



# Trans Freight Containers Ltd.

Office : 72-73, Nariman Bhavan, Nariman Point, Mumbai 400 021. (INDIA) ● CIN : L34203MH1974PLC018009  
Tel. : 91 (22) 2204 0630 / 2202 2172 ● Fax : 91 (22) 22041 773 ● E-mail : tfc@vsnl.com / tfc12008@rediffmail.com  
Factory : J-1 & J1 - 1, M.I.D.C. Tarapur Industrial Area, Boisar, Tarapur, Dist. : Palghar - 401 501.  
Regd. Off. : Mulund Ind. Services Co.op. Society Ltd. Nahur Road, Mulund (W), Mumbai 400 080. ● Tel.: 91 (22) 2561 0932

## SUMMARY OF PROCEEDINGS OF 43RD ANNUAL GENERAL MEETING:

The 43rd Annual General Meeting of the Members of Trans Freight Containers Limited was held on Friday, 29th September, 2017 at 10.00 a.m. at Mulund Industrial Estate Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai - 400 080. Mr. Ashok Kumar Dalmia chaired the meeting. The requisite Quorum being present, the Chairman called meeting to order. Directors who attended the meeting are Ashok Kumar Dalmia, Badal Maliram Mittal, and Poornima Sanjiv Agarwal. The Chairman delivered his speech and informed that the Company had provided the members facility to cast their votes electronically on all the resolutions set forth in the notice. Members who were present at the AGM and had not casted their votes electronically were provided an opportunity to cast their vote at the end of meeting. With due permission of Chairman, Mrs. Pushpalata Vashishta Mishra read the Auditors' Report and briefed the members on evoting and ballot procedures.

The Following items of business, as per the notice of AGM were transacted at the meeting:-

1. To receive, consider and adopt the Audited statement of Profit & Loss of the Company for the year ended 31st March, 2017 and the Balance Sheet as at that date together with the Report of the Directors' and the Auditors' thereon
2. To appoint a Director in place of Shri Badal Mittal (DIN: 00076143), who retires from office by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration.
4. To Approve re-appointment of Mr. Ashok Kumar Dalmia as managing Director of the Company for a further period of five years with effect from 31<sup>st</sup> July, 2017 at nil remuneration.

Replies and clarifications were provided to the queries raised by the members.


The Board of Directors had appointed Mr. K.C. Nevatia, Practicing Company Secretary as the Scrutinizer to supervise the evoting and ballot voting process.

With the due permission of the Chairman, Mrs. Pushpalata Vashishta Mishra informed that combined results of e-voting and voting through poll will be provided to, stock exchange and will be placed on the website of Sharex Dynamic (India) Private Limited within 48 hours of the meeting.

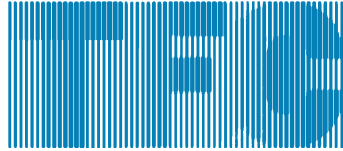
Kindly take the same on record.

Thanking you,

Yours faithfully,  
For Trans Freight Containers Ltd.

  
Mg. Director  
Ashok Kumar Dalmia  
(DIN : 00428740)

**WORLD QUALITY, WORLD WIDE**



TRANS FREIGHT  
CONTAINERS LIMITED

*43<sup>rd</sup> Annual Report*  
*2016 - 2017*

# **TRANS FREIGHT CONTAINERS LTD.**

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## **BOARD OF DIRECTORS**

Shri Ashok Kumar Dalmia	<i>Managing Director</i>
Shri Badal Mittal	<i>Director</i>
Shri Anil Mittal	<i>Director</i>
Mrs. Poonima S. Agarwal	<i>Independent Director</i>

## **CHIEF FINANCIAL OFFICER**

Chandrabhan R. Singh

## **COMPANY SECRETARY**

Mrs. Pushpalata V. Mishra

## **AUDITORS**

### **J. F. Shah & Co.**

Chartered Accountants  
Mumbai.

## **BANKERS**

Bank of Maharashtra  
Oman International S.A.O.G.  
IDBI Bank Ltd.  
Syndicate Bank

## **REGISTRARS**

### **Sharex Dynamic (India) Pvt. Ltd.**

Unit No.1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (E), Mumbai - 400 072

**CIN : L34203MH1974PLC018009**

## **REGISTERED OFFICE**

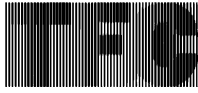
Mulund Industrial Estate Services Co-op. Society Ltd.  
Nahur Road, Mulund (West),  
Mumbai-400 080.

## **WORKS**

J-1  
M.I.D.C. Tarapur Industrial Area,  
Tarapur 401 501 (Via Boisar W.Rly.)

## **CORPORATE OFFICE**

72/73, Nariman Bhavan,  
Nariman Point.  
Mumbai- 400021.



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## NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of TRANS FREIGHT CONTAINERS LIMITED will be held at the Registered Office of the Company at Mulund Industrial Estate Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080 on Friday, the 29th September, 2017 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit & Loss of the Company for the year ended 31st March, 2017 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri Badal Mittal, (DIN 00076143) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint the auditors of the Company, and to fix their remuneration and for that purpose to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in force M/S. M. N. Desai & Associates, Chartered Accountants (Firm Registration No.129571W), be and are hereby appointed as Auditors of the Company in place of the retiring auditors M/S J. F. Shah & Co., Chartered Accountants (Firm Registration No. 109602 W), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Forty-Eighth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:  
**"RESOLVED THAT** subject to the provisions of Sections 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Company hereby approves re-appointment of Mr. Ashok Kumar Dalmia as Managing Director of the Company for a further period of Five years with effect from 31st July, 2017 at Nil remuneration.

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, usual, proper or expedient to give effect to the above resolution.

By Order of the Board of Directors,

**ASHOK KUMAR DALMIA**

Managing Director.

DIN: 00428740

### REGISTERED OFFICE :

Mulund Industrial Estate Services Co-op. Society Ltd.

Nahur Road, Mulund (West), Mumbai - 400 080.

Place : Mumbai

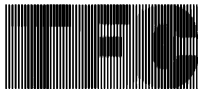
Date : 30th May, 2017.

## **TRANS FREIGHT CONTAINERS LTD.**

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### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES INSTEAD OF HIMSELF / HERSELF AND VOTE ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORMS, TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Pursuant to the provision of Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
5. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their Representative to attend and Vote on their behalf at the Meeting.
6. The information regarding the Directors who are proposed to be re-appointed, as required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive).
9. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialized at the earliest.
10. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the shares held by them in the Company, can make nominations in Form SH.13.
11. Members are requested to promptly notify any change in their address to the Company or to the Registrar and Share Transfer Agents.
12. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/Registrar and Share Transfer Agent.
13. Voting through electronic means:  
Mr. K.C.Nevatia, Practicing Company Secretary (Membership No.FCS. 3963 and CP No. 2348) has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.



**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday 26th September, 2017 at 9.00 a.m. and ends on Thursday, 28th The September, 2017 at 5.00 p.m. (both the days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders / Members
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).</li></ul>

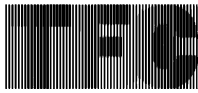
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in

## **TRANS FREIGHT CONTAINERS LTD.**

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the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Winows Phone Store respectively.
- (xx) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

#### **Item No. 3**

This explanatory Statement is provided though strictly not required as per section 102 of the Act.

Section 139(2) of the Companies Act, 2013 provides that no listed Company shall appoint a firm of Auditors for more than two terms of five consecutive years. However under the third provision to said sub-section (2), in case of an existing Company i.e. as on 1st April, 2014 if an Auditor has already completed the abovementioned term, then the said firm can continue for a period of another three years commencing from the date of the 1st Annual General Meeting of the Company held from the commencement of the Companies Act, 2013. The existing Auditors of the Company J. F. Shah & Co., Chartered Accountants (Firm Registration No. 109602 W) shall be completing their term of extended three years at the conclusion of the ensuing Annual General Meeting and therefore the Company has to appoint another firm of Auditors at the ensuing Annual General Meeting.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 14th, 2017, proposed the appointment of M/s. M N. Desai & Associates, Chartered Accountants (Firm Registration No.129571W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Forty-Eighth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM).

M/s. M N. Desai & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the conditions as prescribed under section 139 and also that they meet the criteria provided in section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

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

Mr. Ashok Kumar Dalmia was re-appointed as Managing Director of the Company by shareholders at the Thirty Eighth Annual General Meeting held on 29th September, 2012 for a period of 5 Years with effect from 31st July, 2012 and accordingly his term of office has expired on 31st July, 2017. Mr. Ashok Kumar Dalmia is qualified as B. Sc. and is having vast experience in Marine Containers Industry and also in other businesses. Considering his



## **TRANS FREIGHT CONTAINERS LTD.**

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qualification and experience it will be in the interest of the Company to re-appoint him as Managing Director of the Company for a further period of 5 years with effect from 31st July, 2017.

Except Mr. Ashok Kumar Dalmia, none of the other Directors and Key Managerial Personnel of the Company and their Relatives are concerned or interested in the resolution at Item No. 4 of the Notice.

### **INFORMATION AS REQUIRED IN SECTION II OF PART II OF SCHEDULE V:**

#### **I. General Information:**

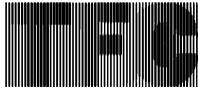
- (1) Nature of Industry- Manufacturing of ISO Marine Cargo Containers
- (2) Date or expected date of commencement of commercial production-N.A.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-N.A.
- (4) Financial performance based on given indicators- Given in Financial Statement
- (5) Foreign investments or collaborations, if any- The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company.

#### **II. Information about the appointee:**

- (1) Background details- He is Qualified B.Sc. and is having vast experience in marine containers industry.
- (2) Past remuneration- N.A.
- (3) Recognition or awards- NIL
- (4) Job profile and his suitability- Included in Annexure to the Notice.
- (5) Remuneration proposed- NIL
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)-Not Comparable.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any- None

#### **III. Other Information:**

- (1) Reasons of loss or inadequate profits- Manufacturing of ISO Marine Cargo Container remains suspended as container production has not yet become viable. The alternate manufacturing of modular and prefabricated accommodation systems for the domestic market also remains suspended on account of sluggish real estate sector.
- (2) Steps taken or proposed to be taken for improvement- Awaiting for revival of real estate sector.
- (3) Expected increase in productivity and profits in measurable terms- Cannot be estimated and quantified.



**Details of Directors seeking appointment/re-appointment at the forth coming Annual General Meeting (in pursuance of Regulation 36(3) of SEBI(LODR) Regulations, 2015) are as under:**

Name of Director	Shri Badal Mittal	Shri Ashok Kumar Dalmia
Date of Birth	30/05/1952	20/07/1951
Date of first appointment	08/02/1996	25/06/1984
Qualifications	B.E, MBA(USA)	B. Science
Expertise in specific functional areas and experience	Wide experience in the business of construction	Industrialist wide experience in Container and financing Industries.
Relationship between directors inter-se	There is no inter-se Relationship among the Directors.	There is no inter-se Relationship among the Directors
Directorships held in other Public Companies (Excluding Private Companies)	Aurangabad Paper Mills Ltd.	Nil
Membership of Audit Committees and Stakeholders Relationship Committees across public companies	1	Nil
Shareholdings in the Company	86441	Nil

**ASHOK KUMAR DALMIA**

Managing Director.

DIN: 00428740

**REGISTERED OFFICE :**

Mulund Industrial Estate Services Co-op. Society Ltd.  
Nahur Road, Mulund (West), Mumbai - 400 080.

Place : Mumbai

Date : 30th May, 2017.

# TRANS FREIGHT CONTAINERS LTD.

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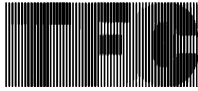
## DIRECTORS' REPORT

To,  
**The Shareholders**

Your Directors present their 43rd Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2017.

### FINANCIAL RESULTS :

	<b>(Rs. In Lakhs) Year ended</b>	
	<b>31/03/2017</b>	<b>31/03/2016</b>
Profit/(Loss) before Interest, Depreciation & Taxation	922.94	18.08
Less: Interest	0.00	0.00
Less: Depreciation	35.90	53.68
Profit / (Loss) before tax during the year	887.05	(35.60)
Profit / (Loss) brought forward from previous year	(3993.47)	(3957.87)
Profit / (Loss) before Appropriation	(3106.43)	(3993.47)
<b>APPROPRIATIONS</b>		
Provision for tax	(178.00)	0.00
Balance Carried to Balance Sheet	(3284.43)	(3993.47)



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**DIVIDEND :**

In view of accumulated losses, your Directors are unable to recommend any dividend for the financial year ended 31st March, 2017

**PERFORMANCE :****PERFORMANCE :**

The turnover of your Company for the year ended March 31, 2017 was Rs. 7.78 lakhs as against Rs.25.01 lakhs in the previous year. Your Company has Profit of Rs.922.94 lakhs before Interest, Depreciation and Taxation as against a profit of Rs.18.08 lakhs in the previous year. After providing for interest of Rs. Nil lakhs (Previous year Rs. Nil lakhs) and Depreciation of Rs. 35.90 lakhs (Previous year Rs. 53.68 lakhs) your Company has incurred a profit of Rs. 887.04 lakhs as against a Loss of Rs. 35.60 lakhs in the previous year. Your Company's manufacturing activities of ISO Marine Cargo Container remains suspended as container production has not yet become viable.

Your company had diversified into manufacturing modular and prefabricated accommodation systems for the domestic market. The target market for these products and solutions were the infrastructure and real estate sectors. Both sectors are experiencing capital constraints and have not recovered from the adverse business climate. Hence your Company has decided to suspend manufacturing of these products until the market improves.

In the meantime, we are in the process of repairing and modifying our stock of existing unfinished goods stock of containers.

**Share Capital:**

The Share Capital remained the same during the year under review.

**Current status:**

The working position of the Company in the current financial year 2016-17 is satisfactory. The Company expects to achieve better performance during the current year than the last year. The Company has been able to commence disposal of some of its unfinished goods and non-usable materials due to its marketing efforts. Since the inventory has become very old, it may take longer to liquidate the same.

**Changes in Nature of Business and Revision in the Board's Report:**

There is no change in the nature of business of the Company during the year and hence there is no revision made in the Board's Report.

**Directors and Key Managerial Personnel:****(1) DIRECTORS :**

Shri Badal Mittal, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

There is no change in the composition of the Board of Directors.

## **TRANS FREIGHT CONTAINERS LTD.**

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### **(2) Key Managerial Personnel**

The Company has following Key Managerial Personnel:

<b>Sr. No.</b>	<b>Name of the Person</b>	<b>Designation</b>
1	Mr. Ashok Kumar Dalmia	Managing Director
2	Mr. Chandrabhan R. Singh	Chief Financial Officer
3	Mrs. Pushpalata V. Mishra	Company Secretary

### **(3) Declaration by Independent Director**

The Company has received necessary declaration from the Independent Director of the Company confirming that she meets the criteria of independence as prescribed both under section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") In the opinion of the Board, she fulfills the conditions of independence as specified in the Act and the rules made there under and is independent of the management.

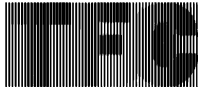
### **PUBLIC DEPOSITS:**

The Company is not accepting any deposits from the public.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that:-

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; 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.
- b. the directors have selected such accounting policies and applied consistently to the affairs of the Company as at 31st March, 2017 and of the profit of the Company for the year ended on that date;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis; and the directors have laid down proper systems financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- e. proper internal financial controls were laid down and such internal financial controls were adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



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**MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:**

INFORMATION AS REQUIRED UNDER RULE 5(2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

**1. Top Ten Employees in terms of remuneration drawn during the year**

Sr. No.	Name	Designation/ Nature Duties	Remune- ration	Qualifi- cation	Experien- ce(in of years)	Date of Commence of Employment	Age(in years)	Last Employment Held
1	Mr. Samodkumar Yadav	Sr. Purchase Manager	297,320	B.A.	27	21.06.1990	44	NA
2	Mr. Chandrabhan R. Singh	Chief Financial Officer	291,995	B.Com, DIEM	31	01.08.1985	56	NA
3	Mrs. Pushpa Singh	Accounts Assistant	291,995	H.S.C.	5	01.04.2012	52	NA
4	Mrs. Pranita P. Mulgaonkar	Accounts Assistant	288,744	B.A.	26	20.06.1991	49	Goa Urban Co-op. Bank
5	Mrs. Catherine L. Kangare	Stenographer	268,837	F.Y.B. Com	20	26.08.1996	59	Western Rolling Mills Ltd.
6	Mr. Santosh Singh Yadav	Store Manager	248,554	B.A.	35	09.12.1981	60	NA
7	Mr. Ashokkumar Singh	Security Incharge	239,386	B.A.	31	08.12.1885	63	NA
8	Mr. Mohammed M. Ansari	Accounts Clerk	207,578	H.S.C.	23	24.11.1992	42	NA

**There are only 8 employees of the Company.**

**Notes:****2. Details of Employees who were:**

- Employed throughout the Financial Year under review and in receipt of remuneration for the Financial Year in the aggregate of not less than Rs. 1,02,00,000 per annum- NIL
  - Employed for the part of the Financial Year under review and in receipt of remuneration at the rate of not less than 8,50,000/- per month : NIL
3. There was no employee either throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or alongwith his spouse or dependent children two percent or more of the Equity Shares of the Company.

## TRANS FREIGHT CONTAINERS LTD.

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4. None of the above employees is a relative of any Director of the Company.

**Disclosure under Section 197(12) of the Companies Act, 2013 and other Disclosures as per Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:**

Since none of the Directors is in receipt of any remuneration, the ratio of remuneration to the median remuneration of the employees is not applicable.

**Disclosure under Section 197(14) of the Companies Act, 2013**

The Company does not have any holding or subsidiary Company and therefore the question of receiving any remuneration or commission by the executive Director of the Company from any of the holding or subsidiary Company does not arise.

**Number of Board Meetings:**

During the Financial year, total 4 (Four) meetings of the Board of Directors were held on 30.05.2016, 12.08.2016, 14.11.2016 and 13.02.2017 respectively.

On account of inadequate number of independent Directors, the constitution of Board of Directors, Audit committee and Nomination and Remuneration Committee is not in conformity with the provisions of the Companies Act, 2013 and of Regulation 17, 18 and 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also could not frame various policies and carry out evaluation of Board and independent Director as required under the said Act and Listing Regulations, 2015. However following committees have been constituted by the Board of Directors:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

**Composition of Audit Committee:**

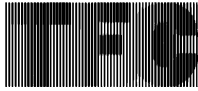
The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The Audit Committee comprises of:

1. Shri Ashok Kumar Dalmia - Managing Director
2. Shri Badal Mittal - Non-Executive Director
3. Smt. Poornima Sanjiv Agarwal - Independent Director

Since the Company has only one Independent Director on its Board, the constitution of this committee is not in conformity with the provisions of Section 177 of the Companies Act, 2013 and Listing Regulations, 2015. The Chairperson of Audit Committee is Smt. Poornima S. Agarwal, Independent Director.

**Corporate Social Responsibility:**

During the year under review the Company has earned a Net Profit of Rs. 887.04 lakhs before tax. However the Company has made a profit of Rs. 930.69 lakhs from sale of immovable property during the year under review which is not to be included in the Net Profit pursuant



to provisions of Section 198 (3) of the Companies Act, 2013. Therefore after deducting this profit on sale of immovable property, there remains a loss of Rs. 43.65 lakhs.

However as a matter of abundant caution, the Board of Directors have constituted a CSR Committee comprising of following directors as its member:-

1. Mr. Ashok Kumar Dalmia, Managing Director
2. Mr. Badal Mittal, Director
3. Mrs. Poornima Agarwal, Independent Director

The Board has also adopted CSR Policy as recommended by CSR Committee.

The Company had incurred losses during the three immediately preceding Financial Years as well as during the financial year under review. In view of these facts, the Company was not required to spend any amount on CSR activities.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

- (A) The Company's operations are not energy intensive. However, adequate measures are being taken to reduce energy consumption, wherever possible.
- (B) The company has neither acquired nor absorbed any technology during the year under review.
- (C) Foreign Exchange Earning - Nil  
Foreign Exchange Outgo- Nil

**LISTING OF SHARES :**

The Shares of your company are listed on BSE Ltd. The company has paid Annual Listing Fee for the year 2017 - 2018 and also Annual Custodian Fees in respect of Shares held in dematerialization mode to NSDL and CDSL for the year 2017-18.

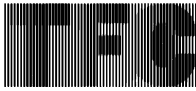
**CORPORATE GOVERNANCE :**

A separate report on Corporate Governance as required under Listing Regulations, 2015 is annexed hereto.

**STATUTORY AUDITORS:**

Pursuant to the provisions of section 139(2) of the Companies Act, 2013 no listed Company shall appoint a firm of Auditors for more than two terms of five consecutive years. However as per third provision to said sub-section (2) in case of an existing Company i.e. as on 1st April, 2014 if an Auditor has already completed the abovementioned term, then the said firm can continue for a period of another three years commencing from the date of the 1st Annual General Meeting of the Company held from the commencement of the Companies Act, 2013. The existing Auditors of the Company M/s. J. F. Shah & Co., Chartered Accountants (Firm Registration No. 109602W) shall be completing their term of extended three years at the conclusion of the ensuing Annual General Meeting and therefore the Company has to appoint another firm of Auditors at the ensuing Annual General Meeting.





## **TRANS FREIGHT CONTAINERS LTD.**

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On the recommendation of the Audit Committee, the Board proposes the appointment of M/s M.N. Desai & Associates (Firm Registration No. 129571W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Forty Eight AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM) and to fix their remuneration by the members at the ensuing Annual General Meeting of the Company.

### **AUDITORS' REPORT :**

There are no remarks or qualifications in the Auditors' Report requiring any specific explanation.

### **SECRETARIAL AUDIT:**

Pursuant to provisions of Section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s. K. C. Nevatia & Associates, a firm of Company Secretaries in Practice (C. P. No. 2348) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as "**Annexure - A**" and forms an integral part of this Report.

### **Directors Explanation to Qualification in Secretarial Audit Report:**

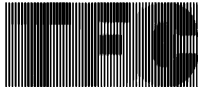
- a) Most of non compliances referred in the Secretarial Audit Report are on account of inadequate number of Independent Directors on the Board of Directors of the Company. The Directors are making efforts to appoint more Independent Director(s) so as to have the composition of Board of Directors in accordance with the provisions of Section 149 of the Companies Act, 2013 and Listing Regulations, 2015. This will also enable the Company to constitute various committees and frame various policies as required under the Companies Act, 2013 as well as Listing Regulations, 2015.
- b) The Company's Fixed Assets being Factory Building and Plant and Machinery situated at J-1, M.I.D.C. Tarapur Industrial Area, Boisar-401 501 have not been insured as the Machinery being not in use from last about 15 years have become rusted and obsolete and have only the scrap value and the Factory Building is not RCC construction but in the form of a shed on the pillar. Further the finished goods being containers made of steel and lying in stock since past several years are not subject to any risk including fire and theft and hence do not need to be covered under insurance.
- c) The Board of Directors is making its best efforts to persuade all the promoters to get their shares demated.

### **Extract of Annual Return:**

Extract of the Annual Return in form MGT-9 for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is annexed as "**Annexure - B**" and forms part of this Report

### **The details of significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

No order has been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operation in future.



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**Internal Control Systems:**

Adequate internal control systems commensurate with the nature of the Company's business and size of its operations are in place. Adequate measures are taken to utilize the assets and resources of the Company economically and efficiently. The Board continued to review the internal control system from time to time.

**Internal Financial Controls:**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no instance of inefficiency or inadequacy of such controls have come to the notice of Board.

**Material changes and commitments, if any, affecting the financial position of the company which have occurred between the financial year end of the company to which financial results relate:**

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

**Particulars of loans, investments and securities:**

The details of Loans, Securities and Investments as covered under the provisions of section 186 of the Companies Act, 2013 are given in the Note No. 8 and 9 to Financial Statements.

**Particulars of contracts or arrangement with related parties:**

The Company has not entered into any transaction with any of the related party during the year under review. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required.

**Sexual Harrasment:**

During the year under review, there were no cases filed pursuant to the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**COMPLIANCE CERTIFICATE OF THE AUDITORS:**

The Company has obtained a certificate from the statutory auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the same is annexed hereto as **Annexure - C**.

On behalf of the Board of Directors,

**ASHOK KUMAR DALMIA**

Managing Director

DIN: 00428740

**BADAL MITTAL**

Director.

DIN: 00076143

Place : Mumbai

Date : 30th May, 2017

# TRANS FREIGHT CONTAINERS LTD.

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ANNEXURE A

Form No. MR-3

## SECRETARIAL AUDIT REPORT

For the Company's Financial Year from 1st April, 2016 to 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)]

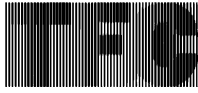
To,  
The Members,  
**Trans Freight Containers Limited**  
**Mumbai**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trans Freight Containers Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

Based on our verification of **Trans Freight Containers Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **March 31, 2017**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2017** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, which were not attracted to the Company during the financial year under report.
3. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015;



- 
5. Employees Provident Fund and Miscellaneous Provisions Act, 1952
  6. Employees State Insurance Act, 1948
  7. Employers Liability Act, 1938
  8. Environment Protection Act, 1986 and other environment laws.
  9. Equal Remuneration Act, 1976
  10. Indian Contract Act, 1872
  11. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Sections and T.D.S. Returns filed.
  12. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed.
  13. Maharashtra Stamp Act, 1958
  14. Maternity Benefits Act, 1961
  15. Negotiable Instruments Act, 1881
  16. Payment of Bonus Act, 1965
  17. Payment of Gratuity Act, 1972
  18. The Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013
  19. Shops and establishments Act

**Our comments, observations and audit qualifications are stated in Annexure to this report and forms part of this report.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to extent applicable except as stated in the annexure to this report.

We further report that the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the financial year under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions in Board meeting are carried through unanimous consent of directors and no instance of dissenting members' views was noticed.

## **TRANS FREIGHT CONTAINERS LTD.**

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We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except as stated in the annexure to this report.

We further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place : Mumbai

Date : 30th May, 2017

For **K.C. NEVATIA & ASSOCIATES**  
**COMPANY SECRETARIES**

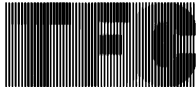
**K.C.NEVATIA**

Proprietor

FCS No.: 3963

C.P. No. 2348

This Report is to be read with our letter of even date which is annexed and forms an integral part of this report.



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**Annexure**

**Annexure to our Secretarial Audit Report dated 30th May, 2017  
On Companies Act, 2013 and Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**1. Constitution of Board of Directors**

The Board of Directors of the Company is not constituted in accordance with the provisions of Sub section (4) of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. According to these provisions, every listed company shall have atleast one-third of the total number of directors as Independent Directors. This criterion is not met out by the Company during the financial year under review.

**2. Committees of the Board**

Although the Company has constituted following committees but composition thereof is not in conformity with the provisions of the Companies Act, 2013 and Regulation 18 and 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on account of only one Independent Director on the Board of the Company.

- i. Audit Committee
- ii. Nomination and Remuneration Committee

**3. Adoption of various policies and evaluation of Directors:**

On account of being only one Independent Director on the Board of the Company, the Company could not frame and adopt various policies as well as could not carry out evaluation of Board, Chairman and Independent Directors.

**4. Insurance of Company's Assets:**

As per the information and explanation furnished to us by the management of the Company the fixed assets of the Company being Factory Building and Plant and Machinery have not been insured as the machineries not being in use from past about 15 years have been rusted and have become obsolete and have only the scrap value. Similarly, the Factory Building is not a RCC construction and therefore as per the explanation of the Management the same does not need insurance.

According to the further explanation furnished to us by the management of the Company, the finished goods being containers made of steel are not subject to the risk of theft or any other damage, and therefore, according to the management, the same does not need insurance.

**5. Shareholding of Promoter and Promoter Group:**

Only 57.40% of the Shareholding of Promoter & Promoter Group is in dematerialised form. However, as per Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100% Shareholding of Promoter & Promoter Group has to be in dematerialised form.

Place : Mumbai  
Date : 30th May, 2017

For **K.C. NEVATIA & ASSOCIATES**  
**COMPANY SECRETARIES**

**K.C.NEVATIA**  
Proprietor  
FCS No.: 3963  
C.P. No. 2348

## **TRANS FREIGHT CONTAINERS LTD.**

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To,

The Members

**Trans Freight Containers Limited**

**Mumbai**

Our report of even date is to be read along with this letter.

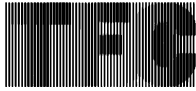
1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai

Date : 30th May, 2017

For **K.C. NEVATIA & ASSOCIATES**  
**COMPANY SECRETARIES**

**K.C.NEVATIA**  
Proprietor  
FCS No.: 3963  
C.P. No. 2348

**Annexure B****FORM NO. MGT - 9  
EXTRACT OF ANNUAL RETURN****As on the financial year ended 31.03.2017**

[Pursuant to Section 92(3) of the Companies Act, 2013 and read with (The Companies Management and Administration) Rules, 2014.

**I. REGISTRATION AND OTHER DETAILS**

CIN	L34203MH1974PLC18009
Registration Date	24/12/1974
Name of the Company	TRANS FREIGHT CONTAINERS LTD.
Category / Sub-Category of the Company	Public Company/Limited by Shares
Address of the Registered Office and Contact details	Mulund Indl. Estate. Services Co.op. Soc. Ltd. Nahur Road, Mulund (W), Mumbai 400 080 Telephone No.(022)22040630 / 22022172 E-mail : tfcl2008@rediffmail.com
Whether listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent	Sharex Dynamic (India) PvtLtd. Unit No.1, Luthra Industrial Premises, 1st Floor, 44-E, M. Vasanti Marg Andheri Kurla Road, Safed Pool Andheri (E), Mumbai 400 072

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product /service	% to total turnover of the company
1	Dry Containers	25129	49.45
2	Casting of Metal	24319	50.55

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

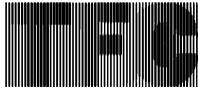
Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Equity shares held	Applicable Section
1	NIL	N.A.	N.A.	N.A	.N.A.



## TRANS FREIGHT CONTAINERS LTD.

### IV. SHARE HOLDING PATTERN (Equity Share Capital Brekup as Percentage of Total Equity)

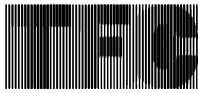
(i) Category-wise shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2016				No. of Shares held at the end of the year 31.03.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/HUF	189578	29600	219178	3.010	185578	29600	215178	2.955	-0.055
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corpn.	2624400	2055220	4679620	64.261	2624400	2055220	4679620	64.261	0
e) Banks / FIINS	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1) :-</b>	<b>2813978</b>	<b>2084820</b>	<b>4898798</b>	<b>67.271</b>	<b>2809978</b>	<b>2084820</b>	<b>4894798</b>	<b>67.216</b>	<b>-0.055</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corpn.	0	0	0	0	0	0	0	0	0
d) Banks / FII	0	0	0	0	0	0	0	0	0
e) Qualified Foreign Inv.	0	0	0	0	0	0	0	0	0
d) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>2813978</b>	<b>2084820</b>	<b>4898798</b>	<b>67.271</b>	<b>2809978</b>	<b>2084820</b>	<b>4894798</b>	<b>67.216</b>	<b>-0.055</b>



<b>B. PUBLIC SHAREHOLDING</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	700	700	0.010	0	700	700	0.01	0
b) Banks / FI	0	7800	7800	0.107	0	7800	7800	0.107	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	4700	4700	0.065	0	4700	4700	0.065	0
h) Foreign Venture Capital funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1) :-</b>	<b>0</b>	<b>13200</b>	<b>13200</b>	<b>0.182</b>	<b>0</b>	<b>13200</b>	<b>13200</b>	<b>0.182</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corpn.</b>									
i) Indian	415441	9700	425141	5.838	421364	9700	431064	5.919	0.081
ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	850978	371300	1222278	16.784	843485	370700	1214185	16.673	-0.111

## TRANS FREIGHT CONTAINERS LTD.

ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	537665	49700	587365	8.066	550007	49700	599707	8.235	0.169
<b>c) Others (specify)</b>									
Non Resident Indians	60557	74900	135457	1.86	52761	74800	127561	1.752	-0.108
Overseas Corporates Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	1	0	1	0	1725	0	1725	0.024	0.024
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies-D R	0	0	0	0	0	0	0	0	0
Sub-Total(B)(2) :	1864642	505600	2370242	32.548	1869342	504900	2374242	32.603	0.055
Total Public Shareholding									
<b>(B)=(B)(1) + (B)(2)</b>	<b>1864642</b>	<b>518800</b>	<b>2383442</b>	<b>32.730</b>	<b>1869342</b>	<b>518100</b>	<b>2387442</b>	<b>32.785</b>	<b>0.055</b>
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0	0	0	0	0	0
<b>Grand Total (A + B + C)</b>	<b>4678620</b>	<b>2603620</b>	<b>7282240</b>	<b>100.00</b>	<b>4679320</b>	<b>2602920</b>	<b>7282240</b>	<b>100.00</b>	<b>0</b>



**(ii) Shareholding of Promoters**

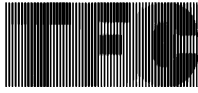
Shareholder's Name	No. of Shares held at the beginning of the year 01.04.2016			No. of Shares held at the end of the year 31.03.2017			% Change in share holding during the year
	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
Agani Exports Private Ltd.	175000	2.403	----	175000	2.403	----	0
Ajay Mittal	800	0.011	----	800	0.011	----	0
Anil Mittal	1600	0.022	----	1600	0.022	----	0
Ankita Badal Mittal	4320	0.059	----	320	0.004	----	-0.055
Anuja Mittal	800	0.011	----	800	0.011	----	0
Archana S. Dalmia	6400	0.088	----	6400	0.088	----	0
Arun Mittal	4000	0.055	----	4000	0.055	----	0
Badal Mittal	86441	1.187	----	86441	1.187	----	0
Bidhata Investments & Finance Pvt. Ltd.	1066400	14.644	----	1066400	14.644	----	0
Geetadevi B. Mittal	800	0.011	----	800	0.011	----	0
Kishan Mittal	1600	0.022	----	1600	0.022	----	0.00
Kishore V Mittal	2600	0.036	----	2600	0.036	----	0.00
Klassik Garments Pvt. Ltd.	1045520	14.357	----	1045520	14.357	----	0
Kusum Mittal	800	0.011	----	800	0.011	----	0
Mahendra Mittal	800	0.011	----	800	0.011	----	0
Minerva Dealers Pvt. Ltd.	560000	7.690	----	560000	7.690	----	0
Mittal Ashok V.	1600	0.022	----	1600	0.022	----	0

## TRANS FREIGHT CONTAINERS LTD.

Narmadadevi Mittal	800	0.011	----	800	0.011	----	0
Niranjanlal Dalmia Pvt. Ltd.	449700	6.175	----	449700	6.175	----	0
Omprakash Mittal	1600	0.022	----	1600	0.022	----	0
Prateek A. Mittal	800	0.011	----	800	0.011	----	0
Pushpadevi V. Mittal	800	0.011	----	800	0.011	----	0
Rajendra Mittal	18400	0.253	----	18400	0.253	----	0
Ramesh Mittal	800	0.011	----	800	0.011	----	0
Rupa S. Dalmia	3200	0.044	----	3200	0.044	----	0
Sanjay Mittal	2400	0.033	----	2400	0.033	----	0
Sarla Mittal	800	0.011	----	800	0.011	----	0
Seawell Holding Private Limited	1383000	18.991	----	1383000	18.991	----	0
Seema Mittal	1600	0.022	----	1600	0.022	----	0
Shalini Mittal	800	0.011	----	800	0.011	----	0
Surendra N. Dalmia	19200	0.264	----	19200	0.264	----	0
Suresh Mittal	53017	0.728	----	53017	0.728	----	0
Sushila Mittal	800	0.011	----	800	0.011	----	0
Umadevi Mittal	800	0.011	----	800	0.011	----	0
Vishwanath Mittal	800	0.011	----	800	0.011	----	0
<b>Total</b>	<b>4810436</b>			<b>4898798</b>			

### (iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Share holding at the end of the Year 31/03/2017			% of total Shares of company
		No. of Shares at the beginning (01-04-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No of Shares at the end of the year (31-03-2017)	
1	Ankita Badal Mittal	4320	0.059	1/04/2016	0		0	0
		0	0	24/03/2017	-4000	Sold	320	0.004
	Closing Balance	0	0	31/03/2017	0		320	0.004



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Share holding at the end of the Year 31/03/2017			% of total Shares of company
		No. of Shares at the beginning (01-04-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No of Shares at the end of the year (31-03-2017)	
1	Everyday Investment Leasing & Service Pvt. Ltd Closing Balance	239800	3.293	1/04/2016  31/03/2017		No Change	0  239800	0  3.293
2	Ajay Khemka Closing Balance	172085	2.363	1/04/2016 31/03/2017		No Change	0 172085	0 2.363
3	Vibha Hemant Mehta Closing Balance	67068	0.921	1/04/2015 31/03/2016		No Change	0 67068	0 0.921
4	Ritedeal Exports Pvt.Ltd Closing Balance	84792	1.164	1/04/2016 31/03/2017		No Change	0 84792	0 1.164
5	Rekha Ajay Khemka Closing Balance	80000	1.099	1/04/2016 31/03/2017		No Change	0 80000	0 1.099
6	Global Emerging Markets India Ltd., Closing Balance	58000	0.796	1/04/2016 31/03/2017		No Change	0 58000	0 0.796
7	Gulshan Jhurani Closing Balance	29,949	0.411	1/04/2016 31/03/2017		No Change	0 29949	0 0.411
8	Chirayush Pravin Vakil Closing Balance	29700	0.408	1/04/2016 31/03/2017		No Change	0 29700	0 0.408
9	Saroj Jialal Khanna Closing Balance	25000	0.343	1/04/2016 31/03/2017		No Change	0 25000	0 0.343
10	Indrakala N. Sirsalewala Closing Balance	23443	0.322	1/04/2016 31/03/2017		No Change	0 23443	0 0.322

## TRANS FREIGHT CONTAINERS LTD.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01-04-2016		Cumulative Shareholding during the year 31-03-2017		Date of change in shareholding	Reason for change
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
1	Mr. Ashok Kumar Dalmia Mg. Director	0	0	0	0		
2	Mr. Badal Mittal Director	86441	1.187	86441	1.187	No	NA
3	Mr. Anil Mittal Director	1600	0.022	1600	0.022	No	NA
4	Mrs. Poornima S. Agarwal	0	0	0	0		
5	Mr. Chandrabhan R. Singh CFO	0	0	0	0		
6	Mrs. Pushpalata V. Mishra Company Secretary	0	0	0	0		

Other than this, no Director and Key Managerial Personnel holds any shares in the Company

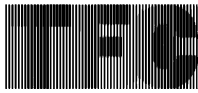
On behalf of the Board of Directors  
**ASHOK KUMAR DALMIA**  
 Managing Director  
 DIN:00428740  
**BADAL MITTAL**  
 Director  
 DIN:00076143

**REGISTERED OFFICE :**

Mulund Industrial Estate Services Co.op. Society Ltd.  
 Nahur Road, Mulund (West),  
 Mumbai 400 080.

Place : Mumbai

Date : 30th May, 2017



## VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	89053397	0	89053397
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>89053397</b>	<b>0</b>	<b>89053397</b>
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	0		0	0
* Reduction	0	52834	0	52834
<b>Net Change</b>	<b>0</b>	<b>-52834</b>	<b>0</b>	<b>-52834</b>
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	89000563	0	89000563
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>89000563</b>	<b>0</b>	<b>89000563</b>

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other directors:

Sr.no.	Particulars of Remuneration	Name of Directors	Total Amount
<b>1</b>	<b>Independent Directors</b>		
	Fee for attending board / committee meetings	0	0
	Commission	0	0
	Others, please specify	0	0
	Total (1)	0	0
<b>2</b>	<b>Other Non-Executive Directors</b>		
	Fee for attending board / committee meetings	0	0
	Commission	0	0
	Others, Salary	0	0
	Total (2)	0	0
	Total (B)=(1+2)	0	0
	Total Managerial Remuneration	0	0
	Overall Ceiling as per the Act		



## TRANS FREIGHT CONTAINERS LTD.

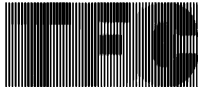
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### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.no.	Particulars of Remuneration	CFO	Total Amount
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	2,91,995	2,91,995
	(b) Value of perquisites under section 17(2) of the Income-Tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
5	Others	0	0
	<b>Total</b>	<b>2,91,995</b>	<b>2,91,995</b>

### VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

During the financial year, there is no instance of any penalty/punishment/compounding of offence under the Companies Act, 2013 against any Director, Key Managerial Person and other officers in default.



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ANNEXURE - C

**AUDITOR'S CERTIFICATE**

To,  
The Members of  
**Trans Freight Containers Ltd.**  
**Mumbai.**

We have examined the compliance of conditions of corporate governance by Trans Freight Containers Ltd, for the year ended 31.03.2017 as stipulated in Regulations 17 to 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of corporate governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on 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 not fully complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, 2015.

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 J. F. SHAH & COMPANY**  
Chartered Accountants  
Firm Registration No 109602 W

**CA (J. F. SHAH)**  
Proprietor  
ICAI Membership No.6723

PLACE: New Jersey, U.S.A.

DATE: 30.05.2017

# TRANS FREIGHT CONTAINERS LTD.

## REPORT ON CORPORATE GOVERNANCE

### 1. Company Philosophy on Corporate Governance

The company's philosophy on code of governance is aimed at assisting the Board of Directors in efficient conduct of the Company's affairs and in meeting its obligations to shareholders. The company has adopted a codified corporate governance charter, inter alia, to discharge its corporate responsibilities and achieve its financial objectives.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreement with the Stock Exchange.

A Report on compliance with the Corporate Governance provisions as prescribed under SEBI Listing Regulations is given below.

### 2. Board of Directors

#### A. Composition

Due to non-functioning of the Company, no one is willing to join the Board of Directors of the Company as "Independent Director" and therefore the Composition of the Board is not in conformity with Regulation 17 of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013.

#### B. Attendance at Board Meetings

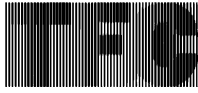
The present strength of the Company's Board is four Directors. During the year ended 31.03.2017, 4 (Four) meetings of the Board of Directors were held on 30.05.2016, 12.08.2016, 14.11.2016 & 13.02.2017.

The Agenda along with the background notes and supporting documents are circulated to the Directors well in advance of the date of the Board Meetings.

The information on attendance of each director at the meeting of the Board of Directors held during the year ended 31st March, 2017 and last Annual General Meeting of the Company is as under:

Name of Director	Category	No. of Board Meetings during the year 2016-17		Attendance at last AGM	Other directors hips in Public Companies	Committee position held in other Companies		Number of Shares Held
		Held	Attd.			M	C	
Mr.Ashok Kumar Dalmia	Executive	4	4	Yes	---	---	---	---
Mr.Badal Mittal	Non - Executive	4	4	Yes	1	---	---	86441
Mr.Anil Mittal	Non - Executive	4	4	Yes	1	---	---	1600
Mrs.Poornima Sanjiv Aggarwal	Non - Executive & Independent	4	4	No	---	---	---	---

Includes only Audit Committee and Stakeholders' Relationship Committee.



**C. Inter-se relationships among Directors:**

There is no inter-se relationship among the directors.

**D. Number of shares and convertible instruments held by Non Executive Directors:**

Name of Director	Category	No . of Shares held
Mr. Anil Mittal	Non Executive Director	1600
Mr. Badal Mittal	Non Executive Director	86441
Mrs. Poomima Agarwal	Non Executive Independent Director	0

The Company has not issued any convertible instruments hence disclosure in this respect is not applicable.

**COMMITTEES OF THE BOARD**

**On account of inadequate number of independent directors, the constitution of Audit Committee and Nomination and Remuneration Committee is not in conformity with the provisions of the Companies Act, 2013 and Regulation 18 & Regulation 19 respectively of the SEBI Listing Regulations and also could not frame various policies and carry out evaluation of Board and independent directors as required under the said Act and Regulation 18 & Regulation 19 respectively of the SEBI Listing Regulations. However following committees have been constituted by the Board of Directors:**

**1. Audit Committee**

**i) Brief description of terms of reference**

The terms of reference of the Audit Committee are in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The Audit Committee reviews internal financial controls and Risk Management Systems of the Company. The Committee reviews the unaudited financial results and audited annual financial results before these are presented before the Board.

**(ii) Composition, Name of Members and Chairman**

Audit Committee consists of three Directors Viz:

1. Shri Ashok Kumar Dalmia - Managing Director
2. Shri Badal Mittal - Non Executive Director
3. Smt. Poornima Aggarwal - Independent Director

On account of inadequate number of Independent Directors, the composition of this committee does not conform with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

**(iii) Meetings and Attendance during the year**

The Audit Committee met 4 (Four) times during the year on 30.05.2016, 12.08.2016, 14.11.2016 & 13.02.2017. The attendance of each member of the committee is given below:

Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended
Ashok Kumar Dalmia	4	4
Badal Mittal	4	4
Poornima Aggarwal	4	4

The Company Secretary is the secretary of the committee.

## **TRANS FREIGHT CONTAINERS LTD.**

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### **2. Nomination and Remuneration Committee**

#### **(i) Brief description of Terms of Reference**

The terms of reference are in accordance with the provisions of Section 178 of the Companies Act, 2013 and provisions of Regulation 19 of SEBI Listing Regulations. The committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

#### **(ii) Composition, Name of Members, Chairman and Attendance during the year**

Nomination and Remuneration Committee comprises of:-

1. Mr. Badal Mittal - Non Executive Director
2. Mr. Anil Mittal - Non Executive Director
3. Smt. Poornima Aggarwal - Independent Director

On account of inadequate number of Independent Directors, the composition of this committee does not conform with the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

#### **(iii) Meetings and Attendance during the year**

Since none of the directors of the Company is paid any remuneration including sitting fee and no fresh Director and Key Managerial Personnel was appointed, no meeting of this committee was required to be held during the financial year under review.

#### **(iv) Details of Remuneration paid to the Directors for the year ended 31st March, 2017.**

None of the directors of the company was paid any remuneration including sitting fee for attending the meetings of the Board.

#### **Details of Remuneration for the Financial Year 2016-17**

<b>Name of Key Managerial personnel</b>	<b>Commission (Rs.)</b>	<b>Salary (Rs.)</b>	<b>No of Shares Held</b>
Mr. Chandrabhan R. Singh	NIL	291,995	NIL

#### **DETAILS OF SERVICE CONTRACT**

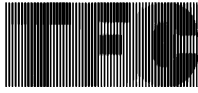
There is no service contract entered by the company with the Managing Director, who is the only whole time director of the Company.

### **3. Stakeholders Relationship Committee**

#### **i) Composition, Name of Members, Chairperson & Attendance during the year:**

Stakeholders Relationship Committee comprises of:

1. Mr. Badal Mittal - Chairman and Non Executive Director
2. Mr. Anil Mittal - Member and Non Executive Director



The Company promptly redresses the complaint of the shareholders. The company's Stakeholders Committee met two times during 2016-17 on 14th November, 2016 and 13th February, 2017.

The attendance of each member of the committee is given below:

Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended
Badal Mittal	2	2
Anil Mittal	2	2

**Role**

**(i) The Committee looks into:**

- issues relating to shareholders including transfer / transmission of shares;
- issue of duplicate share certificates;
- non receipt of annual report;
- non-receipt of share certificate after transfers;
- delay in transfer of shares;
- any other issues of stakeholders.

**(ii) Name & Designation of Compliance Officer:**

Company Secretary is designated as Compliance Officer of the Company.

**(iii) A statement of various complaints received and cleared by the Company during the year ended on 31st March, 2017 is given below:**

The Company and its Registrar & Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. did not receive any complaint from shareholders'/investors' during the financial year ended 31st March, 2017.

**4. Corporate Social Responsibility Committee**

The Board has constituted a Corporate Social Responsibility (CSR) Committee as an abundant caution consisting of the following members as on March 31, 2017:

1. Mr. Ashok Kumar Dalmia, Managing Director
2. Mr. Badal Mittal, Director
3. Mrs. Poornima Agarwal, Independent Director

The Board has also adopted CSR Policy as recommended by CSR Committee.

As explained in Board's Report, the Company was not required to spend any amount on CSR activities.

**5. MANAGEMENT, DISCUSSION AND ANALYSIS:**

The shipping industry world-wide is still facing global recessionary trends resulting in under performance. Moreover due to over capacity of container manufacturing created by China, the prices of container has not improved but has lowered further. Hence, the

## TRANS FREIGHT CONTAINERS LTD.

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manufacturing of ISO Marine Freight Cargo Containers in India will remain to be unviable. The Company has not been able to commence the manufacturing of prefabricated and modular accommodation system which was kept on hold earlier as the main end users viz. Real Estate Companies and other Industries are yet to recover from the liquidity crunch and low demands mainly as a result of demonetization declared by the Indian Government. Your Company will have to wait further to recommence this activity till the market conditions improve.

### 6. General Body Meetings

**The date, time and venue of the last 3 General Body Meetings of the Company is given below:**

Financial Year ended	Date of AGMs	Time	Venue	Details of Special Resolutions
31.03.2016	30.09.2016	10.00 a.m.	Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.	NA
31.03.2015	30.09.2015	10.00 a.m	Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.	1. Special Resolution for appointment of Mrs.Poornima Agarwal as Independent Director of the Company for period of 5 years.
31.03.2014	30.09.2014	10.00 a.m	Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.	NA

- There was no Extraordinary General Meeting held during the year under review.
- No Special Resolution was passed last year through postal ballot.
- No Special Resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

### 7. Disclosures

#### (i) Related Party Transactions

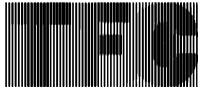
The Company has not entered in to any transactions with any of the related party during the year under review.

#### (ii) Compliances by the Company

There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital market during the last three years.

#### (iii) Whistle Blower Policy:

The Company is yet to adopt Whistle Blower Policy (vigil mechanism).



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**(iv) Compliance with Mandatory Items**

The compliance of mandatory requirements regarding the Board of Directors, Audit Committees and other Board committees and other disclosures as required under the provisions of SEBI Listing Regulations, 2015 to the extent applicable have been mentioned hereabove.

**8. RE-APPOINTMENT OF DIRECTOR**

The information relating to a Director who is retiring by rotation and seeking re-appointment and re-appointment of Managing Director as prescribed under SEBI Listing Regulations, 2015 is furnished under the notes to the Notice of Annual General Meeting.

**9. CODE OF CONDUCT**

The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management Personnel. The Code is applicable to Executive and Non-Executive Directors as well as Senior Management Personnel.

A declaration signed by the Managing Director of the Company regarding compliance by the Board Members and Senior Management Personnel with the said Code of Conduct during the financial year ended 31st March, 2017 is annexed as "**Annexure - 1**".

**10. Means of Communication:**

**(i) Quarterly/Half-yearly and Yearly Financial Results**

The quarterly / half yearly and audited yearly financial results along with Notes appended thereto, were published in newspapers and have also been submitted to the BSE Ltd. to enable it to put the same on its website.

**(ii) Newspaper where results are published**

The Company usually publishes its financial results in following newspapers

1. Free Press Journal (All editions) - In English
2. Nav Shakti, Mumbai. - In Marathi

**11. General Shareholders Information**

**A. Annual General Meeting**

The 43rd Annual General Meeting of the shareholders will be held on Friday, 29th day of September, 2017 at 10.00 a.m. at the Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080

**B. Financial Calendar**

For the year ending 31st March, 2018 the Financial Results will be announced on:

1st Quarter	: Within 45 days from the end of the quarter
2nd Quarter	: Within 45 days from the end of the quarter
3rd Quarter	: Within 45 days from the end of the quarter
4th Quarter(Audited yearly results):	Within 60 days after the end of March, 2018



## TRANS FREIGHT CONTAINERS LTD.

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**C. Date of Book Closure:** Saturday 23rd September, 2017 to Saturday 29th September, 2017 (both days inclusive).

**D. Listing :** BSE Ltd.  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai 400 001

**E. ISIN NO. :** INE360D01014

**F. SCRIP CODE :** 513063

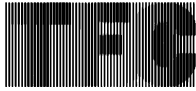
**G. Market Price Data at Bombay Stock Exchange.**

Market Price Data and Performance in comparison to BSE SENSEX

Month	Company		No of shares Traded	BSE SENSEX	
	High	Low		High	Low
April, 2016	8.11	6.66	19	26100.54	24523.20
May, 2016	7.60	6.32	19	26837.20	25057.93
June, 2016	7.35	5.06	47	27105.41	25911.33
July, 2016	5.30	4.60	36	28240.20	27,034.14
Aug, 2016	4.60	4.25	15	28532.25	27,627.97
Sep, 2016	4.26	3.90	11	29077.28	27716.78
Oct, 2016	5.07	3.99	22	28477.65	27488.30
Nov, 2016	6.59	5.32	79	28029.80	25717.93
Dec, 2016	7.21	6.49	147	26803.76	25753.74
Jan, 2017	9.37	7.15	158	27980.39	26447.06
Feb, 2017	9.51	6.15	69	29065.31	27590.10
Mar, 2017	9.51	9.04	76	29824.62	28716.21

**H. Name and Address of the Registrar and Share Transfer Agent**

Sharex Dynamic (India) Pvt. Ltd.  
Unit No.1, Luthra Industrial Premises  
1st Floor. 44-E, M. Vasanti Marg  
Andheri Kurla Road  
Safed Pool, Andheri (E),  
Mumbai 400 072  
Tel. No. 28515606 / 28515644  
Fax No. 28512885  
Email:sharexindia@vsnl.com / investor@sharexindia.com



#### I. Share Transfer System

The transfer of shares in physical form is processed and completed by Sharex Dynamic (India) Pvt. Ltd. the R&T Agents of the company within a period of Thirty days from the date of receipt thereof.

In case of shares in electronics form, the transfers are processed by NSDL & CDSL through the respective Depository Participants.

#### J. Distribution of Share Holding as on 31st March, 2017

<b>DISTRIBUTION SCHEDULE AS ON 31/03/2017</b>					
Sr. No	Shareholding of Nominal Shares	No. of Shareholder	% of Total Shareholders	Shares	% of Shares
1	Up to 100	1255	40.54	113288	1.56
2	101 to 200	692	22.35	135909	1.87
3	201 to 500	551	17.80	218704	3.00
4	501 to 1000	294	9.50	245127	3.37
5	1001 to 5000	248	8.00	551436	7.56
6	5001 to 10000	25	0.81	178799	2.46
7	10001 to 100000	23	0.74	747472	10.26
8	100001 to above	8	0.26	5091505	69.92
	<b>Total</b>	<b>3096</b>	<b>100.00</b>	<b>7282240</b>	<b>100.00</b>

#### K. Dematerialization of Shares

Category	No. of Shares	% of Total Capital
ELECTRONIC FORM	4679320	64.26
PHYSICAL FORM	2602920	35.74
<b>Total:</b>	<b>7282240</b>	<b>100.00</b>

L. The Company has not issued any GDR's/ ADR's, Warrants or any other convertible instruments.

#### M. Company's Branches/Locations Registered Office

Mulund Industrial Estate Services Co-op. Society Ltd.,  
Nahur Road, Mulund (W),  
Mumbai 400 080.

#### Corporate Office

72/73 Nariman Bhavan,  
Nariman Point,  
Mumbai - 400 021

## TRANS FREIGHT CONTAINERS LTD.

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**Factory Location:**

J-1 M.I.D.C. Tarapur  
Industrial Area  
Tarapur 401 501  
(Via Boisar W. Rly.)

**N. Address for Correspondence:**

Sharex Dynamic (India) Pvt. Ltd.  
Unit No.1, Luthra Industrial Premises  
1st Floor, 44-E, M. Vasanti Marg  
Andheri Kurla Road Safed Pool,  
Andheri (E) Mumbai 400 072  
Tel.No.28515606/28515644 Fax No.28512885  
Email:sharexindia@vsnl.com/investor@sharexindia.com

**O. MD/CFO Certification**

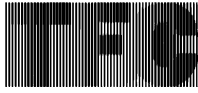
The Certificate from Managing Director as required under Part D of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 containing declaration as to affirming compliance with the Code of Conduct of Board of Directors and senior management for the financial year 2016-17 is attached as **Annexure-2** to this Report.

For and on behalf of the Board of Directors

**Ashok Kumar Dalmia**  
Managing Director  
DIN:00428740

**Badal Mittal**  
Director  
DIN:00076143

Place : Mumbai  
Date : 30th May,2017



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ANNEXURE - 1

**CODE OF CONDUCT**

**DECLARATION PURSUANT TO SEBI (LISTING OBLIGATION AND  
DISCLOSURE REQUIREMENT) REGULATIONS, 2015**

I, Ashok Kumar Dalmia, Managing Director of Trans Freight Containers Limited hereby declare that all Board members and Senior Management personnel have confirmed compliance with Code of Conduct as laid down by the Company during Financial Year 2016-17.

**For Trans Freight Containers Ltd.**

**Ashok Kumar Dalmia**

Managing Director

DIN: 00428740

Place : Mumbai

Date : 30th May, 2017

# TRANS FREIGHT CONTAINERS LTD.

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ANNEXURE - 2

## MD/CFO CERTIFICATION

I Ashok Kumar Dalmia, Managing Director of the Company certify that:

- (a) I have reviewed the financial results and the cash flow statement of Trans Freight Containers Limited (the Company) for the year ended 31st March, 2017 and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing 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 ended 31st March, 2017, which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify 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 in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which I become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of  
**Trans Freight Containers Limited**

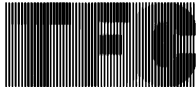
Ashok Kumar Dalmia

**Managing Director**

**DIN: 00428740**

Place : Mumbai

Date : 30th May, 2017



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## INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

To,

**The Members of Trans Freight Containers Ltd.**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Trans Freight Containers Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the

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## **TRANS FREIGHT CONTAINERS LTD.**

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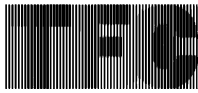
Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the Annexure - 2 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and 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 the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as director in terms of Section 164(2) of the Act.
  - f) Our separate report on adequacy of internal financial control system and operating effectiveness of such controls is enclosed in Annexure-1.
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best our information and according to the explanations given to us :
  - a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 26 to the financial statements.
  - b) The Company did not have any long-term contract including derivative contract which may lead to any foreseeable loss.
  - c) The Company is not liable to transfer any amount to the Investor Education and Protection Fund.
  - d) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 08, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the Management (Refer Note No. 24)

**For J. F. SHAH & COMPANY**  
Chartered Accountants  
Firm Registration No 109602 W  
**CA (J. F. SHAH)**  
Proprietor  
ICAI Membership No.6723

PLACE : New Jersey, U.S.A.  
DATE : 30.05.2017



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## ANNEXURE - 1

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Trans Freight Containers Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the



## **TRANS FREIGHT CONTAINERS LTD.**

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preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

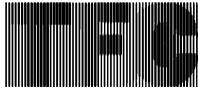
**For J. F. SHAH & COMPANY**

Chartered Accountants  
Firm Registration No 109602 W

**CA (J. F. SHAH)**  
Proprietor  
ICAI Membership No.6723

PLACE : New Jersey, U.S.A.

DATE : 30.05.2017



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## ANNEXURE - 2

### Auditors' Report as per the Companies (Auditor's Report) Order, 2016

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b. The fixed assets have been physically verified by the management at reasonable intervals. As informed, no material discrepancies between book records and the physical inventories have been noticed on such verification.  
c. The title deeds of immovable property are held in the name of the Company.
2. The inventories have been physically verified at reasonable intervals during the year by the management. The discrepancies noticed on physical verification between the physical stock and book records were not material and have been properly dealt with in the books of accounts.
3. Loans taken by the company from companies, firms and other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 :

S. No.	Name of Party	Relationship with Company	Amount (Rs.)	Year end Balance (Rs.)
1.	New Bombay Dying & Bleaching Mills (Prop. NLD Pvt. Ltd.)	One of the Directors of the Company is Director	Nil	272.36

- a) No interest is charged on loan taken.
- b) The Company is not regular in repaying the principal amount.
- c) There are overdue amounts of loans taken from companies, firms or other parties listed in the registers maintained under section 189 of Companies Act, 2013.
4. The Company has complied to the provisions of Section 185 and 186 of the Companies Act, 2013 in respect to loans, investments, guarantees and securities.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
6. The Central Government has not notified the maintenance of Cost Records Under Section 148(1) of the Companies Act, 2013 in the case of the Company.
7. a) According to information and explanations given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues to the extent applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2017 for a period of more than six months from the date of becoming payable.  
b) The dues on account of Income Tax disputed by the company where such dispute is pending is mentioned below :

## **TRANS FREIGHT CONTAINERS LTD.**

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Name of Statute	Nature of dues	Period	Amount (Rs.in lacs)	Forum where Pending
Income Tax Act, 1961	Income Tax	Assmt. Year 2013-14	42.98	Commissioner (Appeal)
Income Tax Act 1961	Income Tax	Assmt.Year 2014-15	77.94	Commissioner (Appeal)

8. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to any bank or government. Company has no debenture holder or any financial institutional borrowing during the year.
9. Neither any term loan has been obtained during the year nor any money was raised by way of public offer (including debt instruments) during the year by the company.
10. No fraud has been noticed or reported on or by the company during the year.
11. None of the Directors of the company draw any remuneration and hence section 197 read with Schedule V of the Act do not apply.
12. The Company is not a Nidhi Company, accordingly paragraph 3(xii) of the Order is not applicable.
13. There are no transaction with related parties as per Sections 177 and 188 of Companies Act, 2013.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The Company has not entered into any non-cash transactions with directors.
16. The Company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934.

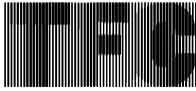
**For J. F. SHAH & COMPANY**

Chartered Accountants  
Firm Registration No 109602 W

**CA (J. F. SHAH)**  
Proprietor  
ICAI Membership No.6723

PLACE : New Jersey, U.S.A.

DATE : 30.05.2017

**BALANCE SHEET AS AT 31st MARCH, 2017.**

Rupees in Lakhs

Particulars	Note No.	As at	As at
		31 March, 2017	31 March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share Capital	1	728.22	728.22
(b) Reserve & Surplus	2	2,681.84	1,972.80
		<b>3,410.06</b>	<b>2,701.02</b>
<b>Current Liabilities</b>			
(a) Short Term Borrowings	3	890.00	890.53
(b) Trade Payables	4	35.76	43.76
(c) Other Current Liabilities	5	192.64	383.56
(d) Short Term Provisions	6	190.54	12.90
		<b>1,308.94</b>	<b>1,330.75</b>
<b>TOTAL</b>		<b><u>4,719.00</u></b>	<b><u>4,031.77</u></b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	7	273.06	369.12
(ii) Capital Work-in-Progress		98.30	98.30
(b) Long Term Loans & Advances	8	1,158.43	1,025.30
		<b>1,529.79</b>	<b>1,492.72</b>
<b>Current Assets</b>			
(a) Current Investments	9	2,859.16	2,098.62
(b) Inventories	10	270.28	378.74
(c) Trade Receivables	11	0.05	8.69
(d) Cash and Cash Equivalents	12	18.02	9.25
(e) Short Term Loans & Advances	13	41.70	43.75
		<b>3,189.21</b>	<b>2,539.05</b>
<b>TOTAL</b>		<b><u>4,719.00</u></b>	<b><u>4,031.77</u></b>

See accompanying notes forming part of the financial statements

As per our Report of even date

**FOR J.F.SHAH & COMPANY**

Chartered Accountants

For and on behalf of the Board of Directors

**PROPRIETOR : J. F. SHAH Ashok Kumar Dalmia**

Membership No. 6723

Firm No. 109602W

Place : New Jersey, U.S.A.

Date : 30/05/2017

*Managing Director DIN: 00428740***Chandrabhan R. Singh***Chief Financial Officer*

Place : Mumbai

**Badal Mittal***Director DIN: 00076143***Mrs. Pushpalata V. Mishra***Company Secretary*

## TRANS FREIGHT CONTAINERS LTD.

### PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

		Rupees in Lakhs	
Particulars	Note No.	For the Year ended 31 March, 2017	For the Year ended 31 March, 2016
<b>REVENUE</b>			
1. Revenue from Operations (Net)	14	32.93	52.34
2. Other Income	15	1,141.12	156.14
<b>3. Total Revenue</b>		<b>1,174.05</b>	<b>208.48</b>
<b>4. EXPENSES</b>			
(a) Cost of Materials Consumed	16	98.41	7.27
(b) Changes in Inventories of FG/WIP/Stock-in-trade	17	10.37	45.56
(c) Employee Benefit Expenses	18	27.03	32.54
(d) Depreciation & Amortisation Expenses	19	35.90	53.68
(e) Other Expenses	20	115.30	105.03
		<b>287.01</b>	<b>244.08</b>
<b>5. Profit (+) / Loss (-) Before Exceptional and Extraordinary Items &amp; Tax (3-4)</b>		<b>887.04</b>	<b>-35.60</b>
<b>6. Profit (+) / Loss (-) Before Extraordinary Items &amp; Tax</b>		<b>887.04</b>	<b>-35.60</b>
<b>7. Profit (+) / Loss (-) Before Tax</b>		<b>887.04</b>	<b>-35.60</b>
<b>8. Provision for Current Tax Expense</b>		<b>178.00</b>	<b>0.00</b>
<b>9. Profit (+) / Loss (-) for the period from continuing operations</b>		<b>709.04</b>	<b>-35.60</b>
<b>10. Profit (+) / Loss (-) for the period</b>		<b>709.04</b>	<b>-35.60</b>

See accompanying notes forming parts of the financial statements

#### Earnings Per Equity Shares of Face Value of Rs.10/ each

Basic EPS (in Rs.)	9.74	-0.49
Diluted EPS (in Rs.)	9.74	-0.49

As per our Report of even date

**FOR J.F.SHAH & COMPANY**

Chartered Accountants

For and on behalf of the Board of Directors

**PROPRIETOR : J. F. SHAH** Ashok Kumar Dalmia

Membership No. 006723

Firm No. 109602W

Place : New Jersey,U.S.A.

Date : 30/05/2017

*Managing Director DIN00428740*

**Chandrabhan R. Singh**

*Chief Financial Officer*

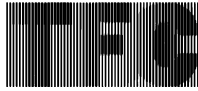
Place : Mumbai

**Badal Mittal**

*Director DIN00076143*

**Mrs. Pushpalata V. Mishra**

*Company Secretary*



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017**

Rs. in Lakhs

Particulars	31 March, 2017	31 March, 2016
<b>A. Cash Flow from Operating Activities :</b>		
Profit before tax	709.04	(35.60)
Adjustments for :		
Depreciation	35.90	53.68
Balance written off	60.30	-
Loss on Sale of Fixed Asset	-	1.13
Interest Income	(166.49)	(139.71)
Dividend Income	(19.54)	(0.72)
Net Profit on Sale of Land	(930.70)	-
Profit on Sale of Fixed Assets	(6.00)	-
Net (gain) / Profit on Sale of Quoted Shares/units	(18.39)	(15.71)
Operating profit before working capital changes	(335.88)	(136.93)
Movements in working capital		
- (Increase)/decrease in Trade receivables	8.64	(8.30)
- (Increase)/decrease in Inventories	108.46	50.99
- (Increase)/decrease in Loans and Advances	2.50	(35.64)
- Increase/(decrease) in Trade Payables	(8.00)	(28.16)
- Increase/(decrease) in Provisions	177.64	1.90
- Increase/(decrease) in other liabilities	(190.93)	207.97
Cash generated from operations	(237.57)	51.83
- Taxes paid	(133.58)	(15.83)
Net cash generated from operating activities - (A)	(371.15)	36.00
<b>B. Cash flow from investing activities :</b>		
Sale of Fixed Assets	936.70	4.44
Purchase of Fixed Assets	(0.14)	(0.68)
Net Cash flow from Investment	(742.13)	(211.74)
Interest Income	166.49	139.71
Dividend Income	19.53	0.72
Net cash generated from investing activities - (B)	380.45	(67.55)

## TRANS FREIGHT CONTAINERS LTD.

		Rs. in Lakhs	
	Particulars	31 March, 2017	31 March, 2016
<b>C</b>	<b><u>Cash flow from Financing Activity:</u></b>		
	Repayment of Loan	(0.53)	(10.45)
	Net cash generated from financing activities - (C)	(0.53)	(10.45)
	Net Increase in cash and cash equivalents (A+B+C)	8.77	(42.00)
	Cash and cash equivalents - Opening balance	9.25	51.25
	Cash and Cash Equivalents - Closing balance	18.02	9.25
	Net Increase in Cash and Cash Equivalents	8.77	(42.00)
	Components of cash and cash equivalents as		
	- Cash in Hand	0.11	0.03
	- with banks on current account	17.91	9.22
		<b>18.02</b>	<b>9.25</b>

As per our Report of even date

**FOR J.F.SHAH & COMPANY**

Chartered Accountants

For and on behalf of the Board of Directors

**PROPRIETOR : J F SHAH**

Membership No. 6723

Firm No. 109602W

Place : New Jersey, U.S.A.

Date : 30/05/2017

**Ashok Kumar Dalmia**

*Managing Director DIN: 00428740*

**Chandrabhan R. Singh**

*Chief Financial Officer*

Place : Mumbai

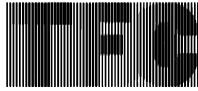
Date : 30/05/2017

**Badal Mittal**

*Director DIN: 00076143*

**Mrs. Pushpalata V. Mishra**

*Company Secretary*



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2017

### 1. SHARE CAPITAL

Rs. in Lakhs

Particulars	31/03/2017	31/03/2016
Authorised		
Equity Shares of Rs. 10/- each with voting rights (1,50,00,000 Shares of Rs. 10/- each)	1500.00	1500.00
	<b>1500.00</b>	<b>1500.00</b>
Issued, Subscribed and Fully Paid up capital		
Paid Up Share Capital		
72,82,240 Equity Shares of Rs. 10/- each fully paid up	728.22	728.22
	<b>728.22</b>	<b>728.22</b>

### Reconciliation of Shares Outstanding at the beginning and at the end of the year

Equity Shares	31/04/2017		31/04/2016	
	No. of Shares	Amount	No. of Shares	Amount
at the beginning of the year	7282240	728.22	7282240	728.22
Addition during the year	0	0	0	0
Deduction During the year	0	0	0	0
outstanding at the end of the year	7282240	728.22	7282240	728.22

### Details of shareholders holding more than 5% shares in the company

Name of the shareholder	31/03/2017		31/04/2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Bidhata Investment & Finance Pvt. Ltd.	1066400	14.64	1066400	14.64
Niranjanlal Dalmia Pvt. Ltd.	449700	6.18	449700	6.18
Seawell Holdings Pvt. Ltd.	1383000	18.99	1383000	18.99
Minerva Dealers Pvt. Ltd.	560000	7.69	560000	7.69
Klassik Garment Pvt. Ltd.	1045520	14.36	1045520	14.36

### 2. RESERVES & SURPLUS

Rs. in Lakhs

Particulars	31/03/2017	31/03/2016
Capital Reserve		
As per last Balance Sheet	81.30	81.30
	<b>81.30</b>	<b>81.30</b>
Capital Redemption Reserve		
As per last Balance Sheet	2.50	2.50
	<b>2.50</b>	<b>2.50</b>
Securities Premium Account		
As per last Balance Sheet	4032.00	4032.00
	<b>4032.00</b>	<b>4032.00</b>
General Reserve		
As per last Balance Sheet	1762.29	1762.29
	<b>1762.29</b>	<b>1762.29</b>



## TRANS FREIGHT CONTAINERS LTD.

Export Profit Reserve As per last Balance Sheet	72.50	72.50
	<b>72.50</b>	<b>72.50</b>
Investment Allowance Reserve As per last Balance Sheet	15.68	15.68
	<b>15.68</b>	<b>15.68</b>
	<b>5966.27</b>	<b>5966.27</b>
Profit & Loss Account As per last Balance Sheet	-3993.47	-3,957.87
<b>Additions During the year</b>	0	0
Profit / Loss (-) during the year	709.04	-35.60
Deduction during the year	0	0
	-3284.43	-3993.47
<b>Net Reserve and surplus</b>	<b>2681.84</b>	<b>1972.80</b>

### 3. SHORT TERM BORROWINGS Rs. in Lakhs

Particulars	31/03/2017	31/03/2016
<b>Short Term - Loans &amp; Advances From Related Parties</b>		
Unsecured from Promotors	890.00	890.00
<b>Other Loans &amp; Advances</b>		
Unsecured from Bank		
Bank of Maharashtra, Tarapur Branch	0	0.53
Industrial Development Bank of India (Interest Free E C I P Loan)	0	0
	<b>890.00</b>	<b>890.53</b>

### 4. TRADE PAYABLES Rs. in Lakhs

Particulars	31/03/2017	31/03/2016
Total Trade Payable	35.76	43.76
	<b>35.76</b>	43.76

### 5. OTHER CURRENT LIABILITIES Rs. in Lakhs

Particulars	31/03/2017	31/03/2016
Advances Received	192.64	383.56
	192.64	383.56

### 6. SHORT TERM PROVISIONS Rs. in Lakhs

Particulars	31/03/2017	31/03/2016
Provision for Statutory Liabilities	178.41	1.52
Provision for Employee Related Liabilities	2.46	1.93
Other Short Term Provisions for Expenses	9.67	9.45
	<b>190.54</b>	<b>12.90</b>

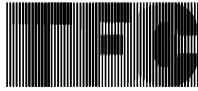
NOTES FORMING PART OF FINANCIAL STATEMENT

NOTE NO 7

FIXED ASSETS PARTICULARS	GROSS BLOCK (Rs.)						DEPRECIATION (Rs.)				(Rupees. in Lakhs) NET BLOCK (Rs.)	
	AS AT 31.03.2016	ADDITIONS	SALE/ ADJUSTMENTS	AS AT 31.03.2017	AS AT 31.03.2016	FOR THE YEAR 2016-2017	ADJUSTMENTS	AS AT 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016	AS AT 31.03.2016	
Leasehold Land J-1, Tarapur	24.34	—	17.02	7.32	0.45	0	—	0.45	6.87	23.89	23.89	
Leasehold Land G- 2/8 (Tarapur)	71.00	—	—	71.00	0	0	—	0	71.00	71.00	71.00	
Factory Building & Estate Development J-1	971.67	—	180.87	790.80	737.14	29.44	-138.52	628.06	162.74	234.51	234.51	
Staff Quarters	11.21	—	2.89	8.32	4.38	0.16	-1.97	2.57	5.75	6.83	6.83	
Vehicles	43.93	—	—	43.93	19.36	4.17	—	23.53	20.40	24.59	24.59	
Plant & Machinery	4016.57	—	40.97	3975.60	4016.57	0	-40.97	3975.60	0	0	0	
Factory / Office Equipment	29.81	0.09	—	29.90	28.11	1.42	—	29.53	0.37	1.70	1.70	
Computer	3.97	0.05	—	4.02	3.82	0.20	—	4.02	0	0.15	0.15	
Furnitures, Fixtures & Fittings	5.93	—	—	5.93	1.51	0.38	—	1.89	4.04	4.42	4.42	
Bunk House	2.85	—	—	2.85	0.83	0.13	—	0.96	1.89	2.02	2.02	
<b>Total: Rs.</b>	5181.28	0.14	241.75	4939.67	4,812.17	35.90	-181.46	4,666.61	273.06	369.12	369.12	
<b>Previous year : Rs.</b>	5200.52	0.68	19.92	5181.28	4,772.85	53.68	-14.35	4,812.18	369.12	427.68	427.68	
Capital Work in Progress	98.30	0	0	98.30	—	—	—	—	98.30	98.30	98.30	

## TRANS FREIGHT CONTAINERS LTD.

<b>8. LONG TERM LOANS &amp; ADVANCES</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Deposit with Statutory Authorities	201.43	64.84
Other Security Deposits		
Secured, considered good	2.50	2.40
Given to Suppliers		
Secured, considered good	0.00	0.00
Given to Employees		
Secured, considered good	4.50	8.06
Other Long Term Loans & Advances		
Unsecured, considered good	950.00	950.00
	<b>1,158.43</b>	<b>1025.30</b>
<b>9. CURRENT INVESTMENTS</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
<b>A. Quoted Investments</b>		
Equity Securities	18.05	27.41
<b>B. Unquoted Investments</b>		
Investment in Debentures	0.69	0.69
Investment in Preference Shares	1.00	1.00
Investment in Mutual Fund	415.92	383.53
Tax Saving Bond	50.00	0.00
<b>C. Other Investments</b>		
Bank Fixed Deposits	2,292.23	1624.77
Interest Accrued on Fixed Deposits	81.27	61.22
	<b>2859.16</b>	<b>2098.62</b>
Aggregate Value of Quoted Investments	18.05	27.41
Aggregate Value of Unquoted Investments	2841.11	2071.21
<b>10. INVENTORIES</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Finished Goods	4.71	15.09
Raw Material	265.57	363.65
	<b>270.28</b>	<b>378.74</b>
<b>11. TRADE RECEIVABLES</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Considered Good and Secured		
Outstanding for more than six months	0.00	0.00
Others	0.05	8.69
	<b>0.05</b>	<b>8.69</b>



<b>12. CASH &amp; CASH EQUIVALENTS</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Cash Balance on Hand		
Cash in Hand	0.11	0.03
Bank Balance with Scheduled Bank In Current Account	17.91	9.22
	<b>18.02</b>	<b>9.25</b>
<b>13. SHORT TERM LOANS &amp; ADVANCES</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Given to Suppliers		
Secured, considered good	41.70	43.75
	<b>41.70</b>	<b>43.75</b>
<b>14. REVENUE FROM OPERATIONS</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
<b>Sale of Products</b>		
Sale of Other Goods	3.94	6.95
Sale of Pre-Fabricated House	0	3.15
Local Sales	3.85	14.91
	<b>7.79</b>	<b>25.01</b>
<b>Sales of Service</b>		
Labour Charges Received	0.20	6.56
<b>Other Operating Revenue</b>		
Sundry Balances Written back	24.94	20.77
	<b>25.14</b>	<b>27.33</b>
	<b>32.93</b>	<b>52.34</b>
<b>15. OTHER INCOME</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Dividend on Shares	19.54	0.72
Interest on Bank Fixed Deposits	166.49	139.71
Profit on Sale of Fixed Assets	6.00	0.00
Profit on Sale of Land & Building	930.70	0.00
Profit on Sale of Quoted Shares	1.01	5.66
Profit on Valuation of Quoted Shares	4.38	2.90
Profit on Sale of Units	13.00	7.15
	<b>1,141.12</b>	<b>156.14</b>

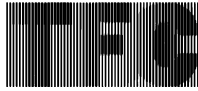
## TRANS FREIGHT CONTAINERS LTD.

<b>16. COST OF MATERIALS CONSUMED</b>		<b>Rs. in Lakhs</b>	
Particulars	31/03/2017	31/03/2016	
<b>Raw Materials</b>			
Opening Stock			
Raw Material & Stores	363.65	369.09	
Add : Purchases			
Raw Material (Steel, Wall / Roof / Bison Panel & Other Material)	0.33	1.81	
Add : Incidental Expenses on Purchases	0.00	0.02	
Less : Closing Stock			
Raw Material & Stores	265.57	363.65	
	<u>98.41</u>	<u>7.27</u>	

Imported Indgenious raw materials		31/03/2017		31/03/2016	
	Value	%	Value	%	
Imported	0	0	0	0	
Indigenous	98.41	100	7.27	100	

<b>17. CHANGE IN INVENTORIES</b>		<b>Rs. in Lakhs</b>	
Particulars	31/03/2017	31/03/2016	
<b>Finished Goods</b>			
Opening Stock	15.08	59.60	
Less : Closing Stock	4.71	15.08	
	<u>10.37</u>	<u>44.52</u>	
<b>Work in Progress</b>			
Opening Stock	0	1.04	
Less : Closing Stock	0	0	
	<u>0</u>	<u>1.04</u>	
	<u>10.37</u>	<u>45.56</u>	
<b>Finished Goods</b>			
Finished Goods	4.71	15.08	
<b>Work In Progress</b>			
Work in Progress	0	0	

<b>18. EMPLOYEE BENEFIT EXPENSES</b>		<b>Rs. in Lakhs</b>	
Particulars	31/03/2017	31/03/2016	
Salaries & Wages	26.11	31.37	
Staff Welfare Expenses	0.92	1.17	
	<u>27.03</u>	<u>32.54</u>	



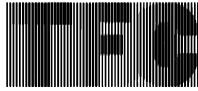
<b>19. DEPRECIATION &amp; AMORTISATION EXPENSES</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
Depreciation for the year	35.90	53.68
	<b>35.90</b>	<b>53.68</b>
<b>20. OTHER EXPENSES</b>		<b>Rs. in Lakhs</b>
Particulars	31/03/2017	31/03/2016
<b>Contract Cost</b>		
Sub Contracting	1.81	2.97
	<b>1.81</b>	<b>2.97</b>
<b>Manufacturing &amp; Service Cost</b>		
Freight and Forwarding	0.57	2.50
Power & Fuel	9.67	38.53
Repairs & Maintenance - Building	2.97	8.68
Repairs & Maintenance - Machinery	0.26	0.39
Repairs & Maintenance - Others	3.72	3.69
	<b>17.19</b>	<b>53.79</b>
<b>Other Expenses</b>		
Advertisement Expenses	0.19	0.73
Brokerage Expense	17.28	0
Certification	0.20	0.20
Communication	2.87	5.31
Legal and Professional fees	35.29	18.10
Loss on Sale of fixed Assets	0	1.13
Misvellaneouse Expenses	22.90	3.49
Warehousing Expenses	0	0.39
Printing and Stationery	0.98	1.19
Security Expenses	11.42	10.72
Statutory Audit fees	0.75	0.75
Tax Audit fees	0.20	0.20
Travelling and conveyance	1.48	1.80
Vehicle Expenses	2.74	4.26
	<b>96.30</b>	<b>48.27</b>
	<b>115.30</b>	<b>105.03</b>

## TRANS FREIGHT CONTAINERS LTD.

21. EARNING PER SHARE (EPS)	Rs. in Lakhs	
<b>a. Net Profit / Loss attributable to Equity Shareholders (Basic)</b>		
Net Profit / Loss after Tax as per Profit & Loss Account	709.04	-35.60
Net Profit / Loss attributable to Equity Shareholders (Basic)	709.04	-35.60
<b>b. Details of No. of Shares used for Basic Earning Per Share</b>		
Number of Equity Shares at the start of the period	7282240	7282240
Net Profit / Loss attributable to Equity Shareholders (Basic)	7282240	7282240
<b>c. Net Profit / Loss attributable to Equity Shareholders (Diluted)</b>		
Net Profit / Loss after Tax as per Profit & Loss Account	709.04	-35.60
Net Profit / Loss attributable to Equity Shareholders (Basic)	709.04	-35.60
<b>d. Details of No. of Shares used for Diluted Earning Per Share</b>		
Number of Equity Shares at the start of the period	7282240	7282240
Weighted Average No. of Shares for Diluted EPS	7282240	7282240
Face Value per Share	10	10

22. PAYMENTS TO AUDITORS	Rs. in Lakhs	
Particulars	31/03/2017	31/03/2016
Statutory Audit Fees	0.75	0.75
Tax Audit Fees	0.20	0.20
Legal Consultancy	0	0
Tax Consultancy	0	0
Managment Consultancy	0	0
Other Consultancy	0	0
Certificate Fees	0.20	0.20
Reimbursement of Expenses	0	0
	<b>1.15</b>	<b>1.15</b>

23. EXPENDITURE IN FOREIGN CURRENCY	Rs. in Lakhs	
Particulars	31/03/2017	31/03/2016
Other Expenditure in Foreign Currency	0.00	0.00
Total Expenses in Foreign Currency	0.00	0.00
arning in Foreign Currency	0.00	0.00
Capital Expenditure in Foreign Currency	0.00	0.00
	<b>0.00</b>	<b>0.00</b>



**24. In accordance with Ministry of Corporate affairs notification number G. S. R. 308(E) dated 30.03.2017 the disclosures relating to Specified Bank Notes (SBNs) held and transacted during the period 08/11/2016 to 30/12/2016 as given below**

Particular	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	48000	5639	53639
(+) Permitted receipts	-	85,000	85,000
(-) Permitted payments	-	88,329	88,329
(-) Amount deposited in Banks	48000	NA	48000
Closing Cash in hand as on 30.12.2016			2310

**25. SIGNIFICANT ACCOUNTING POLICIES :**

**a. Accounting Policies :**

The books of accounts are prepared under the Historical Cost Convention Method using the accrual method of accounting.

**b. Inventories :**

Inventories are valued at the lower of cost or net realisable value.

**c. Depreciation :**

Depreciation on all assets is provided on the Straight Line Method in accordance with the provisions of Section 205 (2) (b) of the Companies Act, 1956 and in the manner prescribed in Schedule XI to the Companies Act, 1956.

**d. Fixed Assets :**

Fixed Assets are stated at cost of acquisition or construction. All costs including finance cost till commencement of commercial production are capitalised.

**26. NOTES**

The Unsecured Creditors have advanced money to the Company against which they have filed winding up petitions in the Bombay High Court. The Company's Lawyers are defending the suits.



# TRANS FREIGHT CONTAINERS LTD.

## FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L34203MH1974PLC018009  
Name of the Company : TRANS FREIGHT CONTAINERS LTD.  
Regd. Off. : Mulund Industrial Estate Services Co.op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400080  
Telephone No. : 91-22-22040630/22022172, Fax : 91-22-22041773, Email : tfcl@vsnl.com, tfcl2008@rediffmail.com

Name of the Member (s)

Registered Address

Email ID

Folio No./Client ID

DP ID

I/We, being the members(s) holding ..... shares of the above named company, hereby appoint :

- (1) Name ..... Address .....  
E-mail Id ..... Signature ..... or failing him;
- (2) Name ..... Address .....  
E-mail Id ..... Signature ..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the company, to be held on Friday, the 29th September 2017 at 10.00 a.m. at Mulund Industrial Estate Services Co.op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080 and at any adjournment thereof in respect of such resolutions as are indicated below.

Sr. No.	RESOLUTIONS	For	Against	Abstain
1.	Consider and Adopt Audited Financial Statement of the Company for the year ended 31st March 2017, and the Reports of the Board of Directors and Auditors.			
2.	Re-appointment of Shri Badal Mittal(DIN 00076143) who retire by rotation and being eligiable, offers himself for reappointment.			
3.	Appointment of Messrs M.N. Desai & Associates, Chartered Accountants as Auditors and fixing their remuneration.			
4.	Re-appointment of Managing Director			

Signed this ..... day of .....2017

Signature of Shareholder .....

Signature of Proxy holder(s) .....

Note : (1) This form of proxy In order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

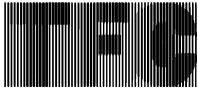
(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 42nd Annual General Meeting.

\* (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.

(5) A proxy need not be a members of the Company.

(6) A Person an act as a proxy on behalf of member/s not exceeding fifty and holding in aggregate not more than 10% as the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.



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# TRANS FREIGHT CONTAINERS LTD.

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## TRANS FREIGHT CONTAINERS LIMITED

**Regd.Office** : Mulund Indl. Estate Services Co-op. Soc. Ltd., Nahur Rd., Mulund (W),  
Mumbai-400 080  
CIN : L34203MH1974PLC018009

### ATTENDANCE SLIP

Sr No.:

Registered Folio No./ DP ID / Client ID	
Name and Address of the Member(s)  Joint Holder(s)	
No of Share(s)	
Name of Proxy (in Block Letters)	
Signature of the Member(s) / Proxy	

I/We hereby record my / our presence at the 43<sup>rd</sup> Annual General Meeting of the Company being held on Friday, 29th September, 2017 at 10.00 a.m. at Mulund Industrial Estate Services Co.op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.

Note : Members / Proxies are requested to bring the attendance Slip with them.

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

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### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN
170901051	

\* Only Shareholders who have not updated their PAN with Company / Depository Participant shall use Default PAN in the Pan Field

Note : Please read the e-voting instructions printed in the Notice of Annual General Meeting. The E-Voting period starts on 26th September, 2017 at 09:00 A.M. and ends at 28th September, 2017 at 5:00 P.M. The e-voting shall be decided by CDSL for voting thereafter

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*If not delivered, please return to :*

**TRANS FREIGHT CONTAINERS LIMITED**

Mulund Industrial Estate Services Co-op. Society Ltd.  
Nahur Road, Mulund (West),  
Mumbai-400 080.

**PRINT ART CORPORATION**  
321, Bussa Udyog Bhavan,  
Sewri (W), Mumbai-400 015.  
Tel. : 2413 6847