



TRANS FINANCIAL RESOURCE LIMITED

CIN- L65910GJ1994PLC022954

REGISTERED OFFICE:

**4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE
RESTAURANT, NAVRANGPURA, AHMEDABAD-
380009**

ANNUAL REPORT 2016-17

➤ **BOARD OF DIRECTORS:**

NAME OF THE DIRECTOR	DIN	DESIGNATION
MR. HARISHKUMAR RAJPUT	06970075	MANAGING DIRECTOR & CFO
MR. JAIMINKUMAR SHAH	06920281	INDEPENDENT DIRECTOR
MRS. PRITI PATEL	01942347	NON EXECUTIVE DIRECTOR
MRS. BHARTI SHARMA	07440079	INDEPENDENT DIRECTOR

➤ **COMPANY SECRETARY & COMPLIANCE OFFICER:**

MR. DHANAJAY TRIVEDI

➤ **AUDITORS:**

M/S. HARISH V. GANDHI & CO
D-307, TITANIUM CITY CENTER,
100' ANANDNAGAR ROAD,
SATELLITE,
AHMEDABAD-380015

➤ **REGISTRAR & SHARE TRANSFER AGENT:**

M/S. LINK INTIME INDIA PVT LTD
5th floor, 506 to 508 Amarnath Business Centre - I
(ABC - I), Beside Gala Business Centre,
Nr. St. Xavier's College Corner Off C G Road,
Navarangpura, Ahmedabad, Gujarat, 380009
Contact No.: 079 - 26465179
FAX: 079 - 26465179
Mail ID: ahmedabad@linkintime.co.in

➤ **STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

I. BSE LIMITED

25TH FLOOR, P. J. TOWERS, DALAL STREET, FORT, MUMBAI – 400001



TRANS FINANCIAL RESOURCE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT 22ND ANNUAL GENERAL MEETING OF TRANS FINANCIAL RESOURCES LIMITED WILL BE HELD AT REGD. OFFICE AT 4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE RESTAURANT, NAVRANGPURA, AHMEDABAD-380009 ON 27TH SEPTEMBER, 2017 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of MR. HARISHKUMAR RAJPUT (DIN: 06970075), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time, pursuant to recommendation of the Audit Committee of Board of Directors and pursuant to resolution passed by members at the AGM held on 30th September, 2015, the appointment of, M/s. HARISH V. GANDHI & CO (Membership NO. -037121), as Statutory Auditors of the company to hold office till the conclusion of the annual General Meeting for the financial year 2019-20, be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Place: AHMEDABAD
Date: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, TRANS FINANCIAL RESOURCES LIMITED


MR. JAIMINKUMAR SHAH
Director
(DIN: 06920281)

ANNUAL REPORT 2016-17





TRANS FINANCIAL RESOURCE LIMITED

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. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
4. 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.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on, **18TH AUGUST, 2017**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
7. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 20th Sept, 2017 to 27th Sept, 2017 (both days inclusive).
9. Members are requested to quote Folio number in all their correspondences.
10. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.





TRANS FINANCIAL RESOURCE LIMITED

11. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website and may be accessed by the members.
12. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.





TRANS FINANCIAL RESOURCE LIMITED

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

➤ **MR. HARISHKUMAR RAJPUT(DIN: 06970075) – MANAGING DIRECTOR**

MR. HARISHKUMAR RAJPUT (DIN: 06970075) holds bachelor of Commerce and **has expertise in trading in shares & stock market and manage the portfolio.**

Below is a list of other companies in which MR. HARISHKUMAR RAJPUT is a Director and chairman / member of Board Committees of other companies:

No.	List of other directorship	Designation
1	RADHE DEVELOPERS (INDIA) LIMITED	Non Executive – Independent Director

No.	List of other Membership & chairman ship in other companies	Designation
1	RADHE DEVELOPERS (INDIA) LIMITED	
	Audit Committee	Non Executive – Independent Director Member
	Nomination & Remuneration Committee	Non Executive – Independent Director Member

He is not having any relationship with any of the directors of the company.

Shareholding in the Company: NIL





TRANS FINANCIAL RESOURCE LIMITED

DIRECTORS' REPORT

To,
The Members,
TRANS FINANCIAL RESOURCES LIMITED

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. Performance of the Company

The Board's Report is prepared based on the stand alone financial statements of the company.

(Rs. in lacs)

Particulars	2016-17	2015-2016
Sales	11.52	6.40
Other income	-	-
Depreciation	2.00	2.02
Other expenses	5.29	1.32
Profit/ Loss before Tax	2.68	2.83
Profit/Loss after Tax	1.43	1.93

The company's approach towards growth has delivered satisfactory results during the year 2016-17. The Performance of the company has increased in terms of Turnover by (44.44%) as compare to the previous financial year 2015-16. On the other hand the Profit has been decreased by (25.90%). However, the company is sure to grow in upcoming years. The company will strive to improve its performance in long term prospects based on actual pace of global economy.

2. DIVIDEND:

With a view to enlarge the business operations of the Company, the directors did not recommend any Dividend during the year under review.





TRANS FINANCIAL RESOURCE LIMITED

3. Directors and Key Managerial Personnel:

Mr. Harishkumar Rajput, Managing Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Regulation 16 b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

4. Meetings:

During the year Five Board Meetings and Four Audit Committee Meetings were convened and held. The dates on which the said Board meetings were held:

Sr. no.	Date of Meeting	Day of meeting
1	30.05.2016	Monday
2	12.08.2016	Friday
3	15.09.2016	Thursday
4	11.11.2016	Friday
5	13.02.2017	Monday

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

5. Committees:

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee





TRANS FINANCIAL RESOURCE LIMITED

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

6. **Extracts of Annual Return**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2017 forms part of this report as “**Annexure I**”.

7. **STATUTORY AUDITORS & AUDIT REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/S. HARISH V. GANDHI & CO.** Chartered Accountants (Membership NO. -037121), have been appointed as statutory auditors of the company at the Twentieth Annual General Meeting held on September 30, 2015 to hold office from the conclusion of Twentieth Annual General Meeting (AGM) till the conclusion of the Twenty Fifth Annual General Meeting of the Company, subject to ratification by the shareholders annually. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM. In this regard, the Company has received a certificate from the Statutory Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Auditors comments on your company's accounts for year ended March 31, 2017 are self explanatory in nature and do not require any explanation as per provisions of Section 134 (3) (f) of the Companies Act, 2013. There were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in its report.

8. **INTERNAL FINANCIAL CONTROL SYSTEMS**

Your company had laid down set of standards, processes and structure which enables to implement internal financial control across the organization and ensure that the same are adequate and operating effectively. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.





TRANS FINANCIAL RESOURCE LIMITED

9. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed M/s. A. Shah & Associates, Practicing Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for FY 2016-17. The Report of the Secretarial Auditor for the F.Y 2016-17 is annexed to this report as “**Annexure II**”.

The Board of Directors of the Company has discussed the same at arm's length and undertaken to take corrective measures on the qualifications raised in the Secretarial Audit report by the Secretarial Audit.

Secretarial Auditor report (MR-3) is self explanatory and therefore do not call for any further comments.

10. NOMINATION AND REMUNERATION POLICY

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as “**Annexure III**”.

11. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

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

