



***TRANS CORP
INTERNATIONAL LTD.***

14th ANNUAL REPORT-2008-2009

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Corporate Information**BOARD OF DIRECTOR**

Dr. Ram S. Tarneja
 Mr. Ashok Kumar Agarwal
 Mr. Aloke Choudhary
 Mr. Vineet Agarwal
 Mr. Soumya Dutta
 Mr. Suresh Kumar Gambhir

PRESIDENT & CHIEF EXECUTIVE OFFICER

Mr. Amitava Ghosh

COMPANY SECRETARY

Mr. Dilip Kumar Morwal

AUDITORS

Anand Jain & Co.
 Chartered Accountants
 C-11/24, Kaveri Path Shopping Centre,
 Mansarovar, Jaipur - 302 020 (Raj.)

BANKERS

HDFC Bank Ltd.
 Axis Bank Ltd
 ICICI Bank Ltd.

REGISTERED OFFICE

138, Navketan Complex,
 62, Sarojini Devi Road,
 Opp. Clock Tower
 Secunderabad 500003 (A.P.)

CORPORATE OFFICE

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

HEAD OFFICE

C-300, Meghalaya Tower,
 Church Road, Jaipur - 302 001

NOTICE FOR 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the Members of Transcorp International Limited will be held on Wednesday, the 22nd day of July 2009, at Surana Udhay Auditorium, The Federation of Andhra Pradesh, Chambers of Commerce & Industries, 11-6-841, Red Hills, Hyderabad-500 004 (A.P.) at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2009, Profit & Loss Account for the year ended on that date and the report of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Dr. Ram S. Tarneja, who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Suresh Kumar Gambhir, who retire by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration

Place : New Delhi

Date : 9th May, 2009

Registered Office :

138, Navketan Complex,
62, Sarojini Devi Road,
Opp. Clock Tower,
Secunderabad 500003 (A.P.)

By Order of the Board
For **TRANSCORP INTERNATIONAL LIMITED**

DILIP KUMAR MORWAL
COMPANY SECRETARY

Notes :

1. A member entitled to attend and vote is entitled to appoint a proxy and vote instead of himself. A proxy need not be a member of the company.
PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Share transfer books and the register of members will remain close from 6th July 2009 to 7th July 2009 (both days inclusive). Dividend on equity shares for the year ended 31st March 2009, will be paid on or after 22nd July 2009 to those members whose names appear on the Company's register of members at the close of working hours of the Company on 6th July 2009, to the extent eligible. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as the per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
3. 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.
4. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Alankit Assignments Ltd., RTA Division, 2E/8, 1st Floor, Jhandewalan Extension, New Delhi-110055(India) or at the Share Division Office of the Company at 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
6. The information and the details of the directors to be reappointed, to be provided in terms of clause 49 of the Listing Agreement with Stock Exchanges is annexed.
7. 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 requested to bring copy of the Annual Report.

By Order of the Board
FOR **TRANSCORP INTERNATIONAL LIMITED**

DILIP KUMAR MORWAL
COMPANY SECRETARY

Place: New Delhi

Date: 9th May, 2009

ANNEXURE TO THE AGM NOTICE

Information pursuant to clause 49 of the Listing Agreement regarding appointment and re-appointment of director :

Name of the Director	Dr. Ram S. Tarneja	Mr. Suresh Kumar Gambhir
Date of Birth	7 th December 1931	11 th September 1952
Date of Appointment	28 th July 2001	7 th July 2007
Experience	Vast experience of more than 45 years in various industries.	C.A. with vast experience in finance field.
Directorship of other Companies	1. NESCO Limited 2. Otis Elevator Company (I) Limited 3. Jollyboard Limited 4. Bharat Gears Limited 5. Bennett, Coleman & Co. Limited 6. Phillips Carbon Black Limited 7. Housing Development Finance Corporation Limited 8. GATI Limited 9. Phoenix Township Limited 10. SOWIL Limited 11. GIVO Limited	None
As on 31st March, 2009		

Chairmanship/Membership of
Other committees of Companies
as on 31st March 2009

I. Shareholders/Investor Grievance Committee :

A. Chairman :
1. Housing Development Finance Corporation Limited

B. Member : None

II. Audit committee:

A. Chairman : 1. Bharat Gears Limited

B. Member

1. NESCO Limited, 2. Otis Elevator Company (I) Limited
3. Bennett, Coleman & Co. Limited, 4. GATI Limited

I. Shareholders/ Investors Grievance Committee:

A. Chairman : None

B. Member : None

II. Audit Committee

A. Chairman : None

B. Member : None

TRANS CORP INTERNATIONAL LTD.**ANNUAL REPORT 2008-2009****DIRECTOR'S REPORT**

The directors are pleased to present the 14th annual report together with the audited statement of accounts for the year ended 31st March 2009.

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	For the year ended 31.03.2009	For the year ended 31.03.2008
Profit Before Interest, Depreciation and Tax	343.10	192.48
Less: Interest (Net)	110.89	76.24
Profit before Depreciation and Tax	232.21	116.24
Less: Depreciation	68.05	73.12
Profit Before Tax (PBT)	164.16	43.11
Less: Provision for Taxation (inclusive of Deferred Tax, Current Tax and Fringe Benefit Tax) (Net of Tax revert back)	60.82	2.96
Profit After Tax (PAT)	103.34	40.15
Add: Previous surplus brought forward	187.72	163.44
Profit available for appropriation	291.06	203.59
Proposed Dividend	2.71	13.57
Tax on Proposed Dividend	0.42	2.31
Balance carried to Balance Sheet	287.93	187.72

DIVIDEND

The Directors recommend that a dividend of 1% i.e. Rs. 0.10 per share (previous Year 6% i.e. Rs. 0.60 per share) be paid for the financial year ended 31st March 2009.

BONUS ISSUE

Your Directors have recommended bonus issue of 2:1 i.e. 1 bonus share for every 2 shares held by the shareholders, for which necessary approval will be sought from the members at the Extra Ordinary General Meeting of the Company to be held on 10th June 2009. Accordingly, a sum upto Rs. 13560635/- will be withdrawn from the Security Premium Account of the Company and capitalized by transfer to Share Capital Account on allotment of bonus shares. The said bonus shares shall rank pari passu with the existing equity shares in all respects including dividend except dividend for financial year ended 31st March 2009.

OPERATIONS

This year also your Company continues its focus on Foreign Exchange, Inward Remittances and Tours & Travels as its main revenue lines. Your Company has centralized its Risk Management and Treasury operations, which has built up a very strong Central treasury and a network of branches, it enables your Company to get a competitive edge in market. This has also helped your Company in optimum utilization of funds. Almost all agents for Inward Remittance business are linked directly to Central Treasury at Corporate Office, which has facilitated better control and transparency in operations.

During the year under consideration, the Inward Remittance business has shown significant growth, both in terms of volume as well as profitability. The Company suffered certain minor set backs in this segment which are temporary embargo by RBI on further expansion of network of agents and reduction in the revenue generated for each transaction of Inward Remittance due to the shift in the focus of geographical area of business by Western Union from USA, Canada and Europe to the Middle East. However, the overall profitability has still shown marked improvement because of the increase in volumes. To tackle the challenge of reduction in margins, we have started a drive to minimize the cost of operation. During the year under consideration the network of branches has increased tremendously which gives the Company a competitive strength in the market.

This year the performance of Foreign Exchange division was not satisfactory. Your Company has applied for getting Authorised Dealer Category-II license from the Reserve Bank of India if granted, it will increase the area of operation of the Company such as Outward Remittance Business. Your Company has already tied-up with Axis Bank and ICICI Bank for the supply of Travel Currency Cards and Currencies to large corporate clients. Your Company also markets the Travelers Cheques of American Express. However, Prepaid Travel Currency Cards are fast gaining ground as the preferred choice of the international traveler as against Travelers Cheques and your Company hopes to increase its sales volumes in this retail segment. Last year your Company started Ritco Online for its Tours & Travels business and more focus is being given to the same now.

The income from services rendered of the Company for the year ended 31st March, 2009 was Rs. 1653.61 Lacs as compared to Rs. 1160.37 Lacs in previous year.

Summarizing your Company is exploring its large client base and domain knowledge in the financial sector to become a one-stop-shop for all travel and forex related matters. The Management, during the current year, will continue its ever vigilant hunt for profitable businesses and activities. Our thrust will be two pronged. We have plans not only to expand our core area of operations but also to add new products. Your Company is also expanding geographically with a plan to open more branches, outlets and destinations during the current year to further expand the direct reach of the Company to maximum number of retail clients.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Dr. Ram S. Tarneja and Mr. Suresh Kumar Gambhir retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for reappointment. Brief resume of the Directors proposed to be re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership/ chairmanship of Board Committees, as stipulated under clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the annexure of Notice of Annual General Meeting. Mr. Nirmal Kumar Saraf resigned on 30th January 2009 from the Board. The Board records its appreciation for the valuable contribution made by him during his tenure in the Company.

AUDITORS

M/s Anand Jain & Co., Chartered Accountants, Jaipur, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The company has received letter from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act. The observations of Auditors in their Report, read with the relevant notes on accounts in Schedule XVI, are self explanatory and do not require further explanation.

CORPORATE GOVERNANCE

Your Company has been practicing the principals of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity. A separate section on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement(s) with the Stock Exchange(s) form part of the Annual Report. In terms of sub-clause (v) of Clause 49 of the Listing Agreement, certificate of the CEO, inter alia, confirming the correctness of the financial statements, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of the said Clause, is also enclosed as a part of the Report.

DISCLOSURES

Particulars under the Companies (Disclosures of particulars in the Report of Board of Directors) Rules, 1988 on Conservation of Energy and Technology Absorption are not applicable to your Company. Earnings and outflow on account of foreign exchange are as under and also have been disclosed in the notes to the accounts. Cash flow statement pursuant to clause 32 of the listing agreement forms part of this annual report.

Particulars	2008-2009	2007-2008
Expenditure in Foreign Currency, Traveling etc.	1423079	1504490
CIF Value of imports-Business Promotion (Net of Advance)	41702	121137
Earning in Foreign Currency (excluding reimbursement of expenses) Commission/Income	165955718	89002605

PARTICULARS OF EMPLOYEES

During the year under consideration, none of the employees of the Company was in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956. Hence, particulars as required under the Companies (Particulars of Employees) Rules, 1975 are not given.

PUBLIC DEPOSITS

The Company has outstanding deposits of Rs. 111.66 Lacs as on 31st March 2009 as compared to Rs. 85.24 Lacs as on 31st March, 2008 from the public. However there were no overdue deposits except unclaimed deposits of Rs. 20.08 Lacs.

LISTING OF 4,50,000 EQUITY SHARES OF THE COMPANY

During the year the Company came out with a preferential issue of 450000 equity shares of Rs 10 each at a premium of Rs. 80 per share. The Extraordinary General Meeting approved the said issue on 8th December, 2008. At the meeting of Committee of Board, duly constituted by the Board of Directors, held on 31st December, 2008, 450000 equity shares were allotted to the persons not belonging to the Promoters or Promoter's group. These shares were listed on the Bombay Stock Exchange w.e.f. 4th March 2009. Proceeds of the issue were utilised for the purpose approved by Stock Exchange as per guidelines.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors would like to inform the members that the audited accounts for the financial year 31st March 2009 are in full conformity with the requirements of the Companies Act, 1956. The financial results are audited by the statutory auditors M/s Anand Jain & Co. The Directors further confirm that:

- The applicable accounting standards have been followed in the preparation of the Annual Accounts and proper explanations have been furnished, relating to material departures.
- Accounting Policies have been selected and applied consistently and reasonably, and prudent judgments have been made so as to give a true and fair view of the state of affairs of the company and the Profit & Loss account for the financial year ended 31st March, 2009.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies (Amendment) Act, 2000, for safeguarding the assets of the company and detecting fraud and other irregularities.
- The annual account has been prepared on a going concern basis.

INFORMATION TECHNOLOGY

Your company keeps in line with the ongoing technological developments taking place in the country and worldwide. The information technology adopted by the company serves as an important tool of internal control as well as providing the benefits of modern technology to its esteemed customers. All the branches of the company are integrated and data is centralized at the corporate level.

HUMAN RESOURCE MANAGEMENT

In today's fast paced and challenging business environment, we believe that human resource is our biggest asset. Our success might lies in our people who are motivated, talented and knowledgeable. Our employees' immense drive and commitment has been at the core of every success that we have seen.

To attract and retain the best talent in every segment, we have created people-centric organization where there is a shared vision of excellence. Each employee is informed about what is expected from him and rewards and recognitions are linked to individual's performance.

Each of our employees is encouraged to believe that they can make a difference. The five values of Courage, Responsibility, Empowerment, Continuous Self Renewal and People Centric are woven into the fabric of our organization. Every HR initiative reflects these values, which has crated a robust culture of "Transcorpism".

MATERIAL CHANGES

There were no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of company's business. Company has no subsidiary. To the best of information and assessment there has been no material changes occurred during the financial year generally in the classes of business in which the company has an interest except as otherwise mentioned in this director report, if any.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the guidance and support received from the Reserve Bank of India, our bankers, shareholders, deposit holders, business associates and our esteemed customers during the year under review.

The Directors also wish to thank all the employees for efforts put in by them at all levels to achieve the overall results during the year under consideration.

For and on behalf of the Board

Place : New Delhi

Date : 9th May 2009

VINEET AGARWAL

Director

SOUMYA DUTTA

Director

ANNEXURE TO THE DIRECTORS' REPORT**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY**

Corporate Governance in Transcorp is about good governance, aimed at sustainable value creation for the stakeholders. While delivering quality services to the customer remains our prime objective, balanced care of the internal and external stakeholders underlines all our business initiatives.

A corporate entity stands on the pillars of Trusteeship and Accountability. We believe that effective and ethical governance alone can uphold high standards of Trusteeship and Accountability.

Like any other business process, Corporate Governance initiatives in Transcorp are benchmarked with the best. All of these pro-active measures have strengthened the foundation of good governance at Transcorp day by day.

Code of Conduct & Ethics

Company's Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct is available on the website of the Company www.transcorpint.com. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chief Executive Officer (CEO) to this effect is enclosed at the end of this report.

BOARD OF DIRECTORS

The Board comprises of eminent persons with considerable experience in diverse fields.

The Company has a policy of having optimum combination of executive and non executive directors, to ensure the independent functioning of the Board. The Board consists of Six members, three of whom are independent directors. None of the Directors on the Board is a Member of more than ten committees and chairman of more than five committees across all the Companies in which they are directors. All necessary disclosures regarding the directorship have been made by the directors.

Names and categories of directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting held on 30th July 2008, and also the number of directorship in other committees is as follows :

Name	Category	No. of Board Meetings attended during the year	AGM Attended	No. of directorship in other public companies in India		No. of Committee positions in other public companies*	
				Chairman	Member	Chairman	Member
Dr. Ram S. Tarneja	Independent & Non- Executive	3	No	1	10	2	4
Mr. Ashok Kumar Agarwal	Promoter	5	Yes	NIL	4	1	NIL
Mr. Aloke Choudhary	Promoter's Relative & Non-Executive	5	Yes	NIL	NIL	NIL	NIL
Mr. Vineet Agarwal	Promoter's Relative & Non Executive	5	Yes	NIL	4	NIL	1
Mr. Soumya Dutta	Independent & Non-Executive	5	Yes	NIL	NIL	NIL	NIL
Mr. Nirmal Kumar Saraf**	Independent & Non-Executive	NIL	No	NIL	NIL	NIL	NIL
Mr. Suresh Kumar Gambhir	Independent & Non-Executive	5	Yes	NIL	NIL	NIL	NIL

Note:

* Audit Committee and Shareholders Grievance Committee.

** Mr. Nirmal Kumar Saraf resigned from Directorship of the Company w.e.f. 30th January 2009.

Pursuant to good Corporate Governance the Independent Directors on Board :

- Apart from receiving Director's remuneration (sitting fee and other amount viz., profit share etc.), do not have any material pecuniary relationships or transactions with the company, its promoters, its Directors, its senior management & associates which may affect independence of the Director.
- Are not related to promoters or persons occupying management positions at the board level or at one level below the board.
- Have not been an executive of the company in the immediately preceding three financial years.
- Are not partners or executives or were not partners or an executive during the preceding three years of the:
 - Statutory audit firm or the internal audit firm that is associated with the Company.
 - Legal firm(s) and consulting firm(s) that have a material association with the company.
- Are not material suppliers, service providers or customers or lessors or lessees of the company, which may affect independence of the Director.
- Are not substantial shareholders of the Company i.e. do not own two percent or more of the block of voting shares.

Information Supplied to the Board

The Board has complete access to all information with the Company. Inter-alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting:

- Annual operating plans & budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and operating divisions and business segments.
- Quarterly report on receivables and recovery efforts made.
- Minutes of the meetings of the audit committee and other committees of the Board.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Details of any joint venture or collaboration agreement.
- Any significant development in human resources.
- Compliance status of various regulatory, statutory or listing requirements and shareholders service such as payment of dividend, share transfer, etc.

Meeting of Board

Six Board meetings were held during the year on 20th May 2008, 2nd June, 2008, 30th July 2008, 24th October 2008, 5th November 2008 and on 30th January 2009.

The maximum gap between any two Board meetings was less than 4 months.

Mr. Ashok Kumar Agarwal, Mr. Vineet Agarwal, Mr. Soumya Dutta, Mr. Suresh Kumar Gambhir and Mr. Alope Choudhary attended the 13th Annual General Meeting of the company held on 30th July, 2008.

COMMITTEES OF BOARD**AUDIT COMMITTEE**

The Audit Committee has been formed with a view to provide assistance to the board in fulfilling the Board's responsibilities.

The role of the Audit Committee includes the following:-

- Overseeing the Company's financial reporting process and disclosure of its financial information.
- Reviewing the Company's treasury policy.
- Recommending the appointment of the Statutory Auditors and fixation of their remuneration.
- Reviewing and discussion with the Statutory Auditors and the Internal Auditor about internal control system.
- Reviewing the adequacy and independence of the Internal Audit function, and observations of the Internal Auditor.
- Reviewing major accounting policies and practices and adoption of applicable Accounting Standards.
- Reviewing major accounting transactions involving exercise of judgment by the management.
- Disclosure of contingent liabilities.
- Reviewing, if necessary, the findings of any internal investigations by the internal auditors and reporting the matter to Board.
- Reviewing the risk management mechanisms of the Company.
- Reviewing compliance with Listing Agreement and various other legal requirements concerning financial statements and related party transactions.
- Reviewing the Quarterly and Half yearly financial results and the Annual financial statements before they are submitted to the Board of Directors.
- Reviewing the operations, new initiatives and performance of the business divisions.
- To discuss and approve the budget of the company for all its divisions along with capital expenditure Budget.

Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of.

Terms of reference and powers of the committee include the areas/powers prescribed by clause 49 of the listing agreement of stock exchanges. Mr. Dilip Kumar Morwal, Company Secretary acts as the Secretary of the Committee.

TRANS CORP INTERNATIONAL LTD.**ANNUAL REPORT 2008-2009**

The composition, names of members, chairperson, and particulars of the meetings and attendance of the members during the year are as follows:

S.No.	Name of members	Capacity	No. of meetings attended
1.	Dr. Ram S. Tarneja	Member	2
2.	Mr. Soumya Dutta	Member	5
3.	Mr. Vineet Agarwal	Member	5
4	Mr. Suresh Kumar Gambhir	Member	5

The Committee met five times on 20th May 2008, 2nd June 2008, 30th July 2008, 24th October 2008 and on 30th January 2009 during the financial year 2008-09

All the members of the Audit Committee are financially literate and have accounting or related financial management expertise.

REMUNERATION COMMITTEE

The matters relating to remuneration payable to Directors are being decided by the Board itself subject to approval of shareholders, if required and there being no executive director, remuneration committee has not been formed.

Commission and sitting fee to the Non-Executive Directors, for the year 2008-2009 are as detailed below:-

Name of Director	Commission paid* Rs.	Sitting Fees Rs.	Total Rs.
Mr. Ashok Kumar Agarwal	NIL	NIL	NIL
Dr. Ram S. Tarneja	NIL	16000	16000
Mr. Alope Choudhary	NIL	20000	20000
Mr. Vineet Agarwal	NIL	NIL	NIL
Mr. Soumya Dutta	NIL	32000	32000
Mr. Nirmal Kumar Saraf**	NIL	NIL	NIL
Mr. Suresh Kumar Gambhir	NIL	32000	32000

There were no other pecuniary relationship or transactions of Non-Executive Directors vis-a-vis the Company. The Company has not granted any stock option to any of its Directors.

* The Board of Directors decided to not to take any commission for the financial year 2007-2008.

** Mr. Nirmal Kumar Saraf resigned from Directorship of the Company w.e.f. 30th January 2009.

SHAREHOLDERS/INVESTORS GREIVANCE COMMITTEE

The committee is consisting of three members:

S.No.	Name of members	Capacity	No. of meetings attended
1.	Mr. Alope Choudhary	Member	2
2.	Mr. Soumya Dutta	Member	2
3.	Mr. Vineet Agarwal	Member	2

The Board has designated Mr. Dilip Kumar Morwal, Company Secretary as the Compliance Officer.

The committee looks into the matters relating to investor grievances viz, transfer of shares, non—receipt of dividend, non-receipt of Balance Sheet and other matters relating thereto.

The committee met two times during the year 2008-09. Number of shareholders complaint received during the year was NIL & complaint not solved to the satisfaction of shareholders were NIL.

GENERAL BODY MEETINGS

Location, date and time of the Annual General Meetings and Extra Ordinary General Meetings held during the preceding 3 years are as under:-

Year	AGM/EOGM	Location	Date	Time	Special resolution
2008	EOGM	C-300, Meghalaya Tower, Church Road, Jaipur-302001	8 th December 2008	11.00 A.M.	Yes, Three
2008	13 th AGM	138, Navketan Complex, 62, Saojani Devi Road Opp. Clock Tower-Secunderabad-500003	30 th July 2008	11.30 A.M.	No
2007	12 th AGM	138, Navketan Complex, 62, Saojani Devi Road Opp. Clock Tower-Secunderabad-500003	31 st July 2007	11.00 A.M.	No
2006	11 th AGM	138, Navketan Complex, 62, Saojani Devi Road Opp. Clock Tower-Secunderabad-500003	23 rd September 2006	11.30 A.M.	Yes, four

DISCLOSURES

The related party disclosures are provided in notes to account forming part of the Balance Sheet. However in the opinion of the Board these transactions may not have any potential conflict with the interest of the Company at large.

There has been no non-compliance or penalties or strictures imposed on your company by any of the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

The Company has complied with the mandatory requirements of corporate governance as required by the listing agreement.

MEANS OF COMMUNICATION

Your Company's quarterly/half yearly results are communicated through newspapers in Economic Times (Mumbai & Hyderabad), Deccan Chronical (Hyderabad) and Andhra Bhooni (Hyderabad). The said results are sent to Stock Exchanges where the shares of the company are listed.

Address of our official website is www.transcorpint.com where the information of the company is displayed. There was no presentation made to Institutional Investor or to the analyst during the year.