (Raj.)

The Board recommends the resolution for approval from the members.

None of the directors is concerned interested in this resolution.

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**By order of the Board
For Transcorp International Limited**

**ARUN JAIN
Company Secretary**

Registered Office :
Flat No. 306 & 307, 3rd Floor,
Ashoka Bhoopal Chambers, S. P. Road,
Secunderabad 500003 (A.P.)
Place : Jaipur
Date : 2nd June, 2003.

TRANSCORP INTERNATIONAL LIMITED**DIRECTORS REPORT :**

Your Directors have pleasure in presenting the 8th Annual Report together with the audited Statement of Accounts for the year ended 31st March, 2003.

FINANCIAL RESULTS:

The Financial Highlights for the year under review are given below :

	For the Year ended 31/03/2003 (Rs. in lacs)	For the Year ended 31/03/2002 (Rs. in lacs)
Profit before tax	64.71	46.97
Provision for taxation (Inclusive of Deferred Tax and Tax paid)	18.37	20.39
Profit after Tax	46.34	26.58
Previous Surplus Brought Forward	48.88	36.19
Proposed Dividend (including dividend Tax)	15.67	13.89
Balance carried to Balance Sheet	79.55	48.88

DIVIDEND:

Your Company's diluted Earning per share (EPS) during the year has risen to Rs. 2.00 from Rs. 1.15 during the year 2001-2002. In view of overall profitability, and the positive outlook for the future of your company, the Board of Directors has recommended a dividend of 6% (previous year 6%).

CORPORATE GOVERNANCE

The Company is strongly committed to good Corporate Practices. The company endeavors to maximize the value of its stakeholders, customers, shareholders, employees, Government, and lenders including the society of which company is a part and believes in information to stakeholders on the performances of the company. The compliance report, as prepared and given herewith is in conformity with the requirements of the Listing Agreement with the stock exchanges.

BOARD OF DIRECTORS

The Board of Directors comprises of eight executive/non executive directors. More than one half of Board comprises of independent directors who do not have any pecuniary relationship or transactions with the company, promoter or management which may effect the judgement of any independent director. Details of directors is as under:

Name of the Director	Category of Director	No. of Board Meetings attended	AGM attended	No. of Directorship in other Public Companies		No. of Committee Position in other Public Companies	
				Chairman	Member	Chairman	Member
1. Sh. Ashok Kumar Agarwal	Promoter	5	Yes	-	4	1	3
2. Sh. Aloke Choudhary	Promoter's Relative & Non-Executive	3	Yes	-	-	-	-
3. Ms. Alka Rathi	Independent & Non-Executive	-	No	-	-	-	-
4. Sh. N. K. Mansukhani	Independent & Non-Executive	2	No	-	2	-	-
5. Sh. O. P. Sodhani	Independent & Non-Executive	2	No	-	2	-	-
6. Sh. Ram S. Tarneja	Independent & Non-Executive	2	No	2	10	4	6
7. Sh. Soumya Dutta	Independent & Non-Executive	3	No	-	-	-	-
8. Sh. Vineet Agarwal	Promoter's Relative & Non-Executive	3	No	1	3	-	2

In all, five meetings of the Board were held during the year on the following dates, besides the Annual General Meeting and extra ordinary General Meeting :-

27th April, 2002, 6th May, 2002, 30th July, 2002, 30th October, 2002 and 25th January, 2003

Mr. Vineet Agarwal has attended the Extra Ordinary General Meeting held on 7th September, 2002

Additional Information on Directors recommended for appointment or seeking election at the Annual General Meeting.

Mr. RAM S. TARNEJA is Chairman, The Bombay School of Business and PAMARRO (Pam Asian Management and Rural Organisation), President, IIMR (Indian Institute of Health Management Research) and President, E.F.I. (Employers Federation of India). He is also Chairman, Nissin ABC Limited, Jolly Board Limited and S. I. Properties Limited. He is Consul of Finland, Mumbai.

He retired as Managing Director, Bennett, Coleman & Company Ltd. (The Times of India Publications) in 1991 and continues as a member of their Board. He is Chairman or member of Board of Directors of Prominent public companies in India.

Prior to joining Bennett, Coleman & Company Ltd., in 1970, he was Director of Personnel of a Group of Companies in Calcutta for about 10 years. After obtaining his Ph.D degree from Cornell University, he was Director, Graduate Department of Business Administration, Duquesne University, Pittsburgh, Pa, U.S.A. :-

Other Directorship

Committee Membership

Name of the Company	Name of Committee
NESCO Ltd., Mumbai	Rallis India Limited
Otis Elevator Company (I) Ltd., Mumbai	Remuneration Committee-Member
Jolly Board Ltd., Mumbai (Chairman)	Shareholders/Investor Grievance Committee-Member
Bharat Gears Ltd., New Delhi	Audit Committee-Member
Bennett, Coleman & Co. Ltd., Mumbai	ITC Ltd.
Rallis India Ltd., Mumbai	Remuneration Committee-Member
Ballarpur Industries Ltd., Ballarpur, Maharashtra	Gati Limited
S. I. Property Development Ltd., Chennai (Chairman)	Remuneration Committee- Member
Phillips Carbon Black Ltd., Calcutta	Housing Development Finance Corporation Ltd.
Housing Development Finance Corporation Ltd.,	Shareholders/Investor Grievance Committee-Chairman
GATI Ltd., Secunderabad	Ballarpur Industries Ltd.
ITC Limited, Calcutta	Shareholders/Investor Grievance Committee-Chairman
	Bharat Gears Ltd.
	Audit Committee-Chairman
	Bennett Coleman Co. Ltd.
	Audit Committee-Chairman
	Otis Elevators India Ltd.
	Audit Committee-Member

Mr. O. P. Sodhani is an experienced banker. He is a retired executive director of Reserve Bank of India. He has done Post Graduation in Economics. He is also on the Board of Indusind Bank Ltd. and BSL Limited.

Mr. N. K. Mansukhani is a banking professional. He is MA (Economics) CAIIB and PGDAP. He worked in UK for several years and having international banking experience with specialisation in foreign exchange and risk management. Mr. Mansukhani is also director in M/s. TCI International Limited and Transcorp Fincap Limited.

AUDIT COMMITTEE

The Audit Committee functions with the following objectives :

- To provide directions and oversee comprehensively the operations of the internal & external audit functions and financial reporting.
- To review the internal control systems with special emphasis on the accounting system, its quality and its effectiveness in terms of follow-up.
- To recommend appointment/removal and remuneration of statutory auditors.
- To discuss with the statutory auditors and finalisation of annual accounts.
- To approve the draft of the advertisement for publishing in the Newspaper in terms of requirement of listing agreements.

Terms of reference and powers of the committee include the areas/powers prescribed by clause 49 of the listing agreement of stock exchanges. Mr. Arun Jain, Company Secretary acts as the Secretary to the committee.

Composition

Name of Person	Capacity	No. of Meetings attended
1. Mr. O. P. Sodhani	Chairman	2
2. Mr. Soumya Dutta	Member	3
3. Mr. Vineet Agarwal	Member	3

The committee met on 6th May, 2002, 22nd November, 2002 and prior to finalisation of accounts for the year ended 31st March, 2003 on 15th May, 2003.

REMUNERATION COMMITTEE

There being no executive directors, remuneration committee has not been formed. Company in its annual general meeting held on 7th September, 2001 had approved the payment of half percent of profits as remuneration to non-executive directors.

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Committee is headed by an independent director and consists of three members namely :

Chairman : Mr. Alope Chaudhary

Member : Mr. Soumya Dutta

Member : Mr. Vineet Agarwal

The Board has designated Mr. Arun Kumar Jain, Company Secretary as the Compliance Officer.

The Committee looks into matters relating to shareholders/investors grievances viz. transfer of shares, non-receipt of Balance Sheet, non receipt of dividend and other matters relating to investors/shareholder grievances.

There were 12 meetings conducted during the year. There was no complaint received during the year. There are no shares, which are pending for transfer. There is no complaint pending for satisfaction of shareholders.

GENERAL BODY MEETINGS

Annual General Meetings :

Locations and time where last three Annual General Meetings were held :

Location	Date	Time
Lions Bhawan, Lakhpatt Building Behind Usha Kiran Complex, S. D. Road, Secunderabad-500003 (A.P.)	14th June, 2002	10.30AM
Surana Udyog Auditorium 11-6-841, Red Hills, Hyderabad-500004	7th September, 2001	12.00 Noon
Flat No. 306 & 307, 3rd Floor, Ashoka Bhoopal Chambers, S. D. Road, Secunderabad-500003 (A.P.)	26th June, 2000	11.00AM

Whether special resolution were put through postal ballot last year, Yes,

-Details of Voting Pattern :

● No. of Votes for Resolution	20,70,890
● No. of Votes against the Resolution	Nil

Person who conducted the postal ballot exercise

Sh. D. C. Agarwal

Whether special resolution are proposed to be conducted through Postal Ballot this year.

Yes, as mentioned in notice of AGM.

Procedure for Postal Ballot :

Postal ballot form alongwith prestamped and Scrutinizer's preaddressed envelop is being sent to every shareholder who can after filling & signing the same as per the procedure specified in form itself, may return the same to scrutinizier.

Mr. D. C. Agarwal, Practising Company Secretary has been appointed as Scrutinizer, who will submit his report to the Chairman before the commencement of Annual General Meeting.

DISCLOSURES :

The related party disclosures are provided in notes to account forming part of the Balance Sheet

There has not been any non-compliance by the company, penalties or strictures imposed on the company by the Stock Exchanges, or SEBI or any other Statutory authority on any matter relating to the capital markets, during last three years.

MEANS OF COMMUNICATION

The company publishes unaudited quarterly financial results, half yearly results reviewed by auditor and audited annual results in newspaper, usually published in Business Standard (Mumbai), Andhra Prabha (Hyderabad). The said results are also informed to stock exchanges where share of the company are listed.

The Quarterly and half yearly results are not being sent separately to each household of shareholders. Address of our official website is www.transcorpint.com where the information of the company is displayed. Company has not made any presentation to institutional investors or to the analysts during the year. Management discussion and analysis is a part of annual report.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting :

Date : 29th August, 2003
 Time : 12.30 P.M.
 Venue : Surana Udyog Auditorium, The Federation of Andhra Pradesh, Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500 004.

Financial Calender : 1st April to 31st March
 Date of Book Closure : 28th July, 2003 to 31st July, 2003 (Both days inclusive)
 Dividend Payment Date : After 29/08/2003
 Listing On Stock Exchanges : Mumbai & Hyderabad (Already written to Jaipur & Calcutta Stock Exchanges for delisting)
 The Annual listing fees have been paid for the year 2002-03 to Mumbai and Hyderabad Stock Exchange.

Trade Code : 532410 of Bombay Stock Exchange

Demat ISIN Number : INE330E01015

Market Price Data :

The Stock Exchange, Mumbai

Month	High (Rs.)	Low (Rs.)
April, 2002	40.50	23.80
May, 2002	24.00	24.00
June, 2002	-	-
July, 2002	21.00	14.00
August, 2002	17.25	8.55
September, 2002	14.50	13.50
October, 2002	14.00	13.00
November, 2002	11.65	8.60
December, 2002	12.45	9.45
January, 2003	12.70	9.50
February, 2003	13.90	9.60
March, 2003	9.50	5.85

Company's share is not actively traded and accordingly comparison with broad based indices of BSE Sensex etc. is not made.

Registrar and Transfer Agents : Alankit Assignments Limited
 (Share Transfer Department)
 205-208, Anarkali Complex, Jhandewalan Extension,
 New Delhi-110055
 Tel. : (011) 23545773-74

Share Transfer System : On receipts of share certificates alongwith transfer deed and other required documents, if any, complete in all respects, the transfer is effected within 30 days from date of receipt. The company also offers transfer-cum-demat facility for convenience of the investors. All request for dematerialisation of share are processed within 21 days.
 With effect from 01/04/2003, the share transfer/demat/remat & other related jobs have been assigned to the Registrar & share transfer Agent of the Company, who is asked to attend to share transfer formalities at least once a fortnight.