



**TRANS FINANCIAL RESOURCE LIMITED**

**CIN- L70100GJ1994PLC022954**

**REGISTERED OFFICE:**

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

**ANNUAL REPORT 2018-19**

➤ **BOARD OF DIRECTORS:**

NAME OF THE DIRECTOR	DIN	DESIGNATION
MR. HARISHKUMAR RAJPUT	06970075	MANAGING DIRECTOR & CFO
MR. JAIMINKUMAR SHAH	06920281	INDEPENDENT DIRECTOR
MR. DHRUMANSINH INDRAJEETSINH RAJ	08353956	NON EXECUTIVE DIRECTOR
MRS. BHARTI SHARMA	07440079	INDEPENDENT DIRECTOR

➤ **KEY MANAGERIAL PERSONNEL:**

**COMPANY SECRETARY & COMPLIANCE OFFICER:** MR. DHANAJAY H. TRIVEDI  
**CHIEF FINANCIAL OFFICER:** MR. HARISHKUMAR B. RAJPUT

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➤ **AUDITORS:**

**STATUTORY AUDITOR: M/S. JIGAR SHAH & ASSOCIATES**

Chartered Accountants  
533, 5<sup>TH</sup> FLOOR, LSCON EMPORIO,  
NEAR STAR BAZAAR, SATELLITE, AHMEDABAD-380015.

**SECRETARIAL AUDITOR: M/S. A. SHAH & ASSOCIATES**

Practicing Company Secretaries  
D- 413, SHIROMANI COMPLEX, OPP. OCEAN PARK,  
NEHRUNAGAR, SATELLITE, AHMEDABAD

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➤ **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](mailto:ahmedabad@linkintime.co.in)

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

**I. BSE LIMITED**

25<sup>TH</sup> FLOOR, P. J. TOWERS, DALAL STREET, FORT, MUMBAI – 400001

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➤ **CONTACT DETAILS:**

**CIN:** L70100GJ1994PLC022954

**REGISTERED OFFICE ADDRESS:** 4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE  
RESTAURANT, NAVRANGPURA, AHMEDABAD  
GJ 380009 IN

**CONTACT NO.:** 079 26402089

**EMAIL ID:** [tfrl4444@gmail.com](mailto:tfrl4444@gmail.com)

**WEBSITE:** [www.transfinancialrltd.com](http://www.transfinancialrltd.com)

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## **TRANS FINANCIAL RESOURCE LIMITED**

### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT 24TH 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 30<sup>th</sup> SEPTEMBER, 2019 AT 10.00 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, 2019, including the audited Balance Sheet as at March 31, 2019, 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. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION:**

To consider and if thought fit to pass with or without modification, 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 and Board of Directors, **M/S. PRAKASH TEKWANI & ASSOCIATES.** Chartered Accountants, (F.R.NO. 120253W), be and are hereby appointed as Statutory Auditors of the company to conduct the audit of the Company for the financial year 2019-20 ,at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

#### **SPECIAL BUSINESS:**

4. **RE APPOINTMENT OF MR. JAIMINKUMAR SHAH, AS A NON EXECUTIVE INDEPENDENT DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:**





## TRANS FINANCIAL RESOURCE LIMITED

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, Mr. Jaiminkumar Shah (DIN: 06920281), a Director of the Company, who has submitted a declaration under Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of SEBI (LODR) Regulation, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five (5) financial years with effect from 30<sup>th</sup> September, 2019 .”

5. **APPOINTMENT OF MR. DHRUMANSINH RAJ. AS A NON EXECUTIVE NON INDEPENDENT DIRETOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section-149, 152(5), 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Dhrumansinh raj (DIN: 08353956) , who was appointed as an additional director of the Company and who has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013, be and is hereby appointed as a Non – Executive Non Independent Director of the Company.”





## **TRANS FINANCIAL RESOURCE LIMITED**

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**Place: AHMEDABAD  
Date: 14/08/2019**

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

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**MR. JAIMINKUMAR SHAH  
DIRECTOR  
(DIN: 06920281)**





## TRANS FINANCIAL RESOURCE LIMITED

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. 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 CSDL / NSDL as on close of business hours on **23<sup>RD</sup> August, 2019**. 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).
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>TH</sup> September, 2019 to 30th September, 2019 (both days inclusive) in connection with AGM
4. 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.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
6. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting asset out in the Notice is annexed hereto.
8. As a measure of economy, copies of the Notice of AGM will not be distributed at the Meeting. Members are therefore, requested to bring their copies of the Notice of AGM to the Meeting.
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.





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11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **23<sup>RD</sup> September, 2019**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) voting through electronic means shall commence from **09.00 A.M. on 27<sup>th</sup> September, 2019 and end at 5:00 P.M. on 29<sup>th</sup> September, 2019**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of General Meeting.
12. The Member who transfers his / her shares before the Cut-off date i.e. **23<sup>RD</sup> September, 2019**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
13. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date, may request to the Company on registered mail ID of the company i.e. **[tfrl4444@gmail.com](mailto:tfrl4444@gmail.com)** to obtain the User ID & Password.
14. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <http://www.evotingindia.com> on or before **10.00 a.m. on 02<sup>ND</sup> OCTOBER, 2019** and communicated to the BSE Limited where the shares of the Company are listed.





## TRANS FINANCIAL RESOURCE LIMITED

### EXPLANATORY STATEMENT

*(Pursuant to section 102 of the Companies Act, 2013)*

***As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:***

#### **Item No. 4:**

Pursuant to the recommendation of Nomination and Remuneration Committee the members of the Board of the Company had, vide their resolution passed at the Board Meeting of the Company held on **14<sup>th</sup> August, 2019** re appointed Mr. Jaiminkumar Shah as an Independent Director of the Company for the term of five consecutive years, is now being placed before the Members for their approval.

The brief profile and nature of expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The chairman further informed that he has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Special resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Jaiminkumar Shah is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **Item No. 5:**

Pursuant to the recommendation of Nomination and Remuneration Committee the members of the Board of the Company had, vide their resolution passed at the Board Meeting of the Company held on 14<sup>th</sup> February, 2019 appointed Mr. Dhurmansinh Raj as an Additional Non executive non Independent Director of the Company up to the date of next annual general meeting. Therefore, the appointment of Mr. Dhurmansinh Raj needs to be regularized as a Director of the Company. The brief profile and nature of expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Hence, the appointment of Mr.





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Dhrumansinh Raj as a Non Executive Non Independent Director of the Company is now being placed before the Members for their approval.

The chairman further informed that he has submitted declaration that he is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Ordinary resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Dhrumansinh Raj is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

**Place: AHMEDABAD**

**Date: 14/08/2019**

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

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**MR. JAIMIN SHAH  
DIRECTOR  
(DIN- 06920281)**

