

CONTENTS

Notice	2	Notes on Accounts Including Accounting Policies	24
Director's Report	6	Financial Statements along with the Auditors' Report, Accounting Policies, Practices and Notes of Accounts of Wholly Owned Subsidiaries	41
Auditor's Report	17	Consolidated Financial Statements along with the Auditors' Report, Accounting Policies, Practices and Notes on Accounts	69
Balance Sheet	20	Attendance Slip and Proxy Form	92
Profit & Loss Account	21		
Cash Flow Statement	22		

Corporate Information**BOARD OF DIRECTORS**

Dr. Ram S. Tarneja
Mr. Ram Sharan Prasad Sinha
Mr. Ashok Kumar Agarwal
Mr. Aloke Choudhary
Mr. Vineet Agarwal
Mr. Soumya Dutta
Mr. Amitava Ghosh, Executive Director

COMPANY SECRETARY

Mr. Dilip Kumar Morwal

AUDITORS

Anand Jain & Co.
Chartered Accountants
C-11/24, Kaveri Path Shopping Centre,
Mansarovar, Jaipur-302020 (Raj.)

BANKERS

HDFC Bank Ltd.

REGISTERED & CORPORATE OFFICE

Plot No. 3, HAF Pocket,
Sector 18 A, Phase-II, Dwarka,
Near Veer Awas, New Delhi-110075

HEAD OFFICE

C-300, Meghalaya Tower,
Church Road,
Jaipur-302001

NOTICE FOR 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of the Members of Transcorp International Limited will be held on Monday, the 23rd day of July 2012, at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012, 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. Ashok Kumar Agarwal, who retire by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and 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. Ram Sharan Prasad Sinha, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th May 2012, in terms of Section 260 of the Companies Act, 1956 ("the Act") and Article 78 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company and the period of his office shall be liable to determination by retirement of directors by rotation.

7. To consider and if thought fit to pass, with or without modification(s), the following resolution as a special resolution:-
"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the members be and is hereby accorded to the re-appointment of Mr. Amitava Ghosh as a Whole-time Director Designated as Executive Director of the Company, for period of 3 years with effect from 15th May, 2012 on the terms and conditions including remuneration as set out in Explanatory Statement annexed to the Notice convening this meeting and in the draft agreement between the Company and Mr. Amitava Ghosh produced at this meeting and for the purpose of identification, initiated by the Chairman hereof, with liberty to the Board of Directors (hereinafter referred as "Board") to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED that for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper."

8. To consider and if thought fit to pass, with or without modification(s), the following resolution as a special resolution:-
""RESOLVED THAT subject to the provisions of Section 314(1B) and other provisions, if applicable, of the Companies Act, 1956, a monthly fee of ` 25000/- (Rupees Twenty Five Thousand) be and is hereby approved for Miss Poloumi Ghosh w.e.f. 1st June 2012.""

9. To consider and if thought fit to pass, with or without modification(s), the following resolution as a special resolution:-
""RESOLVED in super session of resolutions passed earlier, in this respect, that pursuant to the provisions of Section 309 and other provisions, if any of the Companies Act, 1956 (Act) and subject to the approval of Central Government, a sum not exceeding ten (10) per cent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198, 349 and 350 of the Act, be paid to the Non-Executive Directors of the company or some or any of them in such amounts or such proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year for the period of five years commencing from Financial Year 2012-2013.""

Place: New Delhi

Date: 11.05.2012

Registered Office:

Plot No. 3, HAF Pocket,
Sector 18A, Dwarka
Phase-II, New Delhi-110075

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 to 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 21st July 2012 to 23rd July 2012 (both days inclusive). Dividend on equity shares for the year ended 31st March 2012, will be paid on or after 23rd July 2012 (date of AGM) to those members whose names appear on the Company's register of members at the close of working hours of the Company on 21st July 2012 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 Services (India) Limited for this purpose.

Central Depository

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 C-300, 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 confirmed or 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Ram Sharan Prasad Sinha was appointed as an additional director in the Board Meeting held on 11th May 2012 pursuant to Section 260 of the Companies Act, 1956. Mr. Ram Sharan Prasad Sinha will hold office as additional director upto the date of the ensuing General Meeting. The Company has received a notice in writing from a member of Company under Section 257 of the Companies Act, 1956 proposing his appointment as Director, subject to retirement by rotation.

The Board of Directors recommends passing of the aforesaid resolution as ordinary resolution.

None of the Directors of the Company other than Mr. Ram Sharan Prasad Sinha are deemed to be concerned or interested in the above resolution.

ITEM NO. 7

The Board of Directors of the Company in their meeting held on 14th May 2010, subject to the approval of the Company's members in the Annual General Meeting appointed Mr. Amitava Ghosh as a Whole-time Director (designated as Executive Director) of the Company, for a period of two years w.e.f. 15th May, 2010 on the terms and subject to conditions set out in the agreement and thereafter the appointment was approved by the shareholders in their meeting held on 21st July 2010.

The Board of Directors in its meeting held on 11th May 2012 have decided (subject to approval of Shareholders) to re-appoint Mr. Amitava Ghosh as Whole Time Director (designated as Executive Director) for a further period of 3 years w.e.f. 15th May 2012 on the terms and conditions given in the draft agreement.

The material terms, including remuneration, of the said Agreement are as follows:

A) PERIOD: Three years i.e. from 15th May, 2012 to 14th May 2015.

B) REMUNERATION :

A) A Basic Salary of ` 75000/- (Rupees Seventy Five Thousand) per month with liberty to the Board to grant or withhold increments as deemed fit ;

B) House Rent allowance (HRA): 60% of Basic Salary;

C) Special Allowance: ` 45,000/- (Rupees Forty Five Thousand) per month;

D) Transport Allowance: ` 800/- per month

E) LTA: Subject to one month's basic salary

F) Medical reimbursement: 6% of basic salary;

G) Attire Allowance: ` 8000 per month

H) Helper Reimbursement: ` 7000 per month

I) Use of a motor-car of the Company, with driver, for the Company's business. All running and maintenance expenses therefore to be borne and

paid by the Company subject to maximum of ` 100000/- per annum for fuel (on submission of bills) and ` 100000/- per annum for Drivers' Wages. Provided that the cost of petrol for personal use, if any, of the car shall be reimbursed by the Whole-time Director to the

Company ;
J) Benefit of the Company's Provident Fund Scheme for the time being in force;

P) OTHER TERMS :

- The Whole-time Director shall not, without Board's approval, engage himself in any business, occupation or employment competing with the Company's business.
- The Whole-time Director shall not divulge or disclose any confidential information or knowledge as to the business and affairs of the Company.
- Both parties are entitled to terminate the agreement by giving 60 days notice in writing.

Mr. Amitava Ghosh is a Science Graduate and is having Post Graduation Diploma in Personnel Management. He has successfully handled Foreign Exchange, Inward remittance and Travels business of the Company since last many years.

The re-appointment and payment of remuneration to Mr. Amitava Ghosh as Whole-time Director of the Company, has been approved by the Remuneration Committee of the Board of Directors of the Company at their meeting held on 11th May, 2012. The remuneration payable to Mr. Amitava Ghosh is in conformity with Part (B) of clause 1 of section II of Schedule XIII to the Companies Act, 1956.

Statement / Information under Clause (B) of section II of part II of Schedule XIII to the Companies Act, 1956

I GENERAL INFORMATION :

- Nature of industry: The Company is engaged in the business of Money Changing, Inward Remittance.
- The date of commencement of commercial services : 24th December, 1994

Particulars	Amount (in Lacs)
Income from Services rendered and other income	67527.98
Profit after tax as per profit & loss account (inclusive of extra ordinary items)	170.17
Accumulated profit (after appropriation)	687.51
Net worth	3902.80

Particulars	Amount (in Lacs)
Export performance & net foreign exchange collaborations	
Export performance (export of foreign currencies)	N.A.
Net foreign exchange collaborations	2718.29

II. Information about the appointee :

Sr. No.	Particulars	
1.	Background details	
	a) Name & Designation	Mr. Amitava Ghosh
	b) Age	52 years (28 th June 1960)
	c) Qualifications	B.Sc. PGDPM
	d) Expertise	Money Changing, Money Transfer, Travels and Logistics
	e) Other Directorships	1. TCI Developers Limited 2. Transcorp Enterprises Limited
	f) Chairmanship / Membership of the Committees as on 31.03.2012	Audit Committee:- Chairman:- TCI Developers Limited
2.	Past remuneration for the financial year ended 31.03.2012	` 2352946/-
3.	Recognition of awards	NIL
4.	Job profile and his suitability	Overall control of Company's business operations. He is suitable for the same as he has done well in the Company as Executive Director
5.	Remuneration proposed	As per proposed resolution
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person	After taking into consideration the size of the Company, the profile of the appointee, the responsibilities to be shouldered by him, the remuneration proposed appears to be reasonable and at par with other companies of same size in the industry.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	` 25000/- per month is proposed to be paid to Miss Poloumi Ghosh daughter of Mr. Amitava Ghosh as fee for advisory services w.e.f. 1 st June 2012

III Other Information:**1. Reasons for inadequate profits**

The Company has been making profits. However, considering the responsibilities that will be shouldered, the remuneration payable to Mr. Amitava Ghosh falls under Schedule XIII of the Companies Act, 1956.

2. Steps taken or proposed to be taken for improvement And Expected increase in productivity and profits in measurable terms

3. The Company has implemented various corrective steps and cost reduction measures so as to improve its operational efficiencies. These include reduction in fixed costs, prompt and better customer service, better product mix etc. the Company has explored new service areas and added new branches/sub-agent network which may yield better results of the Company.

Your Directors are of the view that the re-appointment of Mr. Amitava Ghosh as Whole-time Director is in the interest of the Company and shareholders and accordingly, recommend the resolution at item no. 6 of the Notice for the approval of members.

The draft agreement between the Company and Mr. Amitava Ghosh is available for the inspection of members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days.

Mr. Amitava Ghosh is concerned or interested in the passing of the resolution at this item.

An abstract of the terms of contract between the Company and Mr. Amitava Ghosh and memorandum of interest pursuant to section 302 of the Companies Act, 1956 has already being posted to the members which forms a part of this Annual Report.

Item No. 8

Miss Poloumi Ghosh is pursuing her Masters degree in Social Science and gives her advice on understanding the human psychologies.

At present ` 19000/- per month are being paid to her and now keeping in view of her performance it is proposed to increase her monthly consultancy fee from ` 19000/- (Rupees Nineteen Thousand) to ` 25000/- (Rupees Twenty Five Thousand) w.e.f. 1st June 2012.

The Board of directors recommends passing of the aforesaid resolution as special resolution.

None of the Directors of the Company other than Mr. Amitava Ghosh are deemed to be concerned or interested in the above resolution.

Item No. 9

The Non-executive Directors being external have wider perspective and independence to the decision making process within the Board and its Committees. They have made persistent efforts to act as candid consolors for guiding the Company in benchmarking standards. Their specialization and expertise has helped to achieve a balance knowledge, skills, attitudes and other directorial resources.

Taking into consideration the time and attention the Non-executive Directors devote, the Board recognizes the need to suitably remunerate such directors with remuneration in the form of commission. As per the provisions of Section 309 of the Companies Act, 1956 as applicable to your Company, It is proposed to pay commission not exceeding 10 percent of net profits of the Company calculated in accordance with the provisions of Section 198, 349 and

350 of the Companies Act, 1956 for a period of (5) years, commencing from financial year 2012-13.

The quantum of the said commission will be determined and apportioned amongst such Non-Executive Director(s), depending on their/his respective performance, which will be adjudged by the Board of Directors from time to time.

This resolution will supersede all the previous resolutions passed in this regard.

Company will seek the permission of Central Government on the above matter after getting the approval of shareholders, as per the provisions of Companies Act, 1956.

Board recommends the passing of the special resolution

Name of the Director	Dr. Ram S. Taneja	Mr. Ashok Kumar Agarwal	Mr. Amitava Ghosh	Mr. Ram Sharan Prasad Sinha
All Non-Executive Directors of the Company, may be deemed to be concerned in this resolution to the extent of commission that may be payable to them from time to time	7 th December 1931	05 th November 1955	28 th June 1960	21.09.1951
Date of Birth	28 th July 2010	20 th December 1994	15.05.2010	11.05.2012
Date of Appointment	28 th July 2010	20 th December 1994	15.05.2010	11.05.2012
Experience/Expertises	Vast experience of over 50 years in various industries	An entrepreneur with more than 35 years of experience	Vast experience in Forex and Logistics	Vast experience of finance and management
Directorship of other Companies As on 31st March, 2012	1. Bharat Gears Ltd. 2. GATI Ltd. 3. GIVO Ltd. 4. HDFC Ltd. 5. Jollyboard Ltd. 6. NESCO Ltd. 7. Otis Elevator Co. (I) Ltd. 8. Phillips Carbon Black Ltd. 9. Phoenix Township Ltd. 10. Sowil Ltd.	1. Sharma East India Hospitals & Medical Research Limited 2. TCI Infrastructure Finance Limited 3. TCI Industries Limited 4. ABC India Limited 5. Transcorp Enterprises Limited	1. TCI Developers Limited 2. Transcorp Enterprises Limited	1. Glodyne Technoserve Limited
Chairmanship/Membership of Other committees of Companies as on 31st March 2012	I. Shareholders'/Investors' Grievance Committee: A. Chairman: 1. HDFC Ltd. B. Member: None II. Audit Committee: A. Chairman: 1. Bharat Gears Ltd. B. Member: 1. GATI Ltd. 2. Jolly Board Ltd. 3. NESCO Ltd. 4. Otis Elevators Co. (I) Ltd.	I. Shareholders'/Investors' Grievance Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: 1. Sharma East India Hospitals & Medical Research Limited B. Member: None	I. Shareholders'/Investors' Grievance Committee: A. Chairman: TCI Developers Ltd. B. Member: None II. Audit Committee: A. Chairman: TCI Developers Ltd. B. Member: None	I. Shareholders'/Investors' Grievance Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: Glodyne Technoserve Limited
Number of equity shares held in the company as on 31.03.2012	30	27504	NIL	NIL

DIRECTOR'S REPORT

The directors are pleased to present the 17th annual report together with the audited statement of accounts for the year ended 31st March
(` In Lacs)

Particulars	For the year ended 31.03.2012	For the year ended 31.03.2011
Profit Before Interest, Depreciation and Tax	592.86	647.67
Less: Interest	304.43	207.18
Profit before Depreciation and Tax	288.43	440.49
Less: Depreciation	60.26	74.22
Profit Before Tax (PBT)	228.17	366.27
Less: Provision for Taxation (inclusive of Deferred Tax and Current Tax (Net of Tax revert back)	58.00	79.58
Profit After Tax (PAT)	170.17	286.69
Add: Previous surplus brought forward	579.09	339.68
Profit available for appropriation	749.26	626.37
Transferred to General Reserve	5.00	0.00
Proposed Dividend	48.82	40.68
Tax on Proposed Dividend	7.92	6.60
Net Surplus	687.51	579.09

DIVIDEND

The Directors recommend that a dividend of ` 1.20 per share (previous Year ` 1 per share) be paid for the financial year ended 31st March 2012.

OPERATIONS

Your Company is a Full Fledged Money Changer and thus is an Authorised Money Changer, licensed by Reserve Bank of India (RBI). The company is also licensed to operate the Money Transfer Services System (MTSS) by the RBI and carries on the business of Money Transfer as a principal agent of Western Union. Money Changing and Money Transfer are the principal businesses carried out by the company.

During the year 2011-12, the markets showed signs of recovery and fueled travel plans for individuals and corporates. This was reflected by slight growth in foreign exchange market at few pockets. Similarly, in our money-transfer business, due to active focus by our principal Western Union in 'sender' countries, there was an overall growth in business.

During the year under consideration, your company consolidated the operations in both wholesale as well as retail segment of the foreign exchange business. We are aggressively pursuing the inward remittance business. During the year under consideration sub-agents locations were reached a level of 9500 sub-agents resulting a very good growth in transactions.

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.

In money-changing business, the Company has taken major corrective action during first half of year to improve margins and the product mix, which has impacted the business as is visible in the turnover and income of money-changing business during the year. However the corrective actions taken started showing positive results from end of the last quarter of this year. Your Company has tied-up with some of the leading banks for sale of Foreign Currency Cards and Outward Remittances business. This will bring enhanced focus in retail business and will improve overall margins and quality of business.

The gross revenue including other income of the Company for the year ended 31st March, 2012 was ` 67527.98 Lacs as compared to ` 52209.21 Lacs in previous year.

The short term as well as long term outlook for the Company is positive, looking at the developing market scenario, focus on better resource management and thrust to expand network.

Detailed information about the operations of the Company is incorporated in the Management Discussion and Analysis Report. The Financial Highlights are mentioned above while segment wise performance is not reported as during the year under review, the Travels and Tours services segment has ceased to be reportable business segment within the criteria defined under Accounting Standard 17 due to the transfer of entire Travels and Tours and Car Rental Divisions to Wholly Owned Subsidiary named Ritco Travels and Tours Private Limited.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Article 89 of Articles of Association of the Company, Dr. Ram S.

Tarneja and Mr. Ashok Kumar Agarwal retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for reappointment.

Tenure of Mr. Amitava Ghosh as Whole Time Director (designated as Executive Director) is valid till 14.05.2012. The Board has extended the appointment of Mr. Amitava Ghosh as Whole Time Director (designated as Executive Director) subject to the approval of Members in their Annual General Meeting for a further period of 3 years w.e.f. 15.05.2012.

Mr. Ram Sharan Prasad Sinha was appointed as an additional director on the Board of the Company. He is an independent Director. In terms of Section 260 of the Companies Act, 1956, he will hold the office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from the member proposing his candidature for the office of Director liable to retire by rotation.

Mr. Anil Kumar Khandelwal, Director resigned on 25th April 2012 from the Board. The Board acknowledges the contribution of Mr. Anil Kumar Khandelwal in Board proceedings.

Brief profiles of Dr. Ram S. Tarneja, Mr. Ashok Kumar Agarwal, Mr. Amitava Ghosh and Mr. Ram Sharan Prasad Sinha, 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.

AUDITORS

M/s Anand Jain & Co., Chartered Accountants, Jaipur, Statutory Auditors of the Company, holds 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 Executive Director and CFO, 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.

Particulars	2011-2012 (in `)	2010-2011 (in `)
Expenditure in Foreign Currency or, Traveling etc.	1416887	3080276
CIF Value of imports/capital goods		
Advance for purchase	NIL	NIL
Earning in Foreign Currency (excluding reimbursement of expenses)	271828508	220576709
Commission/Income		

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 Companies (Particulars of Employees) Rules, 1975 as amended are not given.

PUBLIC DEPOSITS

The Company has outstanding deposits of ` 248.41 Lacs as on 31st March 2012 as compared to ` 222.26 Lacs as on 31st March, 2011 from the public. However there were no overdue deposits except unclaimed deposits of ` 14.77 Lacs.

SHIFTING OF REGISTERED OFFICE

During the year the Registered Office of the Company was shifted from the state of Andhra Pradesh to Capital Territory New Delhi. The Registered office of the company is now situated at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, Phase-II, New Delhi-110075.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

a. In the preparation of the annual accounts for the year ended 31st March 2012, the applicable accounting standards read with requirements set out under revised Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;

- ## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard 21 on Consolidated Financial Statements, the Audited Consolidated Financial Statements are

MATERIAL CHANGES

There were no material changes and commitments affecting the financial position of the company, which have occurred between the end of

There had been no changes in the nature of company's business. Company has 2 Wholly Owned subsidiaries. To the best of information

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the guidance and support received from the Reserve Bank of

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

Corporate Governance is the way of handling the activities of a corporate in a fair and most transparent manner, setting accountability and integrity of the management. Corporate governance has indeed been an integral part of all activities and processes of Transcorp since years. Corporate Governance revolves around commitment and ethical business conduct.

Transcorp Board believes that Corporate Governance is just not as compliances of legal requirements, it is about standards, value ethics and managing the business activities as the trustee of all stakeholders and society at large.

Corporate Governance is a continuous process of sustaining and enhancing the standards of values and ethics. Transcorp's basic philosophy of Corporate Governance is reflected in following principles:

- a) Conducting the business affairs in the ethical manner
- b) Internal checks and audits
- c) Effective and prompt shareholders communication ensuring correct and timely disclosures and disseminations of all the price sensitive information
- d) Ensuring highest level of accountability and responsibility
- e) Ensuring total compliance with all the applicable laws & regulations
- f) Compliance of Code of Conduct for Board Members and Senior Management along with Insider Trading prevention regulations

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 Executive Director 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 Seven 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

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	9	2	5
Mr. Ashok Kumar Agarwal	Promoter	4	Yes	None	5	1	None
Mr. Ram Sharan Prasad Sinha**	Independent & Non-Executive	N.A.	N.A.	NIL	1	NIL	1
Mr. Anil Kumar Khandelwal***	Independent & Non-Executive	2	No	None	1	None	None
Mr. Aloke Choudhary	Promoter's Relative & Non Executive	4	Yes	None	None	None	None
Mr. Vineet Agarwal	Non Executive	4	Yes	None	3	None	1
Mr. Soumya Dutta	Independent & Non Executive	3	No	None	None	None	None
Mr. Amitava Ghosh	WTD (Executive Director)	4	Yes	None	2	2	None

Note:

* Audit Committee and Shareholders Grievance Committee.

** Mr. Ram Sharan Prasad Sinha was appointed w.e.f. 11th May 2012

*** Mr. Anil Kumar Khandelwal resigned from the Board w.e.f. 25th April 2012

Pursuant to good Corporate Governance the Independent Directors on Board:

- Apart from receiving Director's remuneration (sitting fee and other amount viz., commission as percentage of profit 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 such 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.
- Risk involved in the business and its Management

Meeting of Board:-

Four Board meetings were held during the year on 23rd May 2011, 28th July 2011, 21st October 2011, and on 16th February 2012 (meeting was to be held on 9th February 2012 but got adjourned due to lack of quorum).

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

Mr. Ashok Kumar Agarwal, Mr. Vineet Agarwal, Mr. Alope Choudhary and Mr. Amitava Ghosh attended the 16th Annual General Meeting of the company held on 28th July, 2011.

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.
- Reviewing of management letters and letters of internal control weakness by the statutory auditors.
- To discuss and approve the budget of the company for all its division along with capital expenditure Budget.

Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and no meeting of the committee was held during the year.	Chairman	Members
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.	Chairman	Members
The composition, names of members and particulars of the meetings and attendance of the members during the year are as follows:	Chairman	Members
1. Mr. Soumya Dutta	Chairman	Members
2. Mr. Vineet Agarwal	Chairman	Members
3. Mr. Vineet Agarwal	Chairman	Members
4. Mr. Vineet Agarwal	Chairman	Members

Details of remuneration paid to the executive Director is as under :-

Name and Designation	Remuneration paid during the financial year 2011-12 (in `)
Mr. Amitava Ghosh, Executive Director	2352946/-

Commission and sitting fee to the Non-Executive Directors, for the year 2010-2011 are as detailed below:-

S.No.	Name of Director	Commission Paid*	Sitting Fees	Total
1.	Dr. Ram S. Tarneja	NIL	40000	40000
2.	Mr. Ashok Kumar Agarwal	NIL	NIL	NIL
3.	Mr. Ram Sharan Prasad Sinha*	N.A.	N.A.	N.A.
4.	Mr. Anil Kumar Khandelwal**	NIL	20000	20000
5.	Mr. Alope Choudhary	NIL	20000	20000
6.	Mr. Vineet Agarwal	NIL	NIL	NIL
7.	Mr. Soumya Dutta	NIL	40000	40000