TRC Financial Services Limited

FORM A - UNQUALIFIED/ MATTER OF EMPHASIS REPORT

(Pursuant to Clause 31(a) of Equity Listing Agreement)

Covering letter of the Annual Audit Report to be filed with the Stock Exchange

Sr. No.	Particulars	Details
1.	Name of the Company	TRC Financial Services Limited
2.	Annual financial statements for the year ended	March 31, 2013
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	N.A.

For, TRC Financial Services Limited

Mr. Vijay M.S. Misquitta Managing Director	Mr. Harshad Dholakia Chairman of the Audit Committee

For, ASP & Company,
Chartered Accountants
Firm Reg. No. 000576N

Sehul S. Shah

ASP & CO. MUMBAI CHARTERED ACCOUNTANTS

Mr. Sehul Shah
Partner
Membership No. 078210

Date: 04.09.2013
Place: Mumbai

Regd. Office : 3rd Floor, Bandra Hill View CHS, 85, Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai-400 050.
Ph. :26414725 Fax : 26433887 Email : trcfsltd@gmail.com

NINETEENTH ANNUAL REPORT 2012-13

TRC FINANCIAL SERVICES LIMITED

TRC Financial Services Limited

Company Information

Board of Directors

Mr. Ajay Sarupria
Chairman

Vijay M. S. Misquitta
Managing Director

Harshad Dholakia
Director

Ramakant Nayak
Director

Shailesh Hingarh
Director

Compliance Office
Vijay M. S. Misquitta

Statutory Auditors
ASP & Co.
Chartered Accountants

Registered Office
Bandra Hill View CHS, (3rd Floor),
85, Hill Road,
Opp. Yoko Sizzlers, Bandra (W),
Mumbai – 400050.

Bankers
HDFC Bank Limited
Central Bank of India
Corporation Bank
IDBI Bank

R & T Agent
Purva Sharegistry (India) Pvt. Ltd

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NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of TRC Financial Services Limited will be held on Monday, September 30, 2013 at 11.00a.m.at registered office of the Company at Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2013 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.

2. To appoint a Director in place of Mr. Ramakant Nayak, who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a Director in place of Mr. Harshad Dholakia, who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint M/s. ASP & Co. Chartered Accountant, Statutory Auditors of the Company to and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors or any Committee thereof to fix their remuneration.

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

Sd/-
(VIJAY M. S. MISQUITTA)
MANAGING DIRECTOR

Place: Mumbai
Date: 14.08.2013

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on poll, instead of himself and a proxy need not be a Member of the Company.

2. The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.

4. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending meeting.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2013 to Monday, September 30, 2013 (both days inclusive).

8. The Ministry of Corporate Affairs (MCA), Government of India, had issued the following circulars in Green Initiative i.e. Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, allowing companies to send official documents to their Shareholders electronically as part of its Green Initiatives in Corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we propose to send notices/documents (i.e., physical Annual Report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.,) to the email address.

In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with **Mr. Vijay M. S. Misquitta** from '**TRC Financial Services Limited**' on the email id **trcshareholders@gmail.com** for physical holding of shares in the following format.

Name of the member	Son of/ Daughter of/ Wife of	Client ID/ Ledger Folio No.	No. of Shares held	Pan No. (mandatory in case of Dematholders)	E-mail address

9. The members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding t avail benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, saving in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

10. Members desirous of making nomination in terms of Section 109A of the Act, 1956 in respect of their shareholding may approach the Registrar for assistance, Shareholders holding shares in electronic form may approach their DP with whom they maintain their account for nomination.

11. Members are requested to notify immediately any change in their address :

- to their Depository Participants (DPs) in respect of their electronic share accounts; and
- to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios alongwith Bank particulars.

12. Brief profile of the Directors retiring by rotation and eligible for re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock exchanges is annexed to the Notice.

Name of Director	Mr. Ramakant Nayak	Mr. Harshad Dholakia
Date of Birth	30.06.1945	30.04.1963
Date of Appointment	29.11.2010	30.01.2009
Brief Profile	Mr. Ramakant Nayak has expertise in banking sector and Financial & Corporate Restructuring	Mr. Harshad Dholakia is a Qualified Chartered Accountant, having vast overseas experience in Audit, Finance and Systems Analysis.
Directorships held in other companies	• Sun Capital Advisory Services Private Limited	• Compusys Systems Limited • Online Management

(excluding section 25 and foreign companies)	• Sunteck Realty Limited • Nitin Fire Protection Industries Limited • Max Flex & IMA Ging Sytems Limited • Shree Pushkar Chemicals & Fertilisers Limited • Plexus Capital Ventures Private Limited • Intellvisions Software Limitred • Poddar Developers Limited • Folksreise Tours private Limited • Ashapura Intima Fashion Limited	Services Private Limited • Shree Salasar Investments Limited • Vinca Realtors Private Limited
Shares held in the Company	-	70000

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

Sd/-

Place: Mumbai
Date: 14.08.2013

(VIJAY M. S. MISQUITTA)
MANAGING DIRECTOR

DIRECTORS' REPORT

Dear Members.

Your Directors' have pleasure in presenting their Nineteenth Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2013.

FINANCIAL RESULTS

The financial results of the Company for the year ended March 31, 2013 compared to the previous year are summarized below:

(Rs. in Lakhs)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Total Income	17.90	16.25
Profit (Loss) before interest & depreciation	5.43	11.97
Interest	0.61	-
Profit (Loss) after interest but before depreciation	4.82	11.97
Depreciation	0.06	0.09
Profit (Loss) Before Tax	4.76	11.88
Provision for Tax	0.40	1.80
Profit (Loss) After Tax	4.36	10.08

OPERATIONS

The profits of the Company have decreased from Rs. 10.08 Lacs to Rs. 4.36 Lacs. And the Directors believe the strategies and Business Plans under consideration with the Management will provide more positive yields in the time to come.

DIVIDEND

Due to inadequate profit during the year under review and with purpose to retain profit for strengthening capital base of the company, the Board of Directors do not recommend declaration of any dividend for the year ended 31.03.2013.

PUBLIC DEPOSITS

During the year the company has neither accepted nor renewed any deposit. As on 31.03.2013, the outstanding public deposits amounted to Rs. NIL. Further the company has resolved not to accept public deposits in future.

RESERVE BANK OF INDIA REGULATIONS

The Reserve Bank of India has classified the Company as "Category 'B' Non-Banking Finance Company".

The Company has complied with all the applicable regulations of the Reserve Bank of India as on March 31, 2013.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement entered into with the stock Exchanges, a report on Corporate Governance and a certificate obtained from the Auditors confirming compliance thereto, is given in Annexure to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report is given in an earlier part of the Annual Report.

DIRECTORS

During the year under review, following were the changes in the Composition of Board of Directors.

In accordance with provisions of Companies Act, 1956, and the Articles of Association of the Company Mr. Ramakant Nayak & Mr. Harshad Dholakia retires by rotation at ensuing Annual General Meeting and are eligible reappointments.

Brief details of the Directors being reappointed have been incorporated in the Notice for the ensuing Annual General Meeting pursuant to Clause 49(iv)(g)(i) of Listing Agreement.

AUDITORS

The Statutory Auditors M/s. ASP & Co. Chartered Accountants [**Firm Registration No. 000576N**] hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. Certificate from the Auditors has been received to the effect

that their re-appointment if made, would be within limits prescribed under Section 224(1B) of the Companies Act, 1956.

PARTICULARS ON ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO.

In the view of the nature of activities being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively, are not applicable to the Company.

Foreign Exchange Earnings and Outgo:

Foreign Exchange earnings	:	Nil
Foreign Exchange outgo	:	Nil

PARTICULARS OF EMPLOYEES

There is no employee covered under the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from operating Management, and after due enquiry, confirm that:

1. in the preparation of annual accounts, the applicable accounting standards have been followed and there has been no material departures;

2. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. That the Directors have prepared the annual accounts on a going concern basis.

5. Proper systems are in place to ensure compliance of all laws applicable to the Company.

AUDITORS' REPORT

The Auditors' Report is unqualified. The notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarification under Section 217(3) of the Companies Act, 1956.

ACKNOWLEDGMENTS

The Board of Directors would like to thank Reserve Bank of India and other regulatory / Government authorities and Stock exchanges for their support and stakeholders for their continued co-operation and support.

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

Sd/-
VIJAY M. S. MISQUITTA
MANAGING DIRECTOR

Place: Mumbai
Date: 14.08.2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

Your Company is engaged and registered as a NBFC, however with the recent turmoil and uncertainty in the Financial Sector world over for the past couple of years, your management did not think it is prudent to venture into the NBFC business, however your Management is focused to diversify into certain core business activities and certain business prospects are presently under the active consideration of the Management.

Opportunities and Threats

Your Management is evaluating various business opportunities and evaluating the potential as well as the risk to return on capital. Your Management as in the past has always followed a conservative approach in investing in any proposed business venture and with the principle objective to protect the interest of its shareholders.

Segment Wise / Product Wise Performance

As the company is only in one line of business, product wise disclosure of performance is not required to be made.

Business Outlook

While the outlook for the India economy continues to remain positive, the growth trajectory is likely to go below expected levels of 7% p.a. rising inflation, oil, food, commodity prices and depreciation of Rupee coupled with a deficit monsoon and interest rate remaining high are some of the factors that are negative for the financial environment of the country. The effect is further compounded with a diminished risk appetite among international investors which is bound to impact the Indian economy. Your Company's strategy going forward would be to diversify into core areas where risk due to the above factors are limited and prospects of long term growth in the sector is well established.

Risks & Concerns

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The Risk Management Committee, constituted in accordance with the Guidelines on Corporate Governance issued by the Reserve Bank of India, monitors the risk management framework on an ongoing basis with a view to ensuring that risk parameters are within defined limits.

Internal Control Systems And Adequacy

As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal auditor reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures. Additionally, an Information Security Assurance Service is also provided by independent qualified professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

Financial Performance

The profits of the Company have decreased from Rs. 10.08 Lacs to Rs. 4.36 Lacs.

Human Resources

At the moment there are not many employees but as the Company plans to diversify, importance on proper manpower recruitment with the required skill sets will be emphasized.

Resources / Industrial Relations

The company recognizes the importance of Human resource development. The company has an adequate pool of professionals who are qualified and experienced and recruitment will be made as and when required.

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

Sd/-

Date: 14.08.2013
Place: Mumbai

VIJAY M. S. MISQUITTA
MANAGING DIRECTOR

REPORT ON CORPORATE GOVERANCE

1. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

This Report on Corporate Governance forms part of the Directors Report. This section, besides being in compliance with the mandatory requirement of the listing agreement, gives an insight into the process of the Company's Philosophy on code of governance.

The Company believes in values of Transparency, Professionalism and Accountability in its dealings with its Employees, Shareholders, Government and Clients. The company is committed to achieving the high standards of Corporate Governance.

The Company believes that Corporate Governance is an ongoing process and there is need to view Corporate Governance as more than just a regulatory requirement as good governance, apart from business results, leads to enhanced shareholder value.

2. BOARD OF DIRECTORS

(A) Composition of the Board:

The Boards presently comprises 5 Directors. As required by Clause 49(I)(A)(i) of Listing Agreement more than 50% of the directors are non – executive and as per Clause 49(I)(A)(ii) more than 1/3rd Directors are Independent directors. The composition of the Board in detail is as follows:

Sr. No.	Name of the Directors	Category	Number of Directorships*	Number of Committee positions held in other Public Limited Companies.	
				Chairman	Member
1.	Mr. Ajay Sarupria (Chairman)	Non-executive & Promoter	1	1	Nil
2.	Mr. Vijay M. S. Misquitta (Managing Director)	Executive & Promoter	1	Nil	Nil
3.	Mr. Harshad Dholakia	Non-executive & Independent	3	Nil	Nil

4.	Mr. Shailesh Ghisulal Hingarh	Non-executive & Independent	7	1	5
5.	Mr. Bhavesh Bhatt (resigned w.e.f August 01, 2013)	Non-executive & Independent	Nil	Nil	Nil
6.	Mr. Ramakant Nayak	Non-executive & Independent	6	1	10

** Directorship includes Only Public Limited Companies*

Meetings of the Board:

The meetings of the Board of Directors are generally held at its Registered office of the Company at Bandra Hill View CHS, (3rd floor), 85, Hill Road, opp. Yoko Sizzlers, Bandra (West), Mumbai – 400050. The Board met Seven times during the year on 04.04.2012, 24.04.2012, 14.05.2012, 13.08.2012, 27.08.2012, 09.11.2012, 12.02.2013 & 30.03.2013 with clearly defined agenda, circulated well in advance before each meeting.

The Attendance of the members of the Board at the meeting held during the year and at the last Annual general Meeting (AGM) and also the number of other Directorship & Membership /Chairmanship of Committees as on March 31, 2013 are as follows:

Sr. No.	**Name Of The Directors**	**Meetings held during the tenure of the Director from 01/04/2012 to 31/03/2013**	**No of Meetings attended**	**Attendance at the last AGM**
1.	Mr. Ajay Sarupria	8	8	Yes
2.	Mr. Vijay M. S. Misquitta	8	6	Yes
3.	Mr. Harshad Dholakia	8	8	No
4.	Mr. Shailesh Ghisulal Hingarh	8	6	Yes

5.	Mr. Bhavesh Bhatt (resigned w.e.f August 01, 2013)	8	5	No
6.	Mr. Ramakant Nayak	8	6	Yes

Changes in Directors

During the year under review, following were the changes in the Composition of Board of Directors.

Mr. Ramakant Nayak & Mr. Harshad Dholakia retire by rotation and, being eligible, offer themselves for reappointment.

Brief details of the Directors being reappointed have been incorporated in the Notice for the forthcoming Annual General Meeting pursuant to Clause 49(iv)(g)(i) of Listing Agreement.

Mr. Bhavesh Bhatt resigned from Board w.e.f August 01, 2013.

Responsibilities of the Boards:

The Board discharges the duties responsibilities as required under the applicable statute (s) including the Companies Act, 1956, Guidelines issued by SEBI and other regularities bodies from time to time. The Board of Directors ensures that other responsibilities do not have any material impact on their responsibilities as Directors of the company.

Role of the Independent Directors:

The independent directors play an important role & participate in all the deliberation of the Board and contribute to the decision making process with their knowledge and expertise in the areas of Account, Financial, Law, & other professional areas.

During the financial year 2012 - 2013, no commission was paid to any director of the Company.

3. BOARD COMMITTEES

The Board has constituted the following committees:

- Audit Committee
- Share Transfer and Investor Grievance Committee
- Investment Committee
- Remuneration Committee

A) AUDIT COMMITTEE

In the financial year 2012-13, the Audit Committee duly met 5 times on 10.05.2012, 10.08.2012, 24.08.2012, 06.11.2012 & 01.02.2013. Due to Resignation of Mr. Bhavesh Bhatt, the Audit Committee was re-constituted on August 01, 2013. Mr. Shailesh Ghisulal Hingarh was appointed as member of Audit Committee in place of Mr. Bhavesh Bhatt who resigned w.e.f August 01, 2013. The Composition of the Audit Committee and the details of meetings attended by the members of the Audit Committee are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Harshad Dholakia, Chairman	Non-executive & Independent	5	5
Mr. Bhavesh Bhatt (resigned w.e.f August 01, 2013)	Non-executive & Independent	5	5
Mr. Ramakant Madhav Nayak	Non-executive & Independent	5	5
Mr. Shailesh Ghisulal Hingarh (appointed w.e.f August 01, 2013)	Non-executive & Independent	-	-

The Audit Committee is responsible for the areas specified by Clause 49 of the Listing Agreement and Section 292-A of the Companies Act, 1956, besides other roles as may be referred by the Board of Directors. The Audit Committee has reviewed the Annual financial results, half-yearly results and internal working system of the company and has held discussion with the Statutory Auditors of the company.

Role of Audit Committee

The role of the Audit committee shall include the following:

1. Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956

   b. Changes, if any, in accounting policies and practices and reasons for the same

   c. Major accounting entries involving estimates based on the exercise of judgment by management

   d. Significant adjustments made in the financial statements arising out of audit findings

   e. Compliance with listing and other legal requirements relating to financial statements

   f. Disclosure of any related party transactions

   g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval

5A. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

6. Reviewing, with the management, performance of statutory auditors, and adequacy of the internal control systems.

7. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

8. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

9. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

10. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B) SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE

In the financial year 2012-13, the Share Transfer & Investor Grievance Committee duly met 6 times on 20.08.2012, 13.09.2012, 30.11.2012, 15.12.2012 and 31.12.2012 and 30.03.2013. The Composition of the Shareholders/Investors Grievance Committee and details of Meetings attended by the Members of the Committee are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Harshad Dholakia, Chairman	Non-executive & Independent	6	6
Mr. Vijay M. S. Misquitta	Executive & Promoter	6	6
Mr. Ramakant Nayak	Non-executive & Independent	6	6

The main function of the share transfer and Investor Grievance Committee is to supervise and ensure efficient transfer of shares, dematerialisation of shares and timely attendance of investor's complaints. The committee meets to review the transfers/ Remat / demat / duplicate shares issue, executed by the RTA M/s. Purva Sharegistry (India) Pvt. Ltd. Mr. Vijay M. S. Misquitta is the Compliance Officer of the Company.

Complaints received through SEBI Scores has been successfully resolved during the year. As on 31st March 2013, there was no complain pending.

Half-yearly Transfer Audit and Quarterly Secretarial Audit in terms of the Listing Agreement are regularly carried out by an Independent Practicing Company Secretary.

C) INVESTMENT COMMITTEE

In the financial year 2012-13, the meetings of the Investment Committee were duly held twice. The Composition of the Investment Committee and details of Meetings attended by the Directors are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Vijay M. S. Misquitta, Chairman	Executive & Promoter	2	2
Mr. Harshad Dholakia	Non-executive & Independent	2	2
Mr. Shailesh Ghisulal Hingarh	Non-executive & Independent	2	2

The Investment Committee's overall purpose is to coordinate and oversee the organizations investment portfolio.

D) REMUNERATION COMMITTEE

In the financial year 2012-13, the meeting of the Remuneration Committee was duly held once. The Composition of the Remuneration Committee and details of Meetings attended by the Directors are given below:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Harshad Dholakia, Chairman	Non-executive & Independent	1	1
Mr. Ramakant Madhav Nayak	Non-executive & Independent	1	1
Mr. Shailesh Ghisulal Hingarh	Non-executive & Independent	1	1

The Committee approves the remuneration of Directors. However, no remuneration has been paid to any Directors in the year under review.

4. REMUNERATION OF DIRECTORS FOR 2012-2013

Name of the Director	Sitting Fee	Salaries and perquisites	Commission	Total
Mr. Vijay M. S. Misquitta	Nil	Nil	Nil	Nil
Mr. Ajay Sarupria	Nil	Nil	Nil	Nil
Mr. Harshad Dholakia	Nil	Nil	Nil	Nil
Mr. Shailesh Ghisulal Hingarh	Nil	Nil	Nil	Nil
Mr. Bhavesh Bhatt	Nil	Nil	Nil	Nil
Mr. Ramakant Nayak	Nil	Nil	Nil	Nil

The Company does not have any stock option scheme and No Commission was paid to any Director during the year 2012-2013.

5. GENERAL BODY MEETING (held in last 3 years)

Year	Venue	Date	Time
2012	Sangathan – 3, Hotel Atithi, Nehru Road, Vile Parle (East), Mumbai - 400099.	28.09.2012	11.00 a.m
2011	Hotel Athithi, Nehru Road, Vile Parle (E), Mumbai – 400099.	30.09.2011	11.00 a.m.
2010	Arjun Farms, (Khasra No. 11/16), Village Pindwala Khurd, Jhatikra Road, New Delhi-110 071	30.09.2010	11.00 a.m.

Special Resolution:

1) Vide Special Resolution passed on 30.09.2010, members approved the appointment of Mr. Vijay M. S. Misquitta as Managing Director for a period of five year w.e.f. 30.01.2010.

6. DISCLOSURES

- The disclosure of related party transactions has been made in Point No. 2.22 of the Notes to Accounts annexed to the Balance sheet as on March 31, 2013.
- There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to any of capital market, during the last three years.
- The Managing Director have certified the specified matters to the Board, as required under Clause 49 V.
- The company has followed all relevant Accounting Standards notified by the Companies (Accounting Standard) Rules, 2011 while preparing the Financial Statements.

7. MEANS OF COMMUNICATION

a. Quarterly Results:

The periodical unaudited/audited financial results are published in Jantechya Mahanayak (Marathi) and The Asian Age (English) as required under the Listing Agreement. All financial and other vital information is promptly communicated to the stock exchanges on which company's shares are listed.

c. SEBI SCORES

In order to redress the Investors Complaints, the Company has registered with SCORES i.e. SEBI Complaints Redress System and had complied with the circular No. CIR/OIAE/2/2011 dated June 3, 2011 issued by SEBI.

8. MANAGEMENT DISCUSSION ANALYSIS REPORT

The Management Discussion Analysis report forms a part of the Annual Report.

9. CODE OF CONDUCT

All the Directors and Senior Management personnel have affirmed Compliance with the code of conduct.

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding adherence to Code of Conduct:

In accordance with Clause 49 (1) (D) of the listing agreement all the Directors and Senior Management personnel have affirmed compliance with the code of conduct for the year ended on 31st March 2013.

Sd/-

Vijay M. S. Misquitta
Managing Director

10. SHAREHOLDERS INFORMATION

i. Annual General Meeting

The Annual General Meeting of the Company for the year ended March 31, 2013 will be held at registered office of the Company at Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050 on Monday, September 30, 2013 at 11:00 a.m.

ii. Financial Calendar for 2013-2014 (Provisional)

1	Results for the Quarter ended June 30, 2013	By August 15, 2013
2	Results for the Quarter ended September 30, 2013	By November 15, 2013
3	Results for the Quarter ended December 31, 2013	By February 15, 2014
4	Results for the Year ended March 31, 2014	By end of May 2014
5	Annual general Meeting for the year ended March 31, 2014	By end of September 2014

iii. Book Closure

The Register of Members and Share Transfer Books are closed keeping in view the proposed dates of annual general meeting. For the year reference the above registers/books would be closed from Monday, September 24, 2013 to Monday, September 30, 2013 (both days inclusive) and was notified accordingly.

iv. Listing of Shares:

The equity shares issued by the Company are listed on the following Stock Exchanges,

Bombay Stock Exchange

Phiroze Jeejeebhoy Towers,

Dalal Street.

Mumbai 400 001.

v. Dematerialization of Shares:

The equity shares of the Company are available for dematerialisation under the Depository System operated by Central Depository Services (India) Limited as well as National Securities Depository Limited. The percentage of shares in demat form as on 31.03.2013 is 92.51%.

vi. Dividend Payment:

No dividend has been recommended for the year 2012-2013.

vii. Listing of shares on stock exchanges and Stock Code

Sr. No.	Name of the Stock Exchange	Stock code
1	The Bombay Stock Exchange Limited	511730

11. STOCK MARKET DATA

Stock Market Price Data for the year 2012-2013:

Month	BSE Prices	
	High (Rs.)	Low (Rs.)
April, 2012	15.20	14.90
May, 2012	15.80	14.25
June, 2012	14.10	13.95
July, 2012	14.50	14.50
August, 2012	14.99	14.50
September, 2012	14.25	14.25
October, 2012	14.25	14.25
November, 2012	14.25	14.25
December, 2012	14.25	14.00
January, 2013	13.31	13.29
February, 2013	13.29	13.29
March, 2013	13.00	11.31

(Source-bseindia.com)

12. SHARE TRANSFER AGENT

M/s. Purva Sharegistry Pvt. Ltd., Mumbai has been appointed as a common agency for both physical and Electronic Connectivity for dematerialisation of shares.

To supplement to the prompt services given by the Registrar & Transfer Agent the Share Transfer and Investors grievance Committee meets as and when there are transfers/transmission of shares for the approvals of periodical transfers, issue of share certificates, splitting of shares etc.

All requests for dematerialisation of shares are processed and confirmation thereof is sent to the shareholders within 21 days of the receipt thereof.

13. Distribution of Shareholding of the Company as on March 31, 2013 is as follows:

Share Holding of Nominal Value of	Folios		Shares	
	Numbers	%	In Rs.	%
Upto 5000	1973	89.11	2576000	5.15
5001 – 10000	90	4.07	734000	1.47
10001 – 20000	52	2.35	768190	1.54
20001 – 30000	27	1.22	702800	1.41
30001 – 40000	13	0.59	464820	0.93
40001 – 50000	10	0.45	458280	0.92
50001 – 100000	17	0.77	1349210	2.70
100001 and Above	32	1.45	42955700	85.90
Total	**2214**	**100.00**	**50009000**	**100.00**

14. The Shareholding Pattern of the Company as on March 31, 2013 is as follows:

	CATEGORY	Nos. of Equity Shares	Total %
(A)	**Shareholding of Promoter Group**		
	(1) Indian		
	Individuals / Hindu Undivided Family	2888874	57.77
	Sub Total	**2888874**	**57.77**

	(2) Foreign	**-**	**-**
	Total shareholding of Promoter and Promoter Group (A)	**2888874**	**57.77**
(B)	**Public Shareholding**		
	(1) Institutions	**109200**	**2.18**
	(2) Non-Institutions		
	Bodies Corporate	449563	8.99
	Individuals		
	Individual shareholders holding nominal share capital up to Rs. 1 lakh	590287	11.80
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	906335	18.82
	Any Others (Specify)	-	-
	Non Resident Indians	500	0.01
	Hindu Undivided Family	54143	1.08
	Clearing Members	1998	0.04
	Sub Total (B)(2)	**2002826**	**40.05**
	Total Public shareholding (B)	**2112026**	**42.23**
	Total (A)+(B)	**5000900**	**100.00**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**	-	-
	Total (A)+(B)+(C)	**5000900**	**100.00**

15. Address for Correspondence - Investor Services

For any complaints relating to non-receipt of shares after transfer, transmission, change of address, mandate etc., dematerialisation of shares, Annual Report, non-receipt of Annual Report, non-receipt of dividend etc., the complaint should be forwarded to M/s Purva Sharegistry (India) Pvt. Limited, at the following address:

M/s. Purva Sharegistry Pvt. Ltd.

Unit No. 9, Shiv Shakti Ind. Estt., J. R. Boricha Marg,

Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.

Email: busicomp@vsnl.com

OR

Regd. Office: Bandra Hill View CHS, (3rd Floor), 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050.

By and on behalf of Board
For TRC FINANCIAL SERVICES LIMITED

Sd/-
VIJAY M. S. MISQUITTA
MANAGING DIRECTOR

Place: Mumbai

Date: 14.08.2013

CEO Certification

(Issued in accordance with provisions of Clause 49 of the Listing Agreement)

To
The Board of Directors
TRC Financial Services Limited
Mumbai

I have reviewed the Financial Statements read with the Cash Flow Statement of TRC Financial Services Limited for the year ended March 31, 2013 and to the best of my knowledge and belief, state that:

a)

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

ii. these statement present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

c) I accept responsibility for establishing and maintaining internal control for financial reporting. We have evaluated the effectiveness of internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and steps taken or proposed to be taken for rectifying these deficiencies.

d) I have indicated to the Auditors and the Audit Committee:

i. Significant changes in internal control over financial reporting during the year;

ii. Significant changes accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statement; and

iii. There have been no instances if significant fraud of which I have become aware.

Date: 14.08.2013

Place: Mumbai

Sd/-

Vijay M. S Misquitta
MANAGING DIRECTOR

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

TRC Financial Services Limited

Mumbai.

We have examined the compliance of conditions of Corporate Governance by M/s. TRC Financial Services Limited for the year ended 31st March, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and progressive implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending as at 31st March, 2013, for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investor Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **Priti J. Sheth & Associates**

Companies Secretaries

Sd/-
Priti J. Sheth
M. No.: F6833
C.P. 5518

Place: Mumbai
Date: 14.08.2013

INDEPENDENT AUDITOR'S REPORT

To the Members of TRC Financial Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **TRC Financial Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

(b) in the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account

d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place: Mumbai
Date: 30.05.2013

For ASP & Co.
Chartered Accountants
Firm Regn. No: 000576N

Sd/-
Sehul Shah
(Partner)

Membership Number: 78210

ANNEXURE TO THE AUDITORS' REPORT

(REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF TRC FINANCIAL SERVICES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013)

In respect of the fixed assets of the company:-

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) The fixed assets of the Company have been physically verified by the management at reasonable intervals. No material discrepancy has been noticed on such verification.

(c) The company has not disposed off a substantial part of fixed assets during year.

The Company does not have any stocks of finished goods, stores, spare parts and raw materials and, therefore, Clauses (ii) of Paragraph 4 of Companies (Auditors Report) Order, 2003 are not applicable to the Company.

During the year, the company has neither granted, nor taken any loans, secured or unsecured to/from companies, firms, or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provision of clause (iii) of paragraph 4 of Companies (Auditor Report) Order, 2003 are not applicable to the company.

In our opinion and according to the information and explanations given to us, there are adequate internal control systems, commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of the audit no continuing major weakness has been noticed in the internal control system.

According to the information and explanations given to us, the company has not entered into any contracts or arrangements, which are required to be listed in the register maintained under Section 301 of the Companies Act, 1956.

The Company has not accepted any deposit from public during the year, and has resolved not to accept public deposits in future. In our opinion, the company has complied with the directives issued by the Reserve Bank of India and the provisions of the Section 58A and 58AA or any other relevant provisions of the act and the rules framed there under, where ever applicable.

In our opinion the company has an internal audit system commensurate, with the size and nature of its business.

In our opinion, and according to information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956.

(a) The Provisions of Provident Fund Act and the Employees State Insurance Act are not applicable to the Company.
(b) According to the records of the company, it is regular in depositing with appropriate authorities undisputed statutory dues including Investor Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Cess and other statutory dues with the appropriate authorities.
(c) According to the information and explanations given to us, there is no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom duty and Cess were outstanding as at 31st March, 2013 for a period of more than six months from the date they became payable.

In our opinion, accumulated losses of the company are more than 50% of it's net worth. However the company had generated cash profit in the financial year under report and in the immediate preceding financial year.

The company has not defaulted in repayment of any dues to a financial institution or bank or debenture holders.

The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities during the year.

The company is not a chit fund, nidhi or mutual benefit fund / society therefore the provisions of Clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

It has maintained proper records in respect of investments held as long-term investments and are held in the name of the company.

According to the information and explanations given to us, the company has not given any guarantee during the year, for loans taken by others from banks or financial institutions.

The company has neither raised any term loan during the year nor any unutilised amount was left on this account, as at the beginning of the year. Therefore the provisions of Clause 4 (xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

According to the information and explanations given to us and on overall examination of the Balance sheet of the company, we report that the funds raised on short-term basis have not been used for long-term investments.

The company has not made any preferential allotment of equity shares to any party during the year.

Neither any debentures were issued during the year nor any creation of security nor charge is pending in respect of debentures raised.

The company has not raised any money by public issue during the year.

To the best of our knowledge and belief and according to the information and explanations given to us, no frauds on or by the company was noticed or reported during the year.

For M/s ASP & Company
Chartered Accountants
(Firm Regn No. 000576N)

Sd/-

Place: Mumbai
Date: 30.05.2013

(Sehul Shah)
Partner
Membership. No. 078210

TRC Financial Services Limited
Balance Sheet as at 31st March, 2013

Particulars	Note No.	As at March 31, 2013		As at March 31, 2012	
		Rupees	Rupees	Rupees	Rupees
I. EQUITY AND LIABILITIES					
Shareholders' Funds					
Share capital	**2.1**	50,009,000		50,009,000	
Reserves and surplus	**2.2**	(25,086,143)	**24,922,857**	(25,522,211)	**24,486,789**
Current liabilities					
Short-term borrowings	**2.3**	5,648,761		-	
Trade payables	**2.4**	217,642		117,872	
Other current liabilities	**2.5**	10,377	**5,876,780**	7,331	**125,203**
Total			**30,799,637**		**24,611,992**
II. ASSETS					
Non-current assets					
Fixed Assets					
Tangible assets	**2.6**	45,668		25,441	
Non-current investments	**2.7**	6,220,000		6,220,000	
Long-term loans and advances	**2.8**	17,500		17,500	
			6,283,168		**6,262,941**
Current Assets					
Cash and cash equivalents	**2.9**	17,368,940		17,917,759	
Short-term loans and advances	**2.10**	7,085,374		367,920	
Other current assets	**2.11**	62,155		63,372	
			24,516,469		18,349,051
Total			**30,799,637**		**24,611,992**
Significant Accounting Policies and Notes on Accounts	**1 & 2**				

As per our report of even date
For ASP & Co.
Chartered Accountants
Firm Regn. No. 000576N

For and on behalf of the Board

Sd/-
Sehul Shah
Partner
Membership No. : 078210

Sd/-
Vijay Mario Sebastian Misquitta
Director

Sd/-
Ajay Dilkush Sarupria
Director

Place: Mumbai
Date: 30.05.2013

Place: Mumbai
Date: 30.05.2013

TRC Financial Services Limited
Statement for Profit and Loss for the year ended March 31, 2013

Particulars	Note No.		Year ended March 31, 2013 Rupees		Year ended March 31, 2012 Rupees
Revenue from operations	2.12		1,789,584		1,622,812
Other income	2.13		500		3,009
Total Revenue			1,790,084		1,625,821
EXPENSES:					
Finance Cost	2.14		60,844		-
Expenses	2.15		1,246,398		428,648
Depreciatoin			6,773		9,458
Total Expenses			1,314,015.40		438,106.62
Profit before Tax			476,068		1,187,715
Tax Expenses					
Current Tax		40,000		180,000	
Deferred Tax		-	40,000	-	180,000
Profit (Loss) for the year			436,068		1,007,715
Earnings Per equity share (Face Value Rs. 10) :					
Basic & Diluted			0.09		0.20
Significant Accounting Policies and Notes on Accounts	1 & 2				

As per our report of even date
For ASP & Co.
Chartered Accountants
Firm Regn. No. 000576N

Sd/-
Sehul Shah
Partner
Membership No. : 078210

Place: Mumbai
Date: 30.05.2013

For and on behalf of the Board

Sd/-
Vijay Mario Sebastian Misquitta
Director

Sd/-
Ajay Dilkush Sarupria
Director

Place: Mumbai
Date: 30.05.2013

TRC Financial Services Limited
Cash Flow Statement for the year ended March 31, 2013

Particulars		Year ended March 31, 2013 Rupees	Year ended March 31, 2012 Rupees
Cash Flow from/ (used in) Operating Activities			
Net Profit/ (Loss) after Tax		**436,068**	**1,007,715**
Adjustments for:			
Depreciation		**6 773**	**9 458**
Dividend Received on Mutual Fund Investments		**(268,832)**	**(268,832)**
Profit on Sale of Mutual Fund		**-**	**-**
Adjustments for:			
Loans and advances		**(6,566,904)**	**1,640,725**
Current liabilities		**5,751,577**	**67,541**
Cash generated from operations		**(641,318)**	2,456,607
Less:- Direct tax Refund/(paid)		(149,333)	314,474
Cash Flow from/ (used in) Operating Activities	**[A]**	**(790,651)**	**2,771,081**
Cash flow from/ (used in) Investing Activities			
Purchase/ Sale of fixed Assets		**(27,000)**	**-**
Dividend Received on Mutual Fund Investments		**268,832**	**268,832**
Fixed deposits		**(808,582)**	(1,432,699)
Cash flow from/ (used in) Investing Activities	**[B]**	**(566,749)**	**(1,163,867)**
Cash flow from/ (used in) Financing Activities		**-**	**-**
Net cash generated from/ (used in) Financing Activities	**[C]**	**-**	**-**
Net (Decrease)/ Increase in Cash and Cash	**[A+B+C]**	**(1,357,401)**	**1,607,215**
Cash and Cash equivalents as at the commencement of the year (Opening Balance)		2,468,369	861,154
Cash and Cash equivalents as at the end of the year (Closing Balance)		1,110,969	2,468,369
Net (Decrease)/ Increase in Cash and Cash equivalents		**(1,357,400)**	1,607,215

Note:
1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statements.

2. Previous period figures have been regrouped/ reclassified/ rearranged wherever necessary to make them comparable to those for the current year.

As per our report of even date
For ASP & Co.
Chartered Accountants
Firm Regn. No. 000576N

Sd/-
Sehul Shah
Partner
Membership No. : 078210
Place: Mumbai
Date: 30.05.2013

For and on behalf of the Board

Sd/-
Vijay Mario Sebastian Misquitta
Director
Place: Mumbai
Date: 30.05.2013

Sd/-
Ajay Dilkush Sarupria
Director

TRC Financial Services Limited

Significant Accounting Polices and Notes to Accounts forming part of accounts for year ended 31st March 2013

1 SIGNIFICANT ACCOUNTING POLICIES:

1.1 Basis of Preparation

The Financial Statements have been prepared in accordance with the generally accepted accounting principles applicable in India and to comply with the applicable Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 and issued by the central government in exercise of the power conferred under sub – section (1) (a) of section 642 of the Companies Act, 1956 and relevant presentational requirements and are based on historical cost convention. In preparing these financial statements, accrual basis of accounting has been followed unless otherwise stated. The Com¬pany has followed the prudential norms of the Reserve Bank of India (RBI) for Non-banking Finance Companies (NBFC's) with regard to asset classification, revenue recognition, Investments and provisioning.

1.2 Use of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as on date of the financial statements and reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates is recognised in the period in which the results are known / materialized.

1.3 Fixed Assets and Depreciation

The gross block of Fixed Assets is stated at cost of acquisition, including any cost attributable to bringing the assets to their working condition for their intended use. Depreciation has been provided on assets, on straight line method at the rates specified in Schedule XIV to the Companies Act, 1956 on pro-rata basis.

1.4 Investments

Investments are classified as long-term or short-term, depending upon the intention to hold the same. Generally investments, which are readily realisable and are intended to be held for not more than one year from the date of investment, are regarded as short term investments. In terms of RBI Guidelines, short-term investments are valued at cost or market value whichever is lower. Long-term investments are valued as per the relevent accounting standard.

1.5 Revenue Recognition

Interest income is recognised based on the time proportion.Dividend on investments is accounted when the right to receive payment is established in the Company's favour.
Profit on sale/ redemption of Investments is accounted on sale/ redemption of such investments.

1.8 Taxation

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

1.10 Impairment of Assets

The company assesses at each balance sheet date whether, there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If the carrying amount of fixed assets/cash generating unit exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

1.12 Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are not recognised but are disclosed by way of notes to the accounts. Contingent Assets are neither recognised nor disclosed.

TRC Financial Services Limited
Notes to Accounts for the year ended March 31, 2013

Note 2.1 Share Capital

	31-Mar-13 Rs.	31-Mar-12 Rs.
Authorized		
Equity Shares Rs. 10 par value		
6000000 (Previous year 6000000) Equity Shares of Rs. 10 each fully paid up	60,000,000	60,000,000
Preference Shares Rs. 10 par value		
2000000 (Previous year 2000000) Preference Shares of Rs 10 each fully paid up	20,000,000	20,000,000
	80,000,000	**80,000,000**
Issued, Subscribed and Paidup		
Equity Shares Rs. 10 par value		
5000900 (Previous year 5000900) Equity Shares of R 10 each fully paid up	50,009,000	50,009,000
	50,009,000	**50,009,000**

The reconciliation of the number of shares outstanding is set out below:		
No. of shares at the beginning of the year	5,000,900	5,000,900
Add : No. of Shares Issued during the year	-	-
No. of Shares at the end of the year	**5,000,900**	**5,000,900**

Rights, Preferences and Restrictions - The Company has only one class of shares referred to as Equity Shares having a Par Value of Rs. 10. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Shareholders holding more than 5% of shares :

Name of the shareholder	No.of Shares	% of shares	No.of Shares	% of shares
AJAY DILKUSH SARUPRIA	1438687	28.77%	1453087	29.06%
VIJAY MISQUITTA	1388787	27.77%	1403087	28.06%

Note 2.2 Reserves and Surplus

Special Reserve Fund(Sec 45-IC) RBI Act				
Opening Balance	2,477,670		2,276,127	
Addition during the year	87,214		201,543	
Closing Balance		2,564,884		2,477,670
Surplus/(Deficit)				
Opening Balance	(27,999,881)		(28,806,053)	
Add : Transferred from Statement of Profit and Loss	436,068		1,007,715	
Less : Transferred to Special Reserve Fund	(87,214)		(201,543)	
Closing Balance		(27,651,027)		(27,999,881)
TOTAL		**(25,086,143)**		**(25,522,211)**

Note 2.3 Short-term borrowings

Demand Loan from Bank (secured)		
From Banks		
	5,648,761	
Demand loans is secured against pledge of Fixed Deposit		
TOTAL		
	5,648,761	

Note 2.4 Trade Payables

Micro, Small and Medium Enterprises	-	
Others For Service		
	217,642	117,872
TOTAL		
	217,642	**117,872**

Note 2.5 Other current Liabilities

Other Payables :		
Statutory obligations		
	10,377	7,331
TOTAL		
	10,377	**7,331**

TRC Financial Services Limited
Notes to Accounts for the year ended March 31, 2013

Note 2.6 Tangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2012	Additions	Deductions / Adjustments	As at March 31, 2013	As at April 1, 2012	For the Year	Deductions / Adjustments	**As at March 31, 2013**	**As at March 31, 2013**	As at March 31,2012
Computer	175,480	27,000		202,480	175,480	3,274		178,754	23,726.47	-
Office Equipments	73,663			73,663	48,222	3,499		51,721	21,942.01	25,441
Furniture and Fixtures	10,540			10,540	10,540	-		10,540	-	-
Total Tangible Assets	**259,683**	**27,000**	**-**	**286,683**	**234,242**	**6,773**	**-**	**241,015**	**45,668**	**25,441**
Previous Year	259,683	**-**	**-**	259,683	224,784	9,458	**-**	234,242	**25,441**	**34,899**

Note : None of the above assets is acquired through business combination and no fixed assets is held for sale.

TRC Financial Services Limited
Notes to Accounts for the year ended March 31, 2013

		31-Mar-13 Rs.		31-Mar-12 Rs.	
Note 2.7 Non-current Investments					
At Cost		**No. of Shares/Units**	**Investment (Rs.)**	**No. of Shares/Units**	**Investment (Rs.)**
Long Term Investments					
In Mutual Fund - Quoted fully paid up					
Fidelity Equity Fund - Dividend		145,724	3,500,000	145724.040	3,500,000
HDFC MF - Monthly Income Plan - Long Term - Quarterly Dividend		199,462	2,700,000	199462.191	2,700,000
Other non-current investments (NSC - Unquoted)			20,000		20,000
	TOTAL	**345,186.231**	**6,220,000**	**345,186.231**	**6,220,000**
Note					
Aggregate amount of quoted investments			6,200,000		6,200,000
Market value of quoted investments			5,395,781		5,402,829
Aggregate amount of unquoted investments			20,000		20,000
Note 2.8 Long Term Loans and Advances					
Unsecured Considered Good					
Security Deposit			17,500		17,500
	TOTAL		**17,500**		**17,500**

TRC Financial Services Limited
Notes to Accounts for the year ended March 31, 2013

		31-Mar-13 Rs.	31-Mar-12 Rs.
Note 2.9 Cash and Cash Equivalents			
Balances with banks		1,050,314	2,450,383
Cash on hand		60,655	17,986
Fixed deposits with banks*#		16,257,971	15,449,390
*Fixed deposit with Bank includes deposits of Rs,3404621 (Previous Year Rs. 10,914,961) with maturity more than 12 months.			
#included FDR of Rs 120,000 (Previous Year Rs. 120,000) pledged to the bank against bank guarantee			
	TOTAL	**17,368,940**	**17,917,759**
Note 2.10 Short Term Loans and Advances			
(Unsecured and Considered Good)			
Advance Income Tax (Net of provision for Income Tax Rs.101046 Previous Year 128046)		485,213	335,880
Inter Corporate Deposits **		5,668,121	-
Other Receivables #		932,040	32,040
*None of above loans and advance is due by director or other officers of the company or by firms or private companies in which any director is a partner or director or a member.			
	TOTAL	**7,085,374**	**367,920**
Note 2.11 Other Current Assets			
Interest Accrued on FDR		62,155	63,372
	TOTAL	**62,155**	**63,372**

TRC Financial Services Limited
Notes to Accounts for the year ended March 31, 2013

		Current Year	Previous Year
		Rs	Rs
Note 2.12 Revenue from Operations			
Interest		1,520,752	1,353,980
Dividend		268,832	268,832
	TOTAL	**1,789,584**	**1,622,812**
Note 2.13 Other Income			
Other Income		500	3,009
	TOTAL	**500**	**3,009**
Note 2.14 Finance Cost			
Interest paid on Bank Loan		60,844	-
	TOTAL	**60,844**	**-**
Note 2.15 Expenses			
Auditors Remuneration		16,854	16,854
Listing Fees		78,340	43,040
Printing & Stationery		57,207	51,717
Professional Charges		140,498	154,278
Rent Expenses		36,000	36,000
Repairs & Maintenance		232,070	-
Travelling Expenses		426,453	20,900
Other Misc. Exps		258,976	105,859
	TOTAL	**1,246,398**	**428,648**

TRC Financial Services Limited
Notes to financial statements for the year ended 31st March 2013

Note 2.16 Disclosure with regard to Accounting Standard 29 - Provisions. Contingent Liabilities and Contingent Assets

Following contingent liabilities are not provided for in accordance with As-29, as there is very less likelihood of any outflow, in respect of any of above Contingent Liability, further, there is no possibility of any reimbursement in respect of any of above Contingent Liability and these guarantees are fully backed by Fixed Deposit Receipts pledged with the Sales Tax authorities.

In Rs.

Particulars	Year Ended March 31st, 2013	Year Ended March 31st, 2012
Guarantees issued for Sales Tax	120,000	120,000
	120,000	**120,000**

Note 2.17 Deferred Tax Asset/ Liability

The management has considered it prudent to not to recognize deferred Tax Asset as per Accounting Standard (AS)–22 "Accounting for Taxes on Income" on accumulated taxable losses/ unabsorbed depreciation (under Income Tax Act), owing to uncertain future of the business.

Note 2.18 Retirement Benefit Obligation

Provision for retirements' benefits have not been made under the relevant Acts, i.e. Gratuity Act, P.F. Act are not applicable to company since the company have no employees.

Note 2.19 Segment Reporting

Segment reporting, as defined in Accounting Standard – 17 is not applicable, as the business of the company falls in one segment.

Note 2.20 Detail of Auditors Remuneration

Audirors remuneration includes:

Particulars	Year Ended March	Year Ended March
Statutory Audit Fee (Incl. Service Tax)	16,854	16,854
	16,854	**16,854**

Note 2.21 Earning per Share

The company has adopted Accounting Standard-20 "Earning per Share" issued by The Institute of Chartered Accountant of India for calculation of EPS and the disclosure in this regard are given below:-

Particulars		Year Ended March 31st, 2013	Year Ended March 31st, 2012
Basic / Diluted Earning Per Share:			
Profit after taxation as per Profit and Loss Account	(A)	436,068	1,007,715
Weighted average number of Equity Shares Outstanding	(B)	5,000,900	5,000,900
Basic/Diluted Earning Per Share (in Rupees)	(A)/(B)	0.09	0.20
Nominal value of equity share (in Rupees)		10.00	10.00

Note 2.22 Related party transaction

Related Party Disclosure as required by Accounting Standard (As) - 18 "Related Party Disclosures" Issued by The Institute of Chartered Accountants of India:

Relationship :
Key Management Personnel - Director

Mr. Vijay Misquitta
Mr. Ajay Sarupriya
Mr. Harshad Dholakia
Mr. Bhavesh Bhatt
Mr. Ramakant Nayak
Mr. Shailesh Hingarth

Note : There is no transaction with any of the related party during the year or in previous year

Note 2.23 **Dues to Small Micro and Medium Enterprises**

There are no outstanding dues to any Micro, Small and Medium Enterprises as defined by the Micro, Small and Medium Enterprises Development Act, 2006.Therefore prescribed disclosures under Section 22 of the act have not been provided.

Note 2.24 In the opinion of the board, the current assets, loan and advances are approximately of the value stated, if realized in the ordinary course of the business. The provisions for all known liabilities are adequate and not in excess of amount reasonably necessary.

Note 2.25 Managerial Remuneration Rs. Nil (Previous year Rs. Nil).

Note 2.26 Previous year figures have been regrouped and re-arranged to comply with the requirement of Revised Schedule VI.

For ASP & Co.
Chartered Accountants
Firm Regn. No. 000576N

For and on behalf of the Board

Sd/-
Sehul Shah
Partner
Membership No. : 078210

Sd/-
Vijay Mario Sebastian Misquitta
Director

Sd/-
Ajay Dilkush Sarupria
Director

Place: Mumbai
Date: **30.05.2013**

Schedule to the Balance sheet of TRC Financial Services Limited
(as required interms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998)

(Rs. in lakhs)

	Particulars		
	Liabilities Side :		
(1)	**Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:**	Amount Out - - Standing	Amount Overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter- corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits*	NIL	NIL
	(g) Other Loans - Security Deposits from Lessees	NIL	NIL
	*Please see Note 1 Below:		
(2)	**Break-up of (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):**		
	(a) In the form of Unsecured debentures	NIL	NIL
	(b) In the form of party secured debentures i.e. debetures where there is a shortfall in the value of security	NIL	NIL
	(c) Other public deposits	NIL	NIL
	* Please see Note 1 below		
	Assets Side :		
		Amount Outstanding	
(3)	**Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :**		
	(a) Secured	NIL	
	(b) Unsecured	56.68	

(4)	**Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities**	**Amount Outstanding**	
	(i) Lease assets including lease rental under sundry debtors :		
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	NIL	
	(b) Repossessed Assets	NIL	
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	
(5)	**Break-up of Investments :**		
	Current Investments:		
	1 Quoted		
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iii) Government Securities	NIL	
	(iv) Others (please specify)	NIL	
	2 Unquoted :		
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iii) Government Securities	NIL	
	(iv) Others - NSC	NIL	
	Long Term investments:		
	1 Quoted		
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	62.00	
	(iii) Government Securities	NIL	
	(iv) Others (please specify)	NIL	
	2 Unquoted :		
	(i) Shares : (a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iii) Government Securities	NIL	
	(iv) Others (please specify)	0.20	

(6)	**Borrower group-wise classification of all leased assets, stock-on hire and loans and advances :** Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties * *			
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	NIL	NIL
	Total	NIL	NIL	NIL

(7)	**Investor group-wise classification of all investments (current and long term) in shares and securities(both quoted and unquoted) :** Please see note 3 below		
	Category	Market Value/ Break up or fair value or NAV	Book Value (Net of provisions)
	1. Related Parties * *		
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	NIL
	(c) Other related parties	NIL	NIL
	2. Other than related parties	62.20**	62.20**
	Total	62.20**	62.20**
	* * As per Accounting Standard of ICAI (Please see Note 3 & 4)		

(8) **Other Information**

Particulars			Amount
	(I)	Gross Non-Performing Assets	
		(a) Related parties	NIL
		(b) Other than related parties #	NIL
	(ii)	Net Non-Performing Assets	
		(a) Related parties	NIL
		(b) Other than related parties	NIL
	(iii)	Assets acquired in satisfaction of debt	NIL

In the books the company carry the figure of NPA at net values, under various respective heads.

1. As defined in Paragraph 2 (1) (xii) of the Non - Banking Financial Companies. Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

3. All Accounting Standard and Guidance Notes issued by ICAI are applicable including for investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break-up/ fair value/ NAV in respect unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

4. Reduction in cost of Investment.
   a. In case of shares which are not quoted at any stock exchange, the value of the investment has been reduced to NIL.

   b .In case of shares which are quoted, the value of the investment has been reduced to the market value as at 31.03.2013.

TRC FINANCIAL SERVICES LIMITED

Regd. Office: Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai - 400050

PROXY FORM

I/We _____
Of
_____
Being a member/members of above named Company hereby appoint of _____
_____ or failing him / her _____ of
_____ as may / our proxy to attend and vote on my / our behalf at the 19th Annual General Meeting of the Company to be held on Monday, 30th September 2013 or at any adjournment thereof..

Signed this _____ day of _____ 2013.

Note : This instrument of proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting

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TRC FINANCIAL SERVICES LIMITED

Regd. Office: Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member _____
Member's Folio Number _____
DP ID _____
Client ID _____
Name of the Proxy (In Block Letters) _____
(To be filled in if the Proxy attends instead of the Member)
(No. of Shares held: _____

I hereby record my presence at the 19th Annual General Meeting at the registered Office of the Company at Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400050 to be held on Monday, 30th September, 2013 or at any adjournment thereof.

Member's / Proxy Signature

INTENTIONALLY KEPT BLANK

Book Post

if undelivered please return to :

Registered Office:

TRC FINANCIAL SERVICES LTD.

Bandra Hill View CHS, 3rd Floor, 85 Hill Road,
Opp. Yoko Sizzlers, Bandra (W), Mumbai - 400 050.

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