

**TRANS ASIA CORPORATION
LIMITED**



**16TH
ANNUAL REPORT
2009-2010**

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CORPORATE PROFILE

BOARD OF DIRECTORS

Mr. Dayaram Dhoot	Chairman & Non Executive Director
Mr. Vikram Khandelwal	Managing Director
Mr. Manish Sinvhal	Executive Director
Mr. Manish Maheshwari	Non Executive Director
Mr. Sushil Kumar Chokhani	Non Executive Director

COMPANY SECRETARY

Mr. Ramprakash Shroff

AUDITORS

M/s. Nahata Mahajan & Co.
Chartered Accountants
Indore – 452 001

BANKERS

Dena Bank
HDFC Bank Limited
Indusind Bank

REGISTERED OFFICE

110, Royal Ratan, 7, M.G. Road,
Indore – 452 001

REGISTRAR & SHARE TRANSFER AGENT

M/s Big Shares Services Pvt. Ltd.,
E-2, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai - 400 072

16th Annual General Meeting on Thursday, 30th September, 2010 at 11.00 a.m at
Registered Office of the Company.

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of **TRANS ASIA CORPORATION LIMITED** will be held on Thursday, 30th September, 2010 at 11.00 a.m. at the Registered Office of the Company at 110, Royal Ratan, 7, M. G. Road, Indore – 452 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010 and Profit & Loss Account of the Company for the year ended on that date, and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish Maheshwari, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sushil Kumar Chokhani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provision of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force), Securities Contract (Regulation) Act, 1956 and the rules framed thereunder, Listing agreements, SEBI (Delisting of Securities) Guidelines 2003, and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority, the consent of the Company be and is hereby accorded to the Board of Directors to delist the Equity shares of the Company from The Ahmedabad Stock Exchange Limited and The Jaipur Stock Exchange Limited.”

“RESOLVED FURTHER THAT the securities of the Company shall continue to be listed on the Bombay Stock Exchange Ltd and the Madhya Pradesh Stock Exchange and therefore as per the guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all deeds, documents, papers etc, as may be considered necessary and expedient to give effect to the above said resolution.”

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
TRANS ASIA CORPORATION LIMITED**

**Sd/-
DAYARAM DHOOT
DIRECTOR**

**REGISTERED OFFICE:
110, ROYAL RATAN,
7, M. G. ROAD,
INDORE – 452 001**

DATE: 24th AUGUST, 2010

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a Member of the Company. Proxies in order to be effective, must be received at the Registered office of the Company not less than 48 hours before the Meeting.
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 5 of the notice set out above, is annexed hereto.
3. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 25th September, 2010 to Wednesday, 29th September, 2010 (both days inclusive).
4. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
5. Members are requested to kindly bring their copies of the Annual Report to the Meeting.
6. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
7. All documents relevant to the business to be transacted at this meeting will be available for inspection at the Registered office of the Company during office hours on all the working days up to the date of Annual General Meeting.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 5

At present the equity shares of the Company are listed at the Bombay Stock Exchange Limited, Madhya Pradesh Stock Exchange, The Ahmedabad Stock Exchange Limited and The Jaipur Stock Exchange Limited.

Considering the negligible volume of trading and as a part of the cost reduction measure it was decided by the Board to get its securities delisted from The Ahmedabad Stock Exchange Limited and The Jaipur Stock Exchange Limited. The securities of the Company shall continue to be listed on the Bombay Stock Exchange Limited and Madhya Pradesh Stock Exchange Limited. However, the said delisting of securities requires members approval by way of special resolution and therefore the Board recommends the resolution for your approval.

None of the Directors, is in any way, concerned or interested in the said resolution.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
TRANS ASIA CORPORATION LIMITED**

**Sd/-
DAYARAM DHOOT
DIRECTOR**

**REGISTERED OFFICE:
110, ROYAL RATAN,
7, M. G. ROAD,
INDORE – 452 001**

DATE: 24th AUGUST, 2010

DIRECTORS' REPORT

To,
The Members,

Your Directors take pleasure in presenting the 16th Annual Report on the business and operations of the Company alongwith the Audited Statement of Accounts of your Company for the financial year ended 31st March, 2010.

FINANCIAL RESULTS

Financial summary of the Company for the year under review along with figures for previous year are as follows:

(Rs. in Lacs)

Particulars	31.03.2010	31.03.2009
Sales & Other Income	3837.12	9799.86
Profit/ (Loss) before depreciation	3.15	27.73
Less: Depreciation	0.81	0.90
Profit/ (Loss) before Tax	2.33	26.83
Less: Provision for Tax		
Current Tax	0.37	1.51
Fringe Benefit Tax	0.03	0.06
Deferred Tax	0.12	0.24
Net Profit/ (Loss) after Tax & Adjustments	1.82	25.02
Profit/ (Loss) brought forward / Prior period adjustment	155.77	130.75
Transfer to General Reserve	-	-
Balance carried forward to Balance Sheet	157.59	155.77

PERFORMANCE

Your Directors hereby inform that your Company has recorded a lower gross sale and Income from operations of Rs. 3837.12 lacs as compared to Rs. 9799.86 lacs in the previous year. The Company earned a net profit of Rs. 1.82 lacs as compared to that of Rs. 25.02 lacs earned in the previous year. Your Directors are hopeful of achieving better results in the current year.

DIVIDEND

In the interest of the Company, your Directors wish not to recommend any dividend for the year and the entire surplus is proposed to be transferred to the reserves to give financial leverage to the Company for its proposed projects discussed in the report.

MARKETING STRATEGY

Your Company is making efforts to diversify the range of products for the Global Market though in the Domestic Market, the share of the Company has increased. Your Directors foresee a good market in future, in land and overseas.

FUTURE PROSPECTS AND CHALLENGES

As discussed earlier, we have been passing through an era of great changes. The World Economy is so frequently undergoing changes that experts are unable to foresee correctly or near to change.

Yet, it is sure that whatever changes are taking place, are meant for progress and promoting healthy competition world wide. It is also correct that the developed and controlling nations are coming up with policies which may not be that fruitful to the other nations like us.

Your Company could not be an exception to it but with regular watch and control over the situation, the Company has been growing up. The Company has long term and short term plans for new products, marketing strategies and tie up with other entities which are being implemented from time to time. Implementation of new plans has made possible for your Company to achieve the targets above par. Your Company in a position to declare dividend but as said above, to bring in strength within the Company, it is being not recommended. The Partnership Firm M/s Asia Pacific Exports did well during the year under review.

Your Company has now decided to go for Bank finance for Working Capital to take utmost advantage of opportunities available in the Market and to enhance the overall activity.

Taking into the account all the above, it is expected that while the growth in profitability would be a challenge, the concrete plans and strategies which are afoot should see growth in turnover and profits in the years to come.

FINANCE

Your Directors are pleased to announce that your Company is a Zero Debt Company and it does not have any liability for loans and interest burden thereof.

SHARE CAPITAL & LISTING

Your Directors are pleased to announce that your Company has obtained connectivity with Central Depository Services Limited (CDSL) and National Depository Services Limited (NSDL) to provide facilities to all members, investors and shareholders and to hold the shares in dematerialised form. Equity shares of the Company can be held in electronic form with any depository participant (DP) with whom Members / Investors have their Demat Accounts. The Equity Shares of the Company are listed and being traded with the Bombay Stock Exchange.

DIRECTORS

In accordance with Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Manish Maheshwari and Mr. Sushil Kumar Chokhani will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. Rajeev Khandelwal who had been appointed as Wholetime Director of the Company resigned from Directorship of the Company w.e.f. 27th December, 2009 due to pre-occupation of work and personal commitments. The Board placed on record appreciation on the contribution of Mr. Rajeev Khandelwal during his tenure as Director of the Company.

Mr. Vikram Khandelwal, Managing Director, Mr. Manish Maheshwari and Mr. Dayaram Dhoot, Directors of the Company continue to hold Directorship in the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, the Directors of the Company confirm that:

- (i) That in the preparation of the annual accounts for the financial Period ended 31st March 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial Period;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial Period ended 31st March 2010 on a going concern basis.

DEPOSITS

Your Company has, during the year, not accepted any public deposit within the meaning of the provisions of section 58 A of the companies Act, 1956.

AUDITORS AND THEIR REPORT

M/s. Nahata Mahajan & Co., Chartered Accountants, Indore retire at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. The Board proposes their re-appointment as Statutory Auditors to audit the accounts of the Company for the year 2010-2011. You are requested to consider their re-appointment.

CORPORATE GOVERNANCE

Your Company is committed to follow the guidelines of SEBI and Stock Exchanges from time to time Your Company implemented all of its major stipulation as applicable to the Company. The Statutory Auditors' certificate dated 24th August, 2010 in accordance with clause 49 of Listing agreement and a report on Corporate Governance is annexed hereto and forming part of the Directors' Report.

STATUTORY INFORMATION

A. CONSERVATION OF ENERGY

The Particulars required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 are not applicable to the Company. However, considering the importance of conservation of energy and the benefits derived out of it, the Company has introduced various measures that involve the conservation. The measures adopted including using power savers wherever possible, less power consuming electrical fittings etc.

The employees are also made aware of the advantages of conserving power and to implement it by using natural lighting and ventilation wherever possible. However, the Company has not incurred any major expenditure on this account.

B. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, transactions in Foreign Exchange are as under:

Foreign Exchange Earnings	: Nil	(Previous Year – Nil)
Foreign Exchange Outgo	: Nil	(Previous Year – Nil)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The Company is primarily engaged in Plastic Products & other Commodities which in India is growing rapidly catering to both domestic and International Markets.

A modest pick in the Indian economy has boosted the market share of the Company's Product in Domestic Market. Best possible efforts are made to explore the Global Markets for Company's existing products. Efforts are also on to diversify range of products for global market. Your Directors are very positive towards future growth.

OUTLOOK ON OPPORTUNITIES

The Company is confident that it is well positioned to capture the opportunities in the field of Plastics products and continue to grow the business in a prudent manner. Continuous introduction of various value added products, expansion of market, evolution of organised retail market and consolidation of business will provide tremendous opportunity for plastic business.

OUTLOOK ON THREATS, RISKS AND CONCERNS

The Company does not foresee any commercial or other threats, which could disrupt the operations of its business exceptional the usual or normal ones affiliated to any business.

In view of the Economic reforms undergone world wide, your Company has chalk out some long term and short term plans for new products, marketing strategies and tie up with other entity. Implementation of new plans has made possible for your Company to achieve Company target above par and has set up a new milestone. Cumulative losses have been wiped out. The Company is further planning to initiate the business of Plastics, Chemicals, Petrochemicals and Bio Diesel are the areas where company is keen to compete.

Taking into the account all the above it is expected that while the growth in profitability would be a challenge, the concrete plans and strategies which are afoot, should see growth in turnover and profits in the years to come.

FINANCIAL & OPERATIONAL PERFORMANCE

The financial and operational performance of the Company as on 31st March, 2010 in comparison to 31st March, 2009 is as given below:

(Rs. in Lacs)

Particulars	31.03.2010	31.03.2009
Sales & Other Income	3837.12	9799.86
Net Profit After Interest, Depreciation & Tax	1.82	25.02

Your Company is Zero Debt Company and it does not have any liability for loans and interest burden thereof.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has a well established procedure for internal control systems. The Company also has internal audit team reporting directly to the top management. The weak areas are being reviewed for further strengthening.

HUMAN RESOURCE

The Company firmly believes that quality people are the prime movers of the business. In this pursuit Company attracts talents and retain the best talents in the industry through various HR processes and initiatives. The Company has also implemented a well designed performance management system to leverage the people performance in order to achieve organizational goals and move forward to build a culture of excellence.

CAUTIONARY STATEMENT

The Management Discussion and Analysis made above are on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting raw material prices, selling prices, trend and consumer demand & preferences, governing and applicable laws and other economic and political factors. The Management cannot guarantee the accuracy of the assumptions and projected performance of the Company in future. It is therefore, cautioned that the actual results may differ from those expressed and implied therein.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2009-2010

(as required under Clause 49 of the Listing Agreements entered into with Stock Exchanges)

The Corporate Governance Report for the year 2009-2010 which has been prepared pursuant to the provisions of Clause 49 of the Listing Agreement.

I. COMPANY'S PHILOSOPHY

The Company's Philosophy on code of Corporate Governance is based on attainment of high level of transparency, accountability, and adequate disclosures and economic value addition.

The Company is in compliance with the requirements of the revised guidelines on corporate governance stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges.

II. BOARD OF DIRECTORS

The Board of Directors is the apex body which monitors the overall functioning of the Company. It defines the Company's policies and oversees its implementation. The Board has constituted various committee to facilitate the decision making process in an informed and efficient manner.

As per Listing Agreement, the Board should have an optimum combination of executive and non executive Directors with not less than 50% of the Board consisting of non executive Directors. In case of a non executive Chairman, at least one-third of the Board should consist of Independent Directors and in the case of an executive Chairman, at least half of the Board should be Independent Directors.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2010 have been made by the Directors.

The Board comprises of experts from diverse fields and profession. The current strength of the Board is five Directors. The Board has on optimum combination of Executive and Non-Executive Directors, which is in conformity with the requirement of Clause 49 of the Listing Agreement.

BOARD COMPOSITION

Particulars	Composition of the Board		Minimum Requirement as per Clause 49
	No. of Directors	% of Total Directors	
Non-Executive Directors	3	60	50%
Executive Directors	2	40	-
Total	5	-	-

BOARD MEETINGS

The Board meets at least once in a quarter to review the quarterly results and other items in the agenda. Additional Meetings were held when necessary. Twelve Board meetings were held during the financial year 31st March, 2010 and the gap between two meetings did not exceed four months. The dates on which the Board meetings were held are as follows:

09.04.2009, 30.04.2009, 09.05.2009, 31.07.2009, 24.08.2009, 30.10.2009, 18.11.2009, 30.11.2009, 27.12.2009, 29.01.2010, 02.02.2010 and 26.02.2010.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/ Memberships held by them in other companies are given below. Chairmanship/Membership of Board Committees includes only Audit and Shareholders/ Investors Grievance Committees.

Name	Designation	Category	Attendance		*Other Directorship	#Other Committee Membership	Committees Chairmanships
			Board Meeting	Last AGM			
Mr. Vikram Khandelwal Din 00471693	Managing Director	Non-Independent Executive	4	No	-	1	-
Mr. Manish Sinvhal Din 02562913	Director	Promoter Non-Independent Executive	4	No	-	-	-
Mr. Manish Maheshwari Din 00027779	Director	Independent Non – Executive	4	Yes	4	1	-
Mr. Dayaram Dhoot Chairman Din 00483704	Director	Independent Non – Executive	12	Yes	-	2	1
Mr. Sushil Chokhani Din 00471693	Director	Independent Non – Executive	4	Yes	-	2	1
**Mr. Rajeev Khandelwal Din 00354993	Wholetime Diretor	Non-Independent Executive	9	Yes	-	-	-

*Alternate Directorship, Directorship in private limited companies, foreign companies and membership in governing councils, chambers and bodies not included.

Only membership in Audit Committee and Shareholders Grievance Committee included.

** Mr. Rajeev Khandelwal resigned from the Directorship of the Company w.e.f. 27th December, 2009.

CODE OF CONDUCT

In compliance with the Clause 49 of the Listing Agreement, the Company has adopted a code of conduct for its Board members and senior management. A copy of said code of conduct is available on website www.transasiagroup.org.

All the members of the Board and senior management have affirmed compliance to the Code of Conduct for the year 2009-2010. A declaration to this effect signed by CEO is given in this report.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Manish Maheshwari	Mr. Sushil Kumar Chokhani
Date of Birth	13.06.1974	03.08.1978
Date of Appointment	30.03.2000	09.04.2009
Expertise in specific functional area	Wide Experience in Law, Banking & Securities Makets	Wide Experience in Accounts & Finance
Qualification	M.Com., L.L.B, F.C.S.	Post Graduate
List of outside Directorship held	Sam Exim Limited Samson Leasing & Finance Co. Limited Gaurang Arc Electrodes Private Limited Mujh Sampada Private Limited	-----
Chairman / Member of the Committee of the Board of Directors of the Company	Member	Member & Chairman
Number of shares held in the Company	Nil	Nil

III. AUDIT COMMITTEE

The Company has instituted Audit Committee according to the provisions of Section 292A of the Companies, Act, 1956 & Clause 49 of the Listing agreement. The Audit Committee comprises of Mr. Dayaram Dhoot, Mr. Sushil Kumar Chokhani and Mr. Vikram Khandelwal as members of the Audit Committee under the Chairmanship of Mr. Dayaram Dhoot. Mr. Ramprakash Shroff acts as the Secretary of the Audit Committee.

During the financial year ended 31st March, 2010 Five Audit Committee meetings were held respectively on 28.04.2009, 29.07.2009, 21.08.2009, 20.10.2009 and 28.01.2010. the number of meetings attended by each member is as follows:

Committee Members	Designation	No. of Meetings attended
Mr. Dayaram Dhoot	Chairman	5
Mr. Sushil Kumar Chokhani	Member	5
Mr. Vikram Khandelwal	Member	5

The Role of the Audit Committee is to monitor and provide effective supervision of the Company's financial reporting process with a view to ensure that the financial statements are accurate, sufficient and credible.

The terms of reference of the audit committee as defined by the Board are:

- a. The scope of the Audit Committee includes:
 - i. Review of Financial statements before they are submitted to the Board for adoption.
 - ii. Recommending the appointment or removal of statutory auditors, fixation of audit fees and approval or payment for services provided by the auditors.
 - iii. Review of quarterly, half yearly and yearly financial statements before they are presented to the Board, focusing inter alia upon -
 - Accounting Policies and any changes thereto.
 - Ensuring compliances with Accounting Standards.
 - Compliances with the Laws, rules, regulations and notification issued by the Stock Exchange and other regulatory authorities relating to the preparation and disclosure of financial statements.
 - Significant issues arising out of audit
 - The going concern assumption.

- Major accounting entries based upon exercise of judgment by the management.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.
- b. Review with the management, auditors the adequacy of internal control systems.
 - c. Discussion with the Statutory Auditors on the matters relating to internal controls, periodic financial statements and any significant findings and follow up thereon.
 - d. Discussion with the Statutory Auditors before commencement of the audit, nature and scope of the audit, as well as post audit discussion to ascertain any area concern.
 - e. Review of the Company's financial and risk management policies.
 - f. Examine reasons for default in payment of interest and repayment of principal amounts to depositors and debentures holders, payment of dividend, payment to creditors and payment to all the dues in prescribed time period.
 - g. Investigating the reasons for substantial defaults, if any, in the payment to the depositors, shareholders (in case of non-payment of declared dividends), and creditors.
 - h. Review of utilization of IPO proceeds and indicate material deviations, if any, from object stated in the offer document.

IV. REMUNERATION COMMITTEE

The Remuneration Committee of the Board comprises of three Non-Executive Independent Directors of the Company i.e Mr. Dayaram Dhoot, Mr. Sushilkumar Chokhani and Mr. Manish Maheshwari under the Chairmanship of Mr. Dayaram Dhoot.

The Committee has been entrusted with the responsibility of determining the remuneration package of the executive directors.

During the year 2009-2010 only one remuneration meeting was held on 31st March, 2010. This meeting was attended by all the members of the committee.

During the year under review, the Remuneration paid to the Wholetime Directors of the Company are as follows:

Name of Director	Remuneration
Rajeev Khandelwal	Rs. 3,00,000/-

Note: Salary includes Basic Salary, Allowances, contribution to Provident and Other Funds and perquisites (including monetary value of taxable Perquisites), etc.

Details of Shares of the Company held by the Directors as on 31st March, 2010 are as below:-

Name	No. of Shares
Mr. Manish Sinvhal	2,00,000
Mr. Manish Maheshwari	Nil
Mr. Dayaram Dhoot	Nil
Mr. Sushil Chokhani	Nil
Mr. Vikram Khandelwal	Nil

V. SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Shareholders Investors Grievance Committee of the Board comprises of three Non-Executive Independent Directors of the Company i.e Mr. Dayaram Dhoot, Mr. Sushilkumar Chokhani and Mr. Manish Maheshwari under the Chairmanship of Mr. Sushilkumar Chokhani. The shareholders'/Investors' Grievance Committee oversees the redressal of shareholders'/Investors' complaints/grievances like transfer of shares, non receipt of Annual Report, dividend payment, issue of duplicate share certificates, transmission of shares and other related complaints.

The Committee also monitors dematerialization, rematerialisation, splitting and consolidation of shares and debentures issued by the Company.

During the year 2009-2010 the Shareholders'/ Investors' Grievance Committee met four times on 08.01.2010, 02.02.2010, 19.02.2010 and 19.03.2010. The Composition of the Shareholders'/Investors' Grievance Committee as on 31st March, 2010 and the attendance of the members at the meetings held are as follows:

Name of Members	Designation	No. of Meetings attended
Mr. Sushil Kumar Chokhani	Chairman	4
Mr. Dayaram Dhoot	Member	4
Mr. Manish Maheshwari	Member	4

INVESTOR SERVICES

The status of investors' Complaints as on 31st March, 2010 is as follows:-

No of Complaints as on 1 st April, 2009	-	0
No. of Complaints received during the financial year 2009-2010	-	3
No. of Complaints resolved upto 31 st March, 2010	-	3
No. of Complaints pending as on 31 st March, 2010	-	0

COMPLIANCE OFFICER

Mr. Ramprakash Shroff is the Company Secretary of the Company. Mr. Jeetendra Mali acts as the Compliance Officer of the Company. The Company Secretary and Compliance Officer can be contacted at the following address:

110, Royal Ratan,
7, M.G.Road,
Indore, Madhya Pradesh – 452 001

As per Clause 47(f) of the Listing Agreement Company has designated following email ID exclusively for the purpose of registering complains by the investors.

Email: investorcare@transasiagroup.org

VI. GENERAL BODY MEETINGS

1. The location, time and date where last three Annual General Meetings were held are given below:

Financial Year	Date	Time	Venue
2008-2009	30 th September, 2009	10.00 A.M.	110, Royal Ratan,7, M.G. Road, Indore – 452 001
2007-2008	30 th September, 2008	11.00 A.M.	110, Royal Ratan,7, M.G. Road, Indore – 452 001
2006-2007	29 th September, 2007	10.00 A.M.	110, Royal Ratan,7, M.G. Road, Indore – 452 001

2. Details of Special Resolution passed in previous three Annual General Meetings:

Financial Year	Details of Special Resolutions passed
2008-2009	<ul style="list-style-type: none">• Authority granted to the Board for delisting of shares of the Company from The Ahmedabad Stock Exchange Limited and The Jaipur Stock Exchange Limited.
2007-2008	<ul style="list-style-type: none">• No Special resolution was passed at the Annual General Meeting.

2006-2007	<ul style="list-style-type: none"> • Appointment of Mr. Vikram Khandelwal as the Managing Director of the Company for a period of five years w.e.f. 6th August, 2007 with a gross remuneration of Rs. 15,000/- per month. • Authority to board to borrow money for the purpose of business of the Company as per Section 293(1) (d) of the Companies Act, 1956 not exceeding at any time the amount of Rs. 50 crores. • Authority to Board for making investments, loans, advances and guarantees to other bodies corporate exceeding the limits prescribed u/s 372A of the Companies Act, 1956.
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The special resolutions moved at all the above meetings were passed on a show of hands by the shareholders present at the meeting.

3. Details of Extra Ordinary General Meeting held in last three years

Financial Year	Date	Time	Venue
2006-2007	4 th April, 2006	02.00 P.M.	110, Royal Ratan,7, M.G. Road, Indore – 452 001

4. No special resolution was passed through postal ballot during the Financial year under review.

VII. DISCLOSURES

- i) Related party transactions have been disclosed in the Annual Report.
- ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review.
- iii) The Company has complied with all statutory formalities.

VIII. MEANS OF COMMUNICATION

FINANCIAL RESULTS AND NOTICES

The quarterly unaudited results of the Company are announced within a month of the end of respective quarter and are sent to the Stock exchanges immediately after they are approved by the Board. These are widely published in national and regional newspapers.

ANNUAL REPORT

The Annual Report is circulated to the members. The Management Discussion and Analysis Report and Corporate Governance Report forms part of the Annual Report.

CORPORATE FILINGS WITH STOCK EXCHANGES

The Company is regular in filing of various reports, certificates, intimations, etc, to the Stock Exchanges. This includes filing of audited and unaudited results, shareholding pattern, Corporate Governance Report, intimation of Board Meeting/ General Meeting and its proceedings.

IX. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting

Date and Time: Thursday, 30th September, 2010 at 11.00 A.M.

Venue: 110, Royal Ratan, 7, M.G. Road, Indore – 452 001

b) Financial Year

The Company follows April-March as its financial year. The results for every quarter beginning from April are declared within the time period prescribed under the Listing Agreement.

c) Book Closure Date

The Register of Members and Share Transfer Books of the Company shall remain closed from 25th September, 2010 to 29th September, 2010 (both days inclusive).

d) Dividend Payment Date

Not Applicable (Since no dividend is proposed for the financial year 2009-2010).

e) Listing on Stock Exchanges

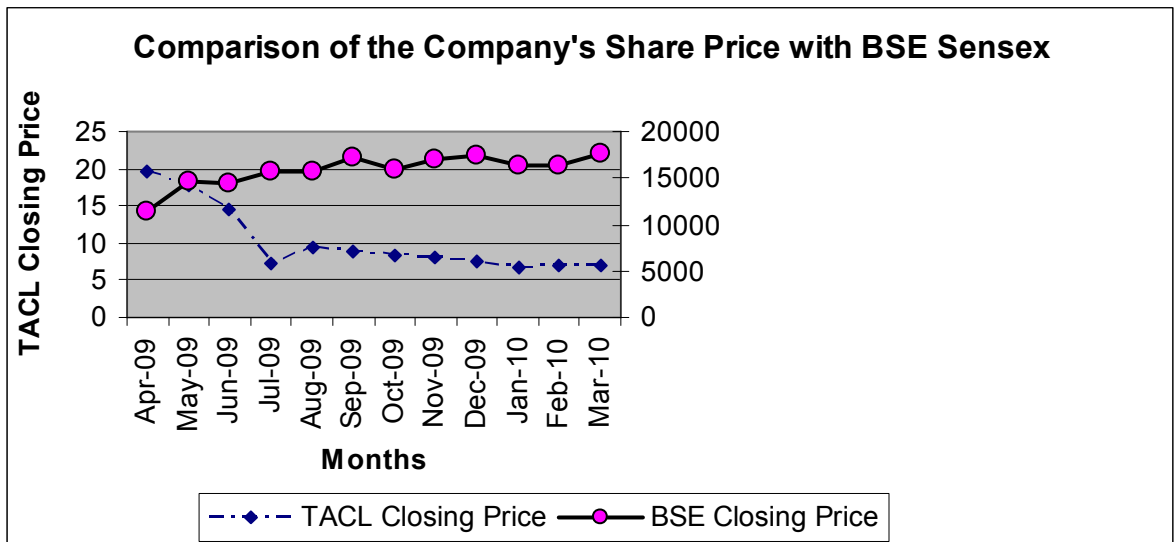
The Company's shares are listed on the Bombay Stock Exchange Limited, Madhya Pradesh Stock Exchange, Ahmedabad Stock Exchange Limited and Jaipur Stock Exchange Limited

f) Stock Codes

Scrip Code at Bombay Stock Exchange	530783
ISIN	INE321CO1018

g) Market Price Data

Month	Bombay Stock Exchange Limited	
	High (in Rs.)	Low (in Rs.)
April-09	6.37	6.37
May-09	18.75	17.85
June-09	17.00	14.65
July-09	13.92	6.67
August-09	9.34	6.48
September-09	9.00	8.90
October-09	8.46	8.35
November-09	8.00	8.00
December-09	7.61	7.25
January-10	7.80	6.47
February-10	7.00	6.19
March-10	7.14	7.00



h) Registrar & Share Transfer Agent

Bigshare Services Private Limited
 E/2, Ansa Industrial Estate,
 Sakivihar Road, Saki Naka, Andheri (East),
 Mumbai – 400 072.
 Tel: +91-22-28470652
 Fax: +91-22-28475207

i) Share Transfer System

The Company has appointed Bigshare Services Private Limited as the Registrars and Share Transfer Agents. The shares lodged for physical transfer/transmission/transposition are registered within the prescribed time limit if the documents are complete in all respects. Shares received for transfer in physical form are registered and dispatched within thirty days of receipt of the documents. If shares are under objection than same are returned within fifteen days. Request for dematerialization of shares are processed within fifteen days. The shares in dematerialized form are admitted for trading with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

j) Distribution of Shareholding

Distribution of Shareholding as on 31st March, 2010:

Category	No. of shares	Percentage Holding
Promoters	6,50,000	12.48
Private Corporate Bodies	16,36,506	31.42

Indian Public	27,60,645	53.00
NRIs/OCBs/Foreign Nationals	1,62,049	3.10
Total	52,09,200	100

Share or Debenture holding of nominal value	Share/Debenture Holders		Share/Debenture Holders	
	Number	% of Total	In Rs.	% of Total
(1)	(2)	(3)	(4)	(5)
1 - 5,000	1,048	88.89	9,11,266	17.49
5,001 - 10,000	72	6.11	6,36,834	12.23
10,001 - 20,000	18	1.53	2,78,500	5.35
20,001 - 30,000	11	0.93	2,91,500	5.60
30,001 - 40,000	2	0.17	64,100	1.23
40,001 - 50,000	3	0.25	1,41,000	2.71
50,001 - 1,00,000	18	1.53	14,61,400	28.05
1,00,001 and above	7	0.59	14,24,600	27.35
Total	1,179	100.00	52,09,200	100.00

k) Dematerialisation of Shares & Liquidity

As on 31st March, 2010, 27.80% of the Company's total equity shares representing 14,48,180 were held in dematerialized form and the balance 72.20% representing 37,61,020 were in physical form.

D) Investors Correspondence

In order to facilitate quick redressal of the grievances/queries, the Investors and Shareholders may contact at the under mentioned address for any assistance:

Mr. Ramprakash Shroff, Company Secretary
Mr. Jeetendra Mali, Compliance Officer
110, Royal Ratan,
7, M.G.Road,
Indore, Madhya Pradesh – 452 001
Email: investorcare@transasiagroup.org

DECLARATION REGARDING CODE OF CONDUCT BY CEO

I hereby declare that all the members of the Board and the senior management personnel of Trans Asia Corporation Limited have affirmed compliance with the Code of Conduct.

Vikram Khandelwal.
Managing Director.

Place: Indore.

Date: 24th August, 2010

AUDITORS CERTIFICATE ON
CORPORATE GOVERNANCE

To
The Members of
Trans Asia Corporation Limited

The compliance of conditions of corporate governance is responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by Trans Asia Corporation Limited for ensuring the compliance of the conditions of the financial statements of Trans Asia Corporation Limited.

On the basis of our review and according to the information and explanation given to us and representation made to us by the management, we state that to the best of our knowledge and belief, the Company has complied in all material respects with the conditions of Corporate Governance stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges.

For M/s. Nahata Mahajan & Co.
Chartered Accountants

Place : Indore

Date : 24/08/2010

S/d
Partner
M.No. 74831

TRANS ASIA CORPORATION LIMITED
Regd Office: 110, Royal Ratan, 7, M.G.Road, Indore – 452 001

PROXY

I/We _____ of _____ being a member/members of **TRANS ASIA CORPORATION LIMITED.**, hereby appoint _____ of _____ or failing to him _____ of _____ as my/our proxy attend and vote of my/our behalf at the 16th Annual General Meeting of the Company to be held on 30th September, 2010 at 11.00 A.M and at adjournment thereof.

As witness my / our hand this _____ day _____ 2007.

Signed by the said

Affix Rs. 1
Revenue
Stamp

Note: The proxy must be return so as to reach the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting.

Ledger Folio No.: _____

Share: _____

ATTENDANCE SLIP

TRANS ASIA CORPORATION LIMITED
Regd Office: 110, Royal Ratan, 7, M.G.Road, Indore – 452 001

Please sign this attendance slip and hand it over at the entrance of the hall.

I hereby record my presence at the 16th Annual General Meeting held at Company's Registered Office on 30th September, 2010.

Signature of the Shareholder/ Proxy

Name of the Share-Holders (In Block Letters)

Folio No. _____

No. of Share held _____

Joint Holder _____