

TRANS FINANCIAL RESOURCES LIMITED

Regd. Office : B-2, Sarita Darshan,
Opp. Jaihind Press,
Ashram Road,
Navrangpura,
Ahmedabad- 380009.

Board of Directors : **Mr. Hemrajsinh Vaghela** - Managing Director
Mrs. Priti Patel - Director
Mr. Jaiminkumar Shah - Additional Director

Auditors : **M/s Shital Mutha & Co.,**
Chartered Accountants
A-201, Sarvoday Enclave,
Opp. New Golden Nest,
Bhayandar (E),
Thane-401105.

Stock Exchanges 1. **The Bombay Stock Exchange Ltd.**
wherein the shares of 25th Floor, P. J. Towers,
the Company are listed : Dalal Street, Fort,
Mumbai – 400001.

2. **The Ahmedabad Stock Exchange Limited**
Kamdhenu Complex,
Opp. Sahjanand College,
Panjarapole,
Ambawadi,
Ahmedabad- 380 015.

NOTICE

Notice is hereby given that Annual General Meeting of TRANS FINANCIAL RESOURCES LIMITED will be held at Regd. Office at B-2 Sarita Darshan, Jaihind Press, Ashram Road, Navrangpura, Ahmedabad- 380009 on 29th September, 2012 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the profit and loss account of the Company for the year ended on 31st March, 2012 and Balance Sheet as at that date and Director's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Priti Patel, who retires by rotation and being eligible to offers himself for re-appointment.
3. To appoint the Auditor and fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provision of Articles of Association of the Company and other applicable provisions if any of the Companies Act, 1956, Mr. Jaiminkumar Shah who was appointed as an additional Director of the Company, be and is hereby appointed as a Director of the company."

Place : Ahmedabad

Date : 01/09/2012

By order of the Board of Directors,
FOR TRANS FINANCIAL RESOURCES LIMITED

Sd/-
DIRECTOR
Mr. Jaiminkumar Shah

NOTES :-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26th Sept. 2012 to 29th Sept. 2012 (both days inclusive).
3. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.

EXPLANATORY STATEMENT**(PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956)**

As required by section 173 of the Companies Act, 1956 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice:

Item No. 4 :

Mr. Jaiminkumar Shah has applied for the directorship in the company. As to develop the management strength, it would be better to increase the number of directors on the Board. Therefore, Mr. Jaiminkumar Shah can be appointed as Director of the company who is not disqualified under Section 274 of companies Act, 1956 to become a director.

Place : Ahmedabad

Date : 01/09/2012

By order of the Board of Directors,
FOR TRANS FINANCIAL RESOURCES LIMITED

Sd/-
DIRECTOR
Mr. Jaiminkumar Shah

DIRECTORS' REPORT

To,
The Members of,
M/s TRANS FINANCIAL RESOURCES LIMITED

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March 2012.

1. **Financial Results :**

Particulars	FY 2011-12	FY 2010-11
Sales	2,57,93,740	8,36,81,33,502
Other income	13,800	—
Depreciation	3,558	34,426
Other expenses	1,25,599	1,09,47,795
Profit/ Loss before Tax	(3,53,339)	(7,39,27,427)
Profit/Loss after Tax	(3,53,339)	(7,39,27,427)

During the year your company has incurred a loss of Rs 3.43 lacs. Your directors immensely working towards the growth of the company. We are hoping that the phenomenal growth shall be achieved during the next coming years.

2. **Personnel**

Your directors' wish to place on record their appreciation for the contribution to growth of the business made by employees at all levels. Information as required pursuant to section 217(2A) of the companies Act, 1956 has not been given, as it is not applicable.

3. **Auditors**

M/s. Shital Mutha & Co., Chartered Accountants, Statutory Auditor of the Company, retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for Re-appointment.

4. **Deposits**

During the year under review, Company has not accepted any Deposits falling under Section 58A of Companies Act, 1956.

5. **Energy, Technology And Foreign Exchange**

The additional information required to be disclosed in terms of notification No.1029 dated 31st December, 1998 issued by the Department of Company Affairs, Ministry of Finance is not applicable.

6. **Directors' Responsibility Statement**

Pursuant to Section 217(2A) of Companies Act, 1956, the Directors confirm that:

- In the preparation of Annual Accounts, appropriate accounting standard have been followed.
- Appropriate accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give true and fair view of state of affairs of the company at the end of financial year ended 31st March, 2012.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- The Annual Accounts have been prepared on going concern basis.

7. Directors

Mrs. Priti Patel, director of the company retires by rotation and is eligible for Re-Appointment. Mr. Vanrajsinh Kahor resigned from directorship and Mr. Jaiminkumar Shah appointed as Additional Director of the company during the year.

8. Report on Corporate Governance

Compliance Report on Corporate Governance is a part of Annual Report is annexed herewith.

9. Acknowledgements

Your Directors wish to place on record their appreciation of the whole hearted co-operation extended to company from various departments of the central and state governments, company' bankers and financial institutions and employees of the company and look forward for the same cordial relationship in coming years.

Place : Ahmedabad

Date : 01/09/2012

**By order of the Board of Directors,
FOR TRANS FINANCIAL RESOURCES LIMITED**

**Sd/-
DIRECTOR
Mr. Jaiminkumar Shah**

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) constituted the Committee on Corporate Governance to promote and raise the standard of Corporate Governance of listed companies. The Committee has made recommendation on the composition of the board of directors, audit committee, board procedure etc.

The company has taken necessary steps to comply with the clause of 49 of the revised Listing Agreement given below is the report of the Directors on the Corporate Governance.

REPORT ON CORPORATE GOVERNANCE :

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the Shareholder value, keeping in mind the needs and interest of other stakeholders, in compliance thereof. The following information is placed before the shareholders.

1. BOARD OF DIRECTORS :

Name of Director	Category	No. of Board Meeting	Attended	Last AGM Attendance
Mr. Hemrajsinh Vaghela	Mg. Director	6	2	YES
Mrs. Priti Patel	Director	6	6	YES
Mr. Jaiminkumar Shah	Additional Director	6	4	—

No Directors are having Chairmanship of more than five companies where they are director.

Name of Director	Other Directorship (No. of Company)
Mr. Hemrajsinh Vaghela	8
Mrs. Priti Patel	2
Mr. Jaiminkumar Shah	1

In line with the requirements of the code of the corporate governance, the board of directors comprises of four members. However, Your Company is trying its level best to accomplish the revised clause-49 of listing agreement.

Company does not have any system of payment of remuneration to independent Directors.

Further during the year, meeting of Board of Directors was held 6 times.

A declaration signed by Mr. Jaiminkumar Shah, Director of the company according compliance of sub-Clause (1D) of Clause 49 of the listing Agreement is attached herewith forming part of his Annual Report.

2. AUDIT COMMITTEE :

Presently the company has Three Directors. The company has independent audit committee which submits its report to the management on monthly basis and action is taken on the same by the Managing Director on regular basis.

Pursuant to the revised clause 49 of the listing agreement, the company has appointed Audit committee consisting of followings:

- (i) Mr. Jaiminkumar Shah - Chairman
- (ii) Mrs. Priti Patel - Member

The scope of committee includes.

- a. Review of company's financial reporting process and the financial statement.
- b. Review internal control systems and functioning of internal audit process.
- c. Post audit review with statutory auditors.

During the year under review, Audit committee met four times where all the members attended meetings.

3. REMUNERATION COMMITTEE :

The Board of Directors has decided that No Remuneration and Sitting Fees were paid to any directors of the company and hence No Remuneration Committee was formed.

4. SHAREHOLDERS' COMMITTEE :

The company has complied with the requirement of the sub clause VI (A), (B) of the clause 49 of the Listing agreement.

The composition of shareholders cum investors' grievance committee was as follows:

- (i) Mr. Hemrajsinh Vaghela - Chairman
- (ii) Mr. Jaiminkumar Shah - Member

During the year, the company and their Registrar and Share Transfer Agents M/s. Sharepro Services India Pvt. Ltd. have resolved all investors' complaints. It is policy of the company to give reply of shareholders complaint within the time frame prescribed by the SEBI/Stock Exchanges.

The Share received for transfer is approved on 15th and 30th of the each month and are given effect by the Registrar and Share Transfer Agent.

M/s. Sharepro Services India Pvt. Ltd. continued to provide its services as common Agent for electronic as well as physical share transfer work.

5. GENERAL BODY MEETING :

Date	Type	Time	Location
30/09/2009	AGM	10.00 A.M.	B-2 Sarita Darshan, Jaihind Press, Ashram Road, Navrangpura, Ahmedabad- 380009
30/09/2010	AGM	10.00 A.M.	
30/09/2011	AGM	10.00 A.M.	

There were no special resolutions passed by the company through postal ballot at any of the above annual general meeting.

6. DISCLOSURES :

During the year under review, the quarterly unaudited results were taken on record by the Board of Directors at the end of month of respective quarter. However in terms of clause 41 of Listing Agreement the same were not furnished to the concerned stock exchanges nor were also circulated in the newspaper within the stipulated time.

- (A) During the year under review, the quarterly unaudited results were taken on record by the Board of Directors at the end of month of respective quarter. However in terms of clause 41 of Listing Agreement the same were not furnished to the concerned stock exchanges nor were also circulated in the newspaper within the stipulated time.
- (B) Company has followed accounting standards diligently.
- (C) Further, company is in the process of lying down risk assessment system.
- (D) Further, company has not received any funds through capital market during the year.
- (E) Transaction with related parties have been properly disclosed in notes to accounts and discussed at length by audit committee.
- (F) Management discussion and analysis report is attached to and forms part of this report.
- (G) Further, Mr. Jaimin Shah, Director of the company as certified to board of directors of the company regarding compliance of sub-clause (v) of clause 49 of listing agreement.

7. MEANS OF COMMUNICATION :

The means of communication between the Shareholders and company are transparent and investor friendly. Steps are being taken to display the corporate results on the EDIFAR & Corporate website, which is being developed.

8. GENERAL SHAREHOLDERS' INFORMATION :

Annual General Meeting :	Date : 29/09/2012
(Date, Time & Venue) :	Time : 10.00 a.m.
	Venue : B-2 Sarita Darshan, Jaihind Press, Ashram Road, Navrangpura, Ahmedabad-380009.
Financial Year :	1st April 2011 to 31st March 2012
Dates of Book Closure : (Both days inclusive)	From 26th Sept. 2012 to 29th Sept. 2012
Dividend Payment Date :	No Dividend recommended.

9. LISTING OF STOCK EXCHANGE :

The Bombay Stock Exchange Limited	526961
The Ahmedabad Stock Exchange Limited	-

10. MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED :

MONTH	
April, 2011	
May, 2011	
June, 2011	
July, 2011	As the Trading in
August, 2011	Securities has been
September, 2011	suspended and
October, 2011	hence No data is
November, 2011	available for the
December, 2011	period.
January, 2012	
February, 2012	
March, 2012	

11. DISTRIBUTION PATTERN AS ON THE 31ST MARCH, 2012 :

	No of Shares	Percentage
Promoters and Relatives	11,95,639	23.82%
Banks/ FII/ FI	—	—
Public	25,74,780	51.29%
Body Corporate	12,48,681	24.89%
NRI	—	—
Total	50,19,100	100%

12. REGISTRAR AND SHARE TRANSFER AGENT :

M/s. Sharepro Services India Pvt. Ltd.

13, AB Smitha Warehousing Complex, Sakinaka Telephone Lane,
Sakinaka, Andheri (East) Mumbai – 400072.

Fax : 2859156

13. SHARE TRANSFER SYSTEM :

The share transfer work is handled by registrar and transfer agent for the company.

Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects.

14. DEMATIRIALISATION OF SHARES :

Outstanding GDRs/ADRs/Warrants or any Convertibles instruments and conversion date and likely impact on Equity : N.A.

Address for Correspondence :

B-2 Sarita Darshan, Jaihind Press, Ashram Road,
Navrangpura, Ahmedabad-380009.

91,000 Equity shares out of 50,19,100 Equity shares of the company have been dematerialized as at 31st March, 2012 representing 1.81% of total paid-up capital of the company.

Place : Ahmedabad
Date : 01/09/2012

By order of the Board of Directors,
FOR TRANS FINANCIAL RESOURCES LIMITED

Sd/-
DIRECTOR
Mr. Jaiminkumar Shah