

TRANSPEK FINANCE LIMITED

20th
ANNUAL REPORT
2010-2011

TWENTIETH ANNUAL REPORT

Board of Directors : Shri Mukesh D. Patel Chairman & Managing Director

Shri Dushyant D. Patel Executive Director

Shri K. L. Puri Director

Shri Upendra C. Patel Director

Shri Yashwant F. Patel Director

Auditors : Messrs Deepak Desai & Co.

Chartered Accountants, Vadodara.

Registered Office : First Floor, ABS Towers, Old Padra Road,

Vadodara - 390 007.

Registrar and : MCS Limited

Share Transfer Agents Unit : Transpek Finance Limited

Neelam Appartment, 88, Sampatrao Colony,

Above Chhappan Bhog, Alkapuri, Vadodara-390007.

Bankers : Union Bank of India

Alkapuri, R.C. Dutt Road, Vadodara-390007.

	Page No(s)
Contents	
Notice to Shareholders	2-6
Directors' Report	7-9
Corporate Governance Report	10-15
Auditors' Certificate on Corporate Governance	16
Compliance Certificate	17-20
Auditors' Report	21-23
Balance Sheet	24
Profit & Loss Account	25
Schedules to Balance Sheet	26-29
Schedules to Profit & Loss Account	30
Schedule 15 - Notes to Accounts	31-35
Balance Sheet Abstract	36
Schedule to the Balance Sheet of a NBFC	37-39
Cash Flow Statment	40-41

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of **TRANSPEK FINANCE LIMITED** will be held on Tuesday, 5th July, 2011, at 11.00 a.m. at the Registered Office of the Company at 1st Floor, ABS Towers, Old Padra Road, Vadodara – 390 007, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2011, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. K. L. Puri, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deepak Desai & Co., (ICAI Reg. No. 33730) Chartered Accountants, Vadodara, as Auditors of the Company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act' including any modification (s) or re-enactments (s) thereof for the time being in force) and taking into consideration the recommendation received from the Remuneration Committee, the Company hereby accords its consent and approval to the appointment and payment of remuneration to Mr. Dushyant D. Patel Executive Director of the Company, to act as such for a period of three years from 01.12.2010 to 30.11.2013 subject to the superintendence, direction and control of the Board of Directors, upon the remuneration (including the remuneration to be paid in the event of in adequacy of profits in any financial year) and terms and conditions as set out herein below and also in the draft agreement to be entered into between the Company and Mr. Dushyant D. Patel, a copy whereof initialed by the Chairman for the purpose of identification has been placed before this meeting, which agreement is hereby specifically approved with the power to the Board of Directors (which term shall be deemed to include Remuneration Committee for the time being and from time to time) to vary, alter, modify or determine the terms and conditions of the aforesaid appointment and remuneration payable from time to time as they deem fit and as may be agreed to by Mr. Dushyant D. Patel.

1. Period of Appointment:

From 01.12.2010 to 30.11.2013.

2. Remuneration:

- By way of Salary, Perquisites and Allowances not exceeding Rs. 2,00,000/- p.m. with annual increment at such rate as may be approved by the Board of Directors.
- In addition to the salary, Mr. Dushyant D. Patel shall also be entitled to contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of the tenure, which shall not be calculated for the purpose of determining aforesaid ceiling for the remuneration. The perquisites and allowances shall be valued as per the Income Tax rules / norms, wherever applicable. In the absence of any such rules, the perquisites and allowances shall be evaluated at actual cost.

3. Overall Remuneration:

Provided further that the aggregate amount of remuneration covering salary, allowances and perquisites payable to the said Executive Director and in aggregate to all such Directors should not exceed the prescribed

percentage of the Net profit of the Company in each year as provided under Sections 198 and 309 of the Act read with schedule XIII of the Companies Act, 1956.

4. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Dushyant D. Patel, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Schedule XIII [Section II.--Part II (B)] of the Companies Act, 1956 and any amendments thereto.

5. Entrusted Duties:

Subject to the supervision and control of the Board of Directors of the Company, the Executive Director shall look after the day to day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to him by the Board of Directors from time to time.

6. Confidentiality:

Mr. Dushyant D. Patel will perform his duties truly and comply with the directives given to her from time to time by the Board, and further not disclose to any person, firm or Company any confidential information.

7. Not Liable to Retire by Rotation:

During his tenure as Executive Director of the Company, the office of Mr. Dushyant D. Patel shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

8. Sitting Fees:

As long as Mr. Dushyant D. Patel functions as Executive Director, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

9. Re-imbusement of Expenses, Costs etc.:

Mr. Dushyant D. Patel shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

10. Termination:

Either party shall have liberty to terminate the aforesaid appointment, by giving six months notice in writing to the other.

11. Arbitration:

Disputes to be settled by arbitration.

RESOLVED FURTHER THAT the draft Agreement appointing Mr. Dushant D. Patel as Executive Director of the Company and setting out the remuneration and other terms and conditions to be entered with him and submitted to this meeting be and is hereby specifically approved, with liberty to the Board to alter and vary the terms and conditions thereof as may be agreed by Mr. Dushyant D. Patel."

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007**

Date: 06.05.2011

**By Order of the Board,
For Transpek Finance Limited**

**[Mukesh D. Patel]
Chairman & Managing Director**

ANNEXURE TO THE NOTICE

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

Item No. 4

Shri Dushyant D. Patel was appointed as Executive Director, for a period of five years, w.e.f 01.04.2006, which was later approved by the shareholders in their Annual General Meeting (AGM) held on 25.08.2006. Shri Dushyant D. Patel, owing to his personal reasons opted to resign from the position of Executive Director w.e.f 16.08.2010 and he offered his services again from 01.12.2010.

Shri D. D. Patel has been associated with the Company as one of the Promoter Directors since its incorporation. He holds degree in Electrical Engineer and possesses more than 25 years of experience in the various areas of business including investment, finance and marketing. He has been holding Directorships in other companies namely, Oneiro Chemicals Limited, Infinity Consultants Limited, Universal Esters Limited, Torrential Investments Private Limited and M. M. Patel & Sons Private Limited. Moreover, he is also holding memberships in Audit Committee, Share Transfer Committee and Remuneration Committee of the Company.

Taking into account the existing business operations and future business requirements as well as rich business experience and his active involvement in handling and monitoring the strategic investments of the Company in closely held / private limited companies, it was thought fit by the Board and Remuneration Committee to make fresh appointment of Shri Dushyant D. Patel as Executive Director with effect from 01.12.2010 for a period of three years with effect from 01.12.2010 at the terms of remuneration and perquisites as stated in the resolution at item no. 04 of this notice subject to necessary approval of the shareholders being sought herein.

The said remuneration and the perquisites to Mr. Dushant D. Patel are in consonance with the provisions of the Companies Act, 1956. However, due to inadequacy of the profits, it is proposed to pay the remuneration to Mr. Dushyant D. Patel in accordance with the limits as prescribed under Schedule XIII [Section II.—Part II (B)] of the Companies Act, 1956 and any amendments thereto. .

The Board of Directors recommends passing of resolution at Item No.04 of the Notice.

Copy of the Agreement to be executed with Mr. Dushyant D. Patel as referred above is available for inspection during the business hours on any working day at the Registered Office of the Company, up to the date of the meeting.

The above particulars and the particulars set out in the resolution may be treated as an abstract of the terms of appointment required to be sent to every member of the Company pursuant to Section 302 of the Companies Act, 1956.

Mr. Dushyant D. Patel himself and Mr. Mukesh D. Patel, Chairman & Managing Director who is elder brother of Mr. Dushyant D. Patel are concerned or interested in the resolution at item no. 04. Save as aforesaid, none of the other Directors is, in any way, concerned or interested in the said resolution.

In terms of provisions contained in section II—Part II (B) of Schedule XIII of the Companies Act, 1956, the relevant details regarding the performance of the Company and of the respective appointees is furnished hereunder:

General Information:

- | | | |
|--|---|--|
| 1) Nature of Industry | : | Non-Banking Finance Company with whole or substantially whole of its business relates to acquisition of shares, stock, debentures or other securities. |
| 2) Date of Commencement of Commercial Production | : | |
| 3) Financial Performance for the Financial Year ended 31.03.2011 | : | Turnover : Rs. 2665684
Net Profit : Rs. (747418)
Debt Equity : 0.80
Current Ratio : 0.98
Net Worth : 38649489 |
| 4) Export Performance | : | NIL |
| 5) Foreign Investment or Collaboration | : | NIL |

Information about the Appointees:

Mr. Dushyant D. Patel has been associated with the Company as one of the Promoter Directors since its incorporation. He holds degree in Electrical Engineer, having more than 25 years of Techno-Commercial experience and good exposure in all areas of activities including investment, finance and marketing.

Reorganization of Awards:

The Company has been registered as NBFC (Non-Banking Finance Company) without accepting Public Deposits with Reserve Bank of India.

Job Profile and Suitability:

Mr. Dushyant D. Patel, Executive Director is responsible for the day to day management of the Company. He is actively involved in handling and monitoring the strategic investments of the Company in closely held / private limited companies. He is working under the Superintendence and control of the Board of Directors.

Remuneration Proposed:

Shri Dushyant D. Patel, Executive Director, shall be paid consolidated remuneration by way of Salary, perquisites and Allowance, subject to a maximum of Rs.2,00,000/- p.m. or Rs. 24,00,000/- p.a. with such break-up and inclusive of salary, perquisites and allowances as may be agreed between the said Executive Chairman and the Company.

Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix within the limits prescribed under Schedule XIII [Section II.—Part II (B)] of the Companies Act, 1956, the remuneration payable to Executive Director.

In addition to above mentioned remuneration, the above appointees shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- Gratuity payable as per the rules of the Company.
- Leave encashment at the end of the tenure.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Shri Dushyant D. Patel, Executive Director, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above.

Comparative Remuneration, Profile with respect of Industry:

The proposed remuneration to the above appointees is in commensurate to the size of units in the industry.

Pecuniary Relationship:

Shri Dushyant D. Patel, Executive Director and Shri Mukesh D. Patel, Chairman & Managing Director are related to each other.

Other Information:

Reason for inadequacy of profits, steps taken for improvement and expected increased in productivity:

The main reasons for inadequacy of profits are stricter norms of Reserve Bank of India which made difficult for small and medium size company to sustain in NBFC business, dis-continuation of garnering Public Deposits and retail loan products, low yielding on loan and investments made, pending recovery of book debts due to lengthy court procedures etc.

TRANSPEK FINANCE LIMITED

Effective steps are taken to improve the performance of the Company by expediting old book debts and re-structuring loans and investments made and which has now started yielding returns on the same.

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007**

**By Order of the Board,
For Transpek Finance Limited**

Date: 06.05.2011

**[Mukesh D. Patel]
Chairman & Managing Director**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 01.07.2011 (Friday) to 05.07.2011 (Tuesday) [Both days inclusive].
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
4. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends for the financial year ended 31st March, 1998, 31st March, 1999 and lastly for the year ended 31st March, 2000, which remained unclaimed for a period of seven years had been respectively transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

Kindly, note that as such the said unclaimed dividend had already been transferred to the Investors Education and Protection Fund, no claims shall lie against the Company or the said Fund.

5. The Company has in November, 2002, transferred the balance lying in the Refund Order Account for the Equity Shares issued in 1995 to the Investor Education and Protection Fund.
6. Re-appointment of Directors:

At the ensuing Annual General Meeting Mr. K. L. Puri retire by rotation and being, eligible offer himself for re-appointment. As required under Clause 49 of the Listing Agreement, the details pertaining to the Director seeking re-appointment are furnished in the statement of Corporate Governance.

DIRECTORS' REPORT

To,

The Members,

The Directors are pleased to present the Twentieth Annual Report and the Audited Accounts of the Company for the year ended on 31st March, 2011.

1. FINANCIAL RESULTS

Particulars	31.03.2011	31.03.2010
		[Rupees in Lacs]
Total Income	26.66	31.12
Expenditure	27.45	24.59
Finance Charges	0.51	0.82
Gross Profit/ (Loss) after interest but before depreciation and taxation	(1.30)	5.71
Depreciation	4.32	4.78
Profit / (Loss) before Tax	(5.62)	0.93
Provisions and write offs	NIL	NIL
Provision for tax (current)	NIL	NIL
Fringe Benefit Tax	NIL	NIL
Deferred Tax Added back/written off	NIL	NIL
Profit / (Loss) after tax	(5.62)	0.93
Excess (short) provision of earlier year written off / back (net)	(1.85)	0.45
Balance brought forward from previous year	(165.87)	(167.25)
Loss carried to Balance Sheet	(173.34)	(165.87)

2. DIVIDEND

In view of loss, your Directors do not recommend any dividend on the Equity Share Capital

3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) Industry Structure

There has been sustained growth in bank credit and in financial resources raised by the commercial sectors. In the market of retail finance and financial loans, there has been a definite recovery observed. The auto loans remained popular followed by housing loans. The other products like hire purchase and lease finance remains low profile.

b) Opportunities and Threats

Due to stringent regulations, the small size of their balance sheet, resources and their distribution reach most of

the small and medium sized NBFCs are now struggling hard to find reasons for continued existence and business areas for growth and earnings. The rising rate of interest due to inflationary pressure will hit small consumer loans. Further, NBFCs are facing stiff competition and business loss in retail financing specially from banks including foreign banks and FIs due to their ability to raise funds at low cost.

c) Outlook

As far as your Company is concerned, as in the past, it has continued on recovering outstanding dues, to expedite its pending appeals with tax authorities and to liquidate its non-yielding loan and investment products. Moreover, the strategic investments in the form of equity participation made are monitored vigilantly. It is expected to start receiving returns in the coming period. The Inter-corporate Deposits (ICDs) held in the different firms are getting re-shuffled from time to time as per requirements and they are generating interest income as per agreed terms.

Under the circumstances, your Company has decided not to venture into retail financing but to convert its existing loan and investment products into profit centers and further firm up its position.

d) Risks and Concerns

Your Company is exposed to the normal industry risks factors of interest rate volatility, economic cycle, credit risk, liquidity rising and operational risk. The Company manages these risks by conservative financial profile, cost reduction measures and prudent business practices.

e) Adequacy of Internal Control

The Company has an adequate internal controls system commensurate with its size and the nature of its business.

The Audit Committee of the Board of Directors reviews the adequacy of internal controls.

f) Human Resource Development

Your Company continued to have cordial and harmonious relations with its employees

g) Discussion on financial performance with respect to operational Performance

The Company has generated total income of Rs. 26.66 lacs in this financial year. The Loss after depreciation and interest stood at Rs. 9.64 lacs. There is no need for any provision for Non-Performing Assets and Bad Debts. After providing NIL provision for taxes, writing back of excess provision of earlier year was NIL and carried forward loss of Rs. 165.87 lacs, the total loss of Rs. 173.34 lacs has been carried over.

4. DIRECTORS

At the ensuing Annual General Meeting, Mr. K. L. Puri, Director of the Company shall retire by rotation and he being eligible offer himself for re-appointment.

5. PUBLIC DEPOSITS

The Company has neither accepted nor renewed any Public Deposits during the year under review.

At the end of the financial year, No deposit remained unclaimed on the due dates. In fact the Company has fully repaid all its public deposits and as on date the Company does not hold any fixed deposit from public.

6. AUDITORS

M/s. Deepak Desai & Co., have forwarded a certificate to the Company stating that the appointment, if made, will be within the limit specified in Section 224 of the Companies Act, 1956.

7. OBSERVATIONS OF AUDITORS

Regarding observation made by the Auditors for not having internal audit system, the Board of Directors would like to mention that the Company has already in place the adequate internal control system under the direct supervision of Managing and Executive Directors.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since your Company is not a manufacturing Company, the statement with respect to conservation of energy, technology absorption is not applicable to the Company.

The Company has neither earned nor used any foreign exchange during the year under review.

9. PARTICULARS OF EMPLOYEES

The Company did not have any employee falling within the scope of sub-section [2A] of Section 217 of the Companies Act, 1956.

10. CORPORATE GOVERNANCE

The report on Corporate Governance pursuant to clause 49 of the listing agreement with Mumbai and Vadodara Stock Exchanges along with the certificate of M/s. Deepak Desai & Co., Chartered Accountants, Vadodara, Statutory Auditors of the Company form part of this report and attached to this report.

11. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the Companies (Amendment) Act, 2000, the Directors state that:

- a. In the preparation of the annual accounts for the year ended on 31st March, 2011, the applicable Accounting Standards have been followed.
- b. Accounting Policies have been consistently applied. The judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2011 and the profit and loss of the Company for the accounting year ended on that date;
- c. Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provision of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis.

12. ACKNOWLEDGEMENT

Your Directors acknowledges the support received from all its Business Associates, Bankers, Shareholders and other business constituents.

Your Directors also wish to place on record their appreciation for the continued co-operation made by employees during the year.

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007**

Date: 06.05.2011

**By Order of the Board,
For Transpek Finance Limited**

**[Mukesh D. Patel]
Chairman & Managing Director**

CORPORATE GOVERNANCE REPORT

The Securities and Exchange Board of India (SEBI) has introduced comprehensive code of Corporate Governance and is to be implemented in terms of the Listing Agreement with Mumbai and Vadodara Stock Exchanges on or before 31st March 2011. The Company has accordingly implemented the code.

1. Company's Philosophy on Code of Governance

The Company believes in good Corporate Governance, the essential elements of which are fairness, transparency, accountability and responsibility. With this belief, the Company has initiated significant measures for compliance with Corporate Governance.

2. Board of Directors

The Company presently has Five Directors, consisted of:

Non-executive Directors :

- | | |
|---------------------------|------------------------|
| 1. Shri K. L. Puri | - Independent Director |
| 2. Shri Upendra C. Patel | - Independent Director |
| 3. Shri Yashwant F. Patel | - Independent Director |

Executive Directors :

- | | |
|---|------------------|
| 1. Shri Mukesh D. Patel, Chairman & Managing Director | - Promoter Group |
| 2. Shri Dushyant D. Patel, Executive Director | - Promoter Group |

The Company does not have any Nominee Director appointed by Financial Institutions.

During the year, six Board Meetings were held on 30.04.2010, 25.06.2010, 21.07.2010, 20.10.2010, 01.12.2010 and 20.01.2011, respectively.

The attendance of the Directors at the Board meeting held during the year and at the last AGM, as also number other directorships / membership of Committees of other Companies are as under:

Name	Attendance at Board Meeting	Attendance at last AGM	No. of other Directorship held	Committee membership	Committee Chairmanship
Shri Mukesh D. Patel	06 (100%)	Yes	08	08	02
Shri Dushyant D. Patel	06 (100%)	Yes	05	NIL	NIL
Shri K. L. Puri	NIL	No	01	NIL	NIL
Shri Upendra C. Patel	04(67%)	Yes	NIL	NIL	NIL
Shri Yashwant F. Patel	06(100%)	Yes	NIL	NIL	NIL

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:

Name of Director	Shri K. L. Puri
Date of Birth	13.11.1944
Date of Appointment	16.09.2003
Expertise in Specific Functional Area	Business Management
Qualifications	Science Graduate
Directors in other public limited companies	Alok Masterbatches Limited
Other positions	NIL
Membership of committees in other public limited companies	NIL
Shares held in the company	2,000

Board Procedure:

The relevant information is placed at the Board Meeting, ensuring good corporate governance. The minutes of committees are also placed before the Board. The agenda notice for the Board meeting is sent in advance to all Directors.

Code of Conduct:

The Board of Directors has adopted code of conduct for the Directors and Senior Management of the Company. A declaration recording compliance of the said code for the year ended 31st March, 2010 is contained in this report.

3. Audit Committee

As per the Clause 49 of the Listing Agreement, the Board of Directors at its meeting held on 1st April, 2003 had constituted 'Audit Committee', which was subsequently reconstituted on 31st July, 2004, 27th June, 2005 and lastly on 17th October, 2005.

The Audit Committee presently comprises of two non-executive and independent Directors and one executive and promoter Director. The members of the Committee are:

Name of Director	Designation	No. of Meetings Attended
Shri Upendra C. Patel	Chairman (Independent Director)	03
Shri Yashwant F. Patel	Member (Independent Director)	04
Shri Dushyant D. Patel	Member	04

Four meetings of the Audit Committee were held during the year 2010-11, as detailed below:

- | | |
|---------------|---------------|
| 1. 30.04.2010 | 2. 21.07.2010 |
| 3. 20.10.2010 | 4. 20.01.2011 |

Necessary quorum was present at all meetings.

The Audit Committee performs the following functions:

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment and removal of statutory auditors, fixation of audit fees and approval for payment of any other services.
3. Reviewing the quarterly and annual financial statements before submission to the Board.
4. Reviewing with statutory auditors the adequacy of internal control system.
5. Discussing with statutory auditors before the audit commences on the nature and scope of audit, as well as having post audit discussion to ascertain any area of concern.

4. Remuneration Committee:

The Board of Directors at its meeting held on 1st April, 2003 had constituted 'Remuneration Committee', which was subsequently re-constituted on 31st July, 2004, 27th June, 2005, 17th October, 2005 and lastly on 19.10.2007.

The details of composition of the committee are as follows:

Shri Yashwant F. Patel	Chairman (Independent Director)	
Shri Upendra C. Patel	Member (Independent Director)	
Shri K. L. Puri	Member (Independent Director)	

A meeting of the Remuneration Committee was held on 01.12.2010, recommending appointment of Shri Dushyant D. Patel as Executive Director of the Company with the fresh / revised terms of remuneration.

TRANSPEK FINANCE LIMITED

Shri Mukesh D. Patel was re-appointed as Chairman & Managing Director of the Company, for a further period of five years, w.e.f 05.01.2008, which was later approved by the shareholders at their AGM held on 23.07.2008.

The aggregate value of salary, allowances and perquisites paid to Shri M. D. Patel, Managing Director for the year ended 31st March, 2011 was Rs.6,57,565/-, the break up whereof is given herein below:

<u>Particular</u>	<u>Amount</u>
Salary	Rs. 3,60,000/-
Perquisites	Rs. 2,36,365/-
PF & Provision for Gratuity	Rs. 61,200/-

The aggregate value of salary, allowances and perquisites paid to Shri Dushyant D. Patel, Executive Director for the year ended 31st March, 2011 was Rs. 8,37,056/-, the break up whereof is given herein below:

<u>Particular</u>	<u>Amount</u>
Salary	Rs. 7,60,000/-
Perquisites	Rs. 29,056/-
PF & Provision for Gratuity	Rs. 48,000/-

Remuneration Policy for Non-Executive Directors:

Remuneration by way of sitting fees has been paid to the following non-executive directors for attending the meetings of the Board during the year under review:

Shri K.L. Puri	Rs. NIL
Shri Upendra C. Patel	Rs. 3,000/-
Shri Yashwant F. Patel	Rs. 4,000/-

No remuneration is paid to the Non-executive / Independent Directors.

Details of Share held by Non-Executive Directors in the Company as on 31st March, 2011:

1. Shri K.L. Puri 2000
2. Shri Upendra C. Patel 1000
3. Shri Yashwant F. Patel NIL

5. Shareholders and Investors Grievance Committee:

The Board of Directors at its meeting held on 1st April, 2003 had constituted 'Shareholders and Investors Grievance Committee', which was reconstituted on 7th January, 2005. The Committee comprises of three Directors of which two are executive and one is independent. Shri Mukesh D. Patel, Chairman & Managing Director is the Compliance Officer of the Company.

The Committee, inter alia, oversees and reviews all matters connected with the shares and looks into shareholders' complaints.

Letters / complaints as received by the Company were replied to the satisfaction of shareholders / investors. No investor complaints were outstanding as on 31st March 2011 and no requests for transfer of shares were pending for approval.

The composition of the committee and the details of the meetings attended by the Members thereof are as follows:

<u>Name of Director</u>	<u>Designation</u>	<u>No. of Meetings Attended</u>
Shri Upendra C. Patel	Chairman (Independent Director)	03
Shri Dushyant D. Patel	Member	04
Shri Mukesh D. Patel	Member	04

The Committee met four times during the year 2010-11.

6. General Body Meetings:

The details of Annual General Meeting (AGM) held in last three years are as under:

TRANSPEK FINANCE LIMITED

Annual General Meeting	Day, Date and Time	Venue
19th	Saturday 19th June, 2010, 11.00A.M.	Registered Office
18th	Friday 31st July, 2009, 11.00A.M.	Registered Office
17th	Wednesday 23rd July, 2008, 11.00 A.M.	Registered Office

7. Disclosures

- (a) There are no materially significant transactions with the related parties. viz. promoters, Directors and their relatives, conflicting with Company's interest. The transactions with related parties are disclosed in note no. 9 of Schedule 15 to the Accounts in the Annual Report.
- (b) 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 last three years.

8. Means of Communication:

The quarterly, half yearly and yearly financial results are sent to the Mumbai and Vadodara Stock Exchanges immediately after the Board approves the same and the said results are published in financial and non-financial and in English and Gujarati dailies.

The Management Discussion and Analysis Report forms part of this Annual Report.

9. General Shareholder Information:

a. Date, Time and Venue of 20th AGM	5th July, 2011 At 11.00 a.m. at the Registered Office of the Company at 1st Floor, ABS Towers, Old Padra Road, Vadodara – 390 007.		
b. Financial calendar	i. April 2011 to March 2012		
	ii. First Quarter 2011 Results – on or before 31st July 2011.		
	iii. Second Quarter/ Half yearly Results 2011 – on or before 31st October 2011.		
	iv. Third Quarter 2011 Results – on or before 31st January 2012		
	v. Audited Results for the Fourth Quarter/ Year ending 31st March 2012, - on or before 31st May, 2012.		
c. Date of Book closure	01.07.2011 to 05.07.2011 [both days inclusive]		
d. Dividend Payment date	NIL, Not Applicable.		
e. Listing on Stock Exchange	The Company has paid Listing Fees for the period 1st April, 2011 to 31st March 2012 to VSE & BSE.		
f. (i) Stock Code – Physical	531254		
(ii) Demat ISIN Number for NSDL & CDSL	INE031G01014		
g. Market price Date : High, Low during each month in last Financial year	The High / Low market price of the shares during the year 2008-2009 at the Stock Exchange, Mumbai were as under.		
	Month	High	Low
	April, 2010	6.45	5.36
	May, 2010	10.98	4.65
	June, 2010	11.50	6.20
	July, 2010	15.27	6.79
	August, 2010	18.45	11.45
	September, 2010	27.20	14.60
	October, 2010	31.90	18.80
	November, 2010	21.45	14.00

TRANSPEK FINANCE LIMITED

	December, 2010	24.47	14.80
	January, 2011	23.50	14.90
	February, 2011	20.90	13.70
	March, 2011	22.00	17.95
(h) Stock Performance in comparison to Broad-based indices such as BSE Sensex, BSE 200, Nifty 50.	N.A.		
(l) Registrar and Transfer Agents	M/s. MCS Limited, Neelam Apartment, 88 Samptrao Colony, Alkapuri Baroda Pin 390 007 Ph. Nos. 233 9397, 234 1639		
(j) Share Transfer System	All the transfer and transmission requests are processed on fortnightly basis by M/s. MCS Limited, being the Registrar & Transfer Agent (RTA). To facilitate prompt services, the RTA is also authorized to approve the transfers and dispatch the share certificates within stipulated time frame.		

DISTRIBUTION OF HOLDINGS AS ON 31.03.2011

No of Share holding of Nominal Value Rs.	Share Holders Numbers	Share Holders % to total	No. of Shares	Share Amount in Rs.	Share Amount % to total
Up to 5,000	3064	92.21	455212	4552120	12.74
5,001 - 10,000	126	3.79	108999	1089990	3.05
10,001 - 20,000	49	1.48	81299	812990	2.28
20,001 - 30,000	26	0.78	65325	653250	1.83
30,001 - 40,000	10	0.30	35529	355290	1.00
40,001 - 50,000	12	0.36	56889	568890	1.59
50,001 - 1,00,000	12	0.36	90387	903870	2.53
1,00,001 and above	24	0.72	2678660	26786600	74.98
Total	3323	100.00	3572300	35723000	100.00

Categories of Shareholders as on 31/03/2011:

Category	No. of Shares	% of Shareholding
Directors, Relatives, Promoters	2550610	71.40
Financial Institutions	NIL	NIL
NRIs	50649	1.42
Companies/Bodies Corporate	105073	2.94
General Public	865968	24.24

(l) Dematerialization of Shares and liquidity	76.55% of the paid-up capital has been dematerialized as on 31st March, 2011.
(m) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity.	The company has not issued any GDRs / ADRs / Warrants or any convertible instruments
(n) Plant Locations	The Company is engaged in NBFC activities and it does not have any plant / manufacturing unit.

TRANSPEK FINANCE LIMITED

(o) Address for correspondence	<p>1. R & T Agent MCS Limited Unit: Transpek Finance Limited Neelam Appt., 88, Sampatrao Colony, Above Chhappan Bhog, Alkapuri, Vadodara – 390 007 Telephone Nos. : [0265] 2339397 Fax No.: [0265] 2341639</p> <p>2. Registered Office Compliance Officer Transpek Finance Limited 1st Floor, ABS Towers, Old Padra Road, Vadodara-390 007 Telephone Nos.: [0265] 2341648/2341649 Fax No.: [0265] 2336908</p>
--------------------------------	--

10. NON-MANDATORY REQUIREMENTS

<p>a. Chairman of the Board Whether Chairman of the Board is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties</p>	<p>No. Shri Mukesh D. Patel, Chairman of the Board is also acting as Managing Director of the Company and hence, not applicable.</p>
<p>b. Remuneration Committee</p>	<p>Please refer to Sr. No. 5 of this Report</p>
<p>C. Shareholder rights - The quarterly / half-yearly declaration of financial performance including summary of the significant events in last six months should be sent to each house hold of shareholders</p>	<p>As the Company's quarterly / half yearly results are published in English newspaper having a circulation all over India and in a Gujarati newspaper (having a circulation in Vadodara) the same are not sent to the shareholders of the Company.</p>
<p>d. Postal Ballot</p>	<p>No resolutions requiring postal ballot as contained for matters as required under Clause 4 of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 have been placed for shareholders' approval at the Meeting.</p>
<p>e. Audit Qualifications</p>	<p>The financial statements of the Company are unqualified for the year ended 31.03.2011.</p>
<p>f. Training of Board Members</p>	<p>All the Directors have adequate exposure in corporate matters and have expertise in their areas of specialization. Hence, not considered necessary.</p>

11. Means of Communication

The quarterly, half yearly and yearly financial results are sent to the Mumbai and Vadodara Stock Exchanges immediately after the Board approves the same and the said results are published in financial and non-financial and in English and Gujarati dailies.

12. Code of Conduct:

This is to confirm that in accordance with clause 49 of the listing agreement entered into with the stock exchanges, the Company has adopted Code of Conduct for its Board Members and it has obtained affirmation as to compliance of the same from all the Board members for the financial year ended 31st March, 2011.

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007**

Date: 06.05.2011

**By Order of the Board,
For Transpek Finance Limited**

**[Mukesh D. Patel]
Chairman & Managing Director**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

TRANSPEK FINANCE LIMITED

We have examined the compliance of conditions of Corporate Governance by Transpek Finance Limited for the year ended on 31st March, 2011 as stipulated in clause 40 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion 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 complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders and Investors' Grievance Committee.

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

**For and on behalf of
Deepak Desai & Co.
Chartered Accountants**

**Deepak G. Desai
Proprietor
Mem. No. 33730
FRN : 102229W**

**Place : Vadodara
Date : 06.05.2011**

COMPLIANCE CERTIFICATE

To,
The Members
Transpek Finance Limited
1st Floor, ABS Towers,
Old Padra Road,
Vadodara-390 007

CIN: L65910GJ1991PLC015044

We have examined the registers, records, books and papers of Transpek Finance Limited, (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the Company, its officers and agents, I/We certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a Public limited company, comments are not required.
4. The Board of Directors duly met 07 (Seven) times on 30.04.2010, 25.06.2010, 21.07.2010, 20.10.2010, 01.12.2010 (11.00 A.M), 01.12.2010 (1.00 P.M) and 20.01.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolution passed in the Minutes Books maintained for the purpose.

Further, the Company is registered with Reserve Bank of India (RBI), Mumbai office as Non-Banking Financial Company (NBFC) vide the Certificate of Registration number B.01.00070, issued on 20.05.2004, which is in force. The Company has made its status "Not-accepting Public Deposits" under the NBFC Acceptance of Public Deposits (RBI) Directions, 1998, as amended.

5. The Company was not required to close its Register of Members during the financial year.
6. The annual general meeting for the financial year ended on 31.03.2010 was held on 19th June, 2010 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act the Company has not obtained any approvals from the Board of Directors, Members and previous approval of the Central Government, as the case may be.

TRANSPEK FINANCE LIMITED

12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) There was no allotment of securities during the financial year. The Company has delivered all the certificates on lodgment thereof for transfer / transmission or any other purpose in accordance with the provision of the Act.
 - (ii) The Company was not required to deposit any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) The Company was not required to post any dividend warrant as no dividend was declared during the financial year.
 - (iv) The Company was not required to transfer the amounts of any unpaid dividend account, application money due for refund, mature deposits, mature debentures and the interest accrued thereon to Investor Education and Protection Fund as there was no such amount remained unclaimed or unpaid for a period of seven years.
 - (v) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancies during the financial year.
15. The appointment of Managing Director and Whole Time Director has been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act.
16. The Company has not appointed any sole-selling agent during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Director pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures, or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares, pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year, except for the outstanding amount of unsecured loans of Directors received in the past.
24. The Company has not borrowed any amount form directors, members, public financial institutions, banks and others during the financial year ending on 31st March, 2011.
25. The Company has made loans and investments, or given guarantees to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the company during the

year under scrutiny and complied with the provisions of the Act.

29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and complied with the provisions of the Act.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notice received by the company, during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to Provident fund with prescribed authorities pursuant to Section 418 of the Act.

Place: Vadodara
Date: 03.05.2011

Signature:
Name of Company Secretary: Hemang M. Mehta
C. P.No.: 2554

Annexure A

Registers as maintained by the Company

Register of Members u/s. 150

Register and Returns u/s. 163

Minutes Books of Board Meetings and Shareholders Meetings u/s. 193

Books of Accounts u/s. 209

Register of Charges u/s 143

Register of Particulars of Contracts in which Directors are interested u/s. 301

Register of Directors, Managing Director and Secretary u/s. 303

Register of Directors' Shareholdings u/s. 307

Register of Directors' Attendance

Register of Shareholders' Attendance

Register of Transfer /Transmission of shares

Register of Investment u/s. 49

Register of Investments or loans made, guarantee given or securities provided u/s. 372A

Register of Renewed and Duplicate Certificates

Place: Vadodara
Date: 03.05.2011

Signature:
Name of Company Secretary: Hemang M. Mehta
C. P.No.: 2554

TRANSPEK FINANCE LIMITED

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2011.

Sr. No.	Form No./ Return	Filed under section	For	Date of filing	ROC Receipt No. & Amt. Rs.	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No
01.	Form 66	383A	Compliance Certificate for the F.Y.2009-10	02.07.10	P33808015 Rs. 500/-	Yes	No
02.	Form No. 23Ac & ACA	220(1)	Towards the Filing of Annual Accounts for the financial year ended 31.03.10	02.07.10	P48504997 Rs. 500/-	Yes	No
03.	Form No. 20B	159(1)	Annual Return in relation to AGM held on 19.06.2010	12.07.10	P48652614 Rs. 500/-	Yes	No
04.	Form 8		Creation of charge In favor of Bank of Baroda for the Coporate Guarantee Given by the Company aggregating to Rs.311.26 Lacs.granted to M/s. Universal Esters Limited by the said bank.	21.07.10	A89638381 Rs. 500/-	Yes	No
05.	Form 32	303	Change in designation of Shri Dushyant D. Patel from Non-Executive Director to Executive Director w.e.f.01.12.2010	30.12.10	B01926211 Rs. 500/-	Yes	No
06.	Form 25C	269	Appointment of Shri Dushyant D. Patel as Whole-time Director for a period of three years w.e.f.01.12.2010 to 30.11.2013	30.12.10	B01924179 Rs. 500/-	Yes	No

Place: Vadodara
Date: 03.05.2011

Signature:
Name of Company Secretary: Hemang M. Mehta
C. P. No.: 2554

AUDITORS' REPORT

To the Members of

Transpek Finance Limited

1. We have audited the attached Balance Sheet of Transpek Finance Limited as at 31st March 2011, the Profit and Loss Account and also the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in Paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in above paragraph, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by the report are in agreement with the books of accounts of the Company;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
 - e) On the basis of written representations received from the Directors of the Company as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011, from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with Annexure to Auditors Report *item no.7 of CARO regarding Internal Audit* give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
 - b. In the case of the Profit and Loss Account, of the "Loss" for the year ended on that date,
 - c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For and on behalf of
Deepak Desai & Co.
Chartered Accountants**

**Deepak G. Desai
Proprietor
Mem. No. 33730
FRN : 102229W**

**Place : Vadodara
Date: 06.05.2011**

ANNEXURE TO AUDITOR'S REPORT

Referred to in paragraph 3 of our Report of even date

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets;
- (b) The fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed by the management on such verification.
- (c) The Company has not disposed off a substantial part of fixed assets during the year.
- 2 The Company does not carry out any manufacturing activities and hence clauses 2(a), 2(b) and 2(c) pertaining to inventory are not applicable.
- 3 (a) The Company has granted loans to two Companies covered in the Register maintained under section 301 of the Companies Act, 1956, whose year end balance of loans was Rs.122.61 Lacs. The maximum amount involved during the year was Rs. 136.91 Lacs.
- (b) The rate of interest and the other terms and conditions of loans given by the Company, secured or unsecured, are prima facie not prejudicial to the interest of the Company.
- (c) The receipt of the principal and interest amounts, where receivable, are regular as stipulated.
- (d) The Company has not taken any unsecured loans from companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system,
- 5 Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 have been so entered,
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under as at the end of the year.
- 7 *The Company does not have any formal system of internal audit.*
- 8 As informed to us, the Central Government has not prescribed under section 209 (1) (d) of the Companies Act, 1956, for maintenance of cost records.
- 9 (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company has been regular in depositing with appropriate authorities the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty, Cess and other statutory dues with the appropriate authorities during the year, wherever applicable to it .
- (b) According to the information and explanations given to us, the dues in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty and Cess which have not been deposited on account of any dispute. are given hereunder :

TRANSPEK FINANCE LIMITED

Name of the Statute	Nature of Dues	Amount Rs.	Period to which it relates	Forum
The Interest Tax Act, 1974	Interest Tax	9,16,938	A.Y.1997-98	ACIT Cir - 4 Vadodara

- 10 In our opinion, the accumulated losses of the company do not exceed 50% of the net worth of the Company. The company has incurred cash loss during the financial year, however, the company has not incurred cash loss in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanations given to us, the Company has not defaulted in respect of Payment of Hire Purchase loan taken from Axis Bank.
- 12 Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 In our opinion and according to the information and explanations given to us, the nature of the activities of the Company does not attract any special statute applicable to chit fund, nidhi / mutual benefit fund /societies.
- 14 During the year, the Company has maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other securities held as investments by the company have been held by the Company in its own name.
- 15 According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions, the terms and conditions whereof are prima facie prejudicial to the interest of the company.
- 16 According to the information and explanations given to us the company has not raised term loan during the year.
- 17 According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the company has not utilized funds raised on Short Term basis for Long Term Investments.
- 18 The Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19 During the year covered by our audit report the Company has not issued any secured debentures and hence the question of creating security or charge in respect thereof does not arise.
- 20 The Company has not raised any money by public issues during the year covered by our report.
- 21 As per the information and explanations given to us by the management and based upon the audit procedures performed, we report that no fraud on or by the Company has been noticed or reported during the year.

For and on behalf of
Deepak Desai & Co.
Chartered Accountants

Deepak G. Desai
Proprietor
Mem. No. 33730
FRN : 102229W

Place : Vadodara
Date: 06.05.2011

TRANSPEK FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2011

	SCHEDULE	(Rs.)	AS AT 31ST MARCH 2011 (Rs.)	AS AT 31ST MARCH 2010 Rs.)
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS				
a) Share Capital	1	35,723,000		35,723,000
b) Reserves & Surplus	2	<u>20,260,500</u>	55,983,500	<u>20,260,500</u> 55,983,500
2. LOAN FUNDS				
Secured Loans	3		307,600	644,791
TOTAL			56,291,100	<u>56,628,291</u>
APPLICATION OF FUNDS				
1. FIXED ASSETS				
a) Gross Block	4	14,208,989		11,861,837
b) Less : Depreciation		<u>5,300,185</u>		<u>4,998,183</u>
c) Net Block			8,908,804	6,863,654
2. INVESTMENTS				
	5		21,837,650	18,897,650
3. CURRENT ASSETS, LOANS & ADVANCES				
a) Current Assets	6	827,404		768,109
b) Loans & Advances	7	<u>18,672,676</u>		<u>13,689,863</u>
		19,500,080		14,457,972
Less : Current Liabilities & Provisions				
a) Current Liabilities	8	10,844,845		177,578
b) Provisions		<u>444,600</u>		<u>0</u>
		11,289,445		177,578
Net Current Assets			8,210,635	14,280,394
4. MISCELLANEOUS EXPENDITURE				
(to the extent not written off or adjusted)				
Profit and Loss Account			17,334,011	16,586,593
TOTAL			56,291,000	<u>56,628,291</u>
NOTES ON ACCOUNTS				
	14			

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak G. Desai**)
Proprietor
Mem. No.: 33730
FRN : 102229W
Vadodara, Dated : 06.05.2011

For and on behalf of the Board

M. D. Patel
Chairman & Managing Director
D. D. Patel
Executive Director

Vadodara, Dated : 06.05.2011

TRANSPEK FINANCE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	SCHEDULE	(Rs.)	2010-11 (Rs.)	2009-10 Rs.)
INCOME :				
Income from Operations	9		917,406	834,160
Other Income	10		1,680,000	2,416,276
Loss on sale of Asset			(24,487)	(167,255)
Profit/(Loss) on sale of Investments			77,579	29,587
Profit/(Loss) on sale of Units			14,686	0
Miscellaneous Income			500	0
			2,665,684	3,112,768
EXPENDITURE :				
Payments to & Provision for Employees	11		2,239,924	1,918,446
Finance Charges	12		50,788	82,176
Administrative & Other Expenses	13		505,068	540,438
Depreciation			431,907	477,970
			3,227,687	3,019,030
PROFIT/ (LOSS) AFTER DEPRECIATION BUT BEFORE TAX			(562,003)	93,738
Provision for Tax (Current)		0		0
Deferred Tax		0		0
			0	0
PROFIT/[LOSS] FOR THE YEAR [AFTER TAX]			(562,003)	93,738
Excess /(Short) Provision of earlier Years written off / Back (net)			(185,415)	44,573
			(747,418)	138,311
Balance brought forward from previous year			(16,586,593)	(16,724,904)
Loss carried to Balance Sheet			(17,334,011)	(16,586,593)
EARNING PER SHARE (BASIC)			(0.21)	0.04
NOTES ON ACCOUNTS		14		

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak G. Desai**)
Proprietor
Mem. No.: 33730
FRN : 102229W
Vadodara, Dated : 06.05.2011

For and on behalf of the Board

M. D. Patel
Chairman & Managing Director
D. D. Patel
Executive Director

Vadodara, Dated : 06.05.2011

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	(Rs.)	AS AT 31ST MARCH 2011 (Rs.)	AS AT 31ST MARCH 2010 Rs.)
SCHEDULE 1 - SHARE CAPITAL			
Authorised Capital			
7500000 Equity Shares of Rs.10/- each		75,000,000	75,000,000
Issued, Subscribed & Paid up			
35,72,300 Equity Shares of Rs.10/-			
Each Fully paid up (P.Y 35,72,300 shares)		35,723,000	35,723,000
		35,723,000	35,723,000
SCHEDULE 2 - RESERVES & SURPLUS			
Share Premium Account		17,332,900	17,332,900
Reserve Fund [u/s 45IC of the RBI Act, 1934]			
As per last Balance Sheet	2,927,600		2,927,600
Transferred from Profit & Loss Account	-		-
		2,927,600	2,927,600
		20,260,500	20,260,500
SCHEDULE 3 - SECURED LOANS			
Hire purchase Finance From Axis Bank Ltd.		307,600	644,791
		307,600	644,791

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

SCHEDULE - 4 FIXED ASSETS											
DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As on 01.04.2010	Additions	Sale / Discarded	As on 31.03.2011	As on 01.04.2010	For the year	Deduction Discarded	As on 31.03.2011	As on 31.03.2011	As on 31.03.2011	As on 31.03.2011
Building	5,402,607	1,646,918	-	7,049,525	1,024,577	92,508	-	1,117,085	5,932,440	4,378,030	
Office Equipments	304,122	-	-	304,122	168,626	11,940	-	180,566	123,556	135,496	
Air Conditioners	763,529	374,373	179,892	958,010	454,082	30,505	129,905	354,682	603,328	309,447	
Computers	1,318,824	55,800	-	1,374,624	1,314,493	5,137	-	1,319,630	54,994	4,331	
Furniture & Fixtures	1,859,133	-	-	1,859,133	1,367,393	117,672	-	1,485,065	374,068	491,740	
Vehicles	1,814,700	-	-	1,814,700	484,200	156,904	-	641,104	1,173,596	1,330,500	
Electrical Installation	398,922	449,953	-	848,875	184,812	17,241	-	202,053	646,822	214,110	
TOTAL	11,861,837	2,527,044	179,892	14,208,989	4,998,183	431,907	129,905	5,300,185	8,908,804	6,863,654	
Previous Year	12,777,954	-	916,117	11,861,837	5,049,075	477,970	528,862	4,998,183	6,863,654	7,728,879	

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

				AS AT 31ST MARCH 2011 (Rs.)	AS AT 31ST MARCH 2010 Rs.)
SCHEDULE 5 - INVESTMENTS					
	Face	Nos.	Nos.		
	Value	31/03/2011	31/03/2010		
LONG TERM INVESTMENTS [At Cost]					
Unquoted [At Cost]					
Universal Esters Ltd. - Equity Shares	10	965260	671260	11,592,650	8,652,650
Infinity Consultants Ltd. - Equity Shares	10	24500	24500	245,000	245,000
Oneiro Chemicals Ltd. - 10 Cumu. (Redeemable after three years at the option of the issuing Co. since extended for further period for two years) Preference Shares of Rs.10/- each	10	1000000	1000000	10,000,000	10,000,000
				21,837,650	18,897,650
SCHEDULE 6 - CURRENT ASSETS					
Interest Receivable				402171	81830
Sundry Debtors (Exceeding Six months) (unsecured considered good)				10070	244806
				412241	326636
Cash & Bank Balances					
Cash on Hand				9,554	2,838
Bank Balances with Scheduled Banks					
- In Current Accounts			173,126		12,073
- Cheques on Hand			232,483		426,562
				405,609	438,635
				415,163	441,473
				827,404	768,109

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	2010-2011 (Rs.)	2009-2010 (Rs.)
SCHEDULE 7 - LOANS AND ADVANCES		
[Unsecured, considered good]		
Inter Corporate Deposits	13,399,923	9,444,923
(Inter Corporate Deposits include Rs. 1,22,60,923/- due from Two Companies in which Directors are interested) (maximum balance outstanding Rs.1,36,90,923/-)		
Advance Income Tax [net of provisions]	3,773,900	3,949,157
Advances Recoverable in cash or kind or for value to be received	1,498,853	295,783
	18,672,676	13,689,863

SCHEDULE 8 - CURRENT LIABILITIES & PROVISIONS

A) CURRENT LIABILITIES

Advance received against shares	10,000,000	0
Sundry Creditors	718,063	17,809
Other Liabilities	126,782	159,769
	10,844,845	177,578

B) PROVISIONS

Provision for Leave Salary	444,600	0
	11,289,445	177,578

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE PROFIT & LOSS A/C FOR THE YEAR ENDED 31ST MARCH, 2011

	2010-2011 (Rs.)	2009-2010 (Rs.)
SCHEDULE 9 - INCOME FROM OPERATIONS		
Interest received (TDS Rs.92684/-) (P.Y Rs. 99431/-)	917,406	834,160
	917,406	834,160
SCHEDULE 10 - OTHER INCOME		
Rent Income (TDS Rs.99984/-) (P.Y Rs. 105703/-)	880,000	811,000
Dividend Income	800,000	1,449,315
Interest on Income Tax	0	60,961
Infrastructure charges recovered	0	95,000
	1,680,000	2,416,276
SCHEDULE 11 - PAYMENTS TO & PROVISIONS FOR EMPLOYEES		
Salaries, Wages and Bonus	267,300	245,700
Managerial Remuneration	1,385,421	1,590,880
Contribution to PF & Other Funds	142,234	81,185
Leave Salary	444,600	0
Staff Welfare Expenses	369	681
	2,239,924	1,918,446
SCHEDULE 12 - FINANCE CHARGES		
Bank Charges	1,867	1,527
Hire purchase Charges	48,921	80,649
	50,788	82,176
SCHEDULE 13 - ADMINISTRATIVE & OTHER EXPENSES		
Travelling & Conveyance	2,500	1,198
Printing & Stationery	25,835	25,107
Insurance	25,312	47,105
Communication Charges	6,622	10,905
Legal & Professional Fees	104,910	120,487
Advertisement	44,489	36,843
Electricity Exp.	7,548	2,067
Auditors Remuneration	19,854	19,854
Rates & Taxes	64,583	155,971
Vehicle Expenses	104,636	44,194
General Expenses	98,779	76,707
	505,068	540,438

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 14 – NOTES TO THE ACCOUNTS

(1) SIGNIFICANT ACCOUNTING POLICES :

A. REVENUE RECOGNITION

- i. In respect of income from operations and other income, the company follows accrual basis of accounting except delayed payment charges accrued and bad debts recovered are accounted on the basis of expected certainty of collection. Income on Investment is accounted on basis of year of declaration / receipt.
- ii. Income is not recognized in respect of Non-Performing Assets, if any, as per the RBI guidelines prescribed under the Prudential Norms for Non-Banking Finance Companies.

B. EXPENDITURE

Expenses are accounted on accrual basis.

C. RETIREMENT BENEFITS

The Company's contribution to provident fund is charged to the profit and loss account. The company has a scheme of gratuity fund with L.I.C towards retirement benefit. The gratuity fund benefits are administered through the group scheme of the L.I.C of India. The liability for gratuity at the end of each financial year is determined on the basis of actuarial valuation carried out by the actuary and confirmed to the company. Company's Contribution is charged to profit and loss account. Necessary provision for leave encashment benefit is made by the company.

D. FIXED ASSETS

Fixed assets are valued at cost less accumulated depreciation.

E. DEPRECIATION

Own Assets

The Company provides depreciation on straight line method at the rates prescribed under Schedule XIV of the Companies Act, 1956, on pro-rata basis.

F. INVESTMENTS

- i. Long term investments are valued at cost, as per opinion of the Board. Any Provision for decline in value, other than temporary, has been made wherever necessary.
- ii. Current Investments are valued at lower of cost or Net realisable value.

G. DEFERRED LIABILITIES AND DEFERRED ASSETS

The Company has followed the practice of recognizing Deferred Liabilities and Deferred Assets in accordance with Accounting Standard- 22, as recommended by Institute of Chartered Accountants of India.

The Company is engaged primarily in the business of finance and accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with Segment Reporting.

(2) CONTINGENT LIABILITIES :

- i. Disputed Interest Tax Demand in Appeal Rs.34.24 Lacs (Previous Year 25.08 Lacs) for which company is in appeal.

(3) (i) DIRECTOR'S REMUNERATION : (Amount in Rs.)

	31-03-2011	31-03-2010
(a) Salary	11,20,000	13,20,000
(b) Contribution to P.F. & Other Fund	1,09,200	61,200
(c) Other Allowances	2,65,421	2,70,880
(d) Accrued Leave Salary	3,90,000	0
	18,84,621	16,52,080

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE ACCOUNTS

(4) In view of inadequate profits in current year, no commission is payable to Directors. Hence, the computation u/s.349 read with Section 309 (5) and Section 198 of the Companies Act, 1956 is not given. The fixed remuneration paid to the Managing Director & Executive Director is, however, shown as per note no.3 above.

(5) REMUNERATION TO AUDITORS :	(Amount in Rs.)	
	31-03-2011	31.03.2010
- Statutory Audit Fees	19,854	19,854
- In other capacity	22,060	22,060
- Out of Pocket Expenses	NIL	NIL
	<u>41,914</u>	<u>41,914</u>

(6) There are no dues outstanding to Micro, Small and Medium Enterprises as per the Micro, Small and Medium Enterprises Development Act, 2006, for more than 45 days at the Balance Sheet date. The Micro, Small and Medium Enterprises, if any, have been identified on the basis of information available with the company. This has been relied upon by the auditor.

(7) In accordance with "Accounting Standards 22," "Accounting Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has unabsorbed losses and depreciation which gives rise to Deferred Tax Asset (DTA). In the year in which the Deferred tax liability would arise, the benefit of unabsorbed losses and depreciation would be available to the Company.

(8) RELATED PARTY DISCLOSURES

Disclosures of relationship and transactions with the related parties as required by Accounting Standard 18 issued by the Institute of Chartered Accountants of India are given below.

1. Relationships :

(a) Subsidiary of the Company :

Nil

(b) Associate :

Universal Esters Ltd.

Infinity Consultants Ltd.

Oneiro Chemicals Ltd.

(c) Related parties where control exist :

Torrential Investments Private Limited

(d) Key Management Personnel :

Mr. M. D. Patel

Mr. D. D. Patel

(e) Relatives of key management personnel and their enterprises where transactions have taken place :

Nil

Note : Related party relationship is as identified by the company and relied upon by the Auditors.

SCHEDULES FORMING PART OF THE ACCOUNTS

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business :

(Rs. in thousands)

	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above	Referred 1(e) above
Leasing and Hire Purchase agreement					
Income					
Interest income on Inter Corporate Deposits placed		781			
Rendering Services		880			
Dividend on Preference Shares		800			
Expenses					
Interest expenses on Deposits taken					
Remuneration to Managing Dir./Exe. Dir.				1885	
Rendering Services					
Finance					
Deposits taken during the year					
Inter Corporate Deposits Placed during the year		3955			
Loans given					
Investments made in Equity share capital		2940			
Redemption of Investment in Pref. share capital					
Outstanding balances					
Receivables		402			
Payables					

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE ACCOUNTS

(9) (a) The Company is not required to prepare consolidated financial Statement.

(b) Reporting of interest in Associate Companies has been given below :

Name of the Associate Company	Proportion of Equity ownership	Loan given (Bal. as on 31.03.2011)	Proportionate share for the year ended 31.03.2011 (Audited results) (Amount in lacs)		
Universal Esters Ltd	49%	Nil	Assets	251.16	] proportionate
			Liabilities	289.98	] as per hare
			Net Assets	(38.82)	] holding for
			Income	402.24	] the year
			Expenses	374.61	] ended on
			Profit	27.63	] March, 2011
Infinity Consultants Ltd	49%	Nil	Assets	7.01	] proportionate
			Liabilities	2.35	] as per share
			Net Assets	4.66	] holding for
			Income	12.74	] the year
			Expenses	11.78	] ended on
			Profit	0.96	] March, 2011

(10) Disclosure regarding Earnings per share (EPS)

The basic EPS is calculated as under:

Loss attributed to Equity Shareholders (Rs7,47,418/-)

No. of Equity shares (of Rs.10 each) 3572300

Earning per share Rs. (0.21)

(11) The appeal preferred by the company against the order of CIT (A), Baroda before the Hon ITAT, Ahmedabad have been restored to the files of A.O. The disputed liability of Interest Tax of Rs.25,07,504/- is fully deposited. However, on fresh assessment demand of Rs.9,16,938 has been raised against which an application u/s 154 of the Income Tax Act has been preferred, which is pending.

In case of the Department Appeals for penalty for A.Y 1996-97 Rs.49,35,948/- the same has been decided in favour of the company by Hon. ITAT, Ahmedabad.

(12) Information as required by accounting Standard 15 on "Employee Benefit " as notified by Companies (Accounting Standard) Rules, 2006 is as under.

a) Defined Contribution Plans:

The company has recognized the following amount in the Profit and Loss Account for the year.

	2010-11	2009-10
Contribution to Provident Fund	1,16,000	57,776

b) Defined Benefit Plans:

The Company has policy of gratuity of its employees who complete period of qualifying service which is 5 years. This amount is payable at the time of death / retirement or at the time of employee leaving the job after completion of qualifying period of service. The company has formed a Gratuity Trust and taken policy from Life Insurance Corporation of India for managing their group gratuity scheme. The company makes

SCHEDULES FORMING PART OF THE ACCOUNTS

contribution to Life Corporation of India at end of every year based on actuarial valuation carried by them for which data is given by the company. Accordingly, contribution made by the company of Rs. 22020/- is charged to Profit and Loss account.

Major assumptions made for determination of Defined Benefit Liability are as under.

Valuation Method	Projected Unit Credit Method
Discount Rate	8% (Previous Year 8%)
Salary Escalation	7% (Previous Year 7%)
Mortality Rate	LIC (1994-96) Ultimate (Previous Year LIC (1994-96) Ultimate)
Withdrawal Rate	1% to 3% depending on age (Previous Year 1% to 3% depending on age)

	<u>2010-11</u>	<u>2009-10</u>
As per information available with the company as on 31st March, 2011		
Present Value of Past Service Benefit	2,93,708	2,89,888
Current Service Cost	3,398	20,681
Accrued Liability as on 31st March, 2011	2,99,656	2,95,790

The company does not have any further information about fair value of plan assets under the plan, accordingly disclosures related to planned assets and underlying assumptions has not been disclosed.

c) As per the requirement of AS –15 “Employee Benefit”, the Company has made provision of Leave Encashment of its employees during the year for the leave up to last year and of the current year. The Total provision includes Rs.2,96,400/- up to the year ended 31.03.2010 and Rs.1,48,200/- for the current year.

(13) The Company is not required to have a full time Company Secretary during the year as required by Section 383A of The Companies Act, 1956, as per notification dated 15.03.2009 of the Department of Company Affairs. The Compliance Report of the Practicing Company Secretary is obtained.

(14) IN THE OPINION OF DIRECTORS

(i) All current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business.

(ii) The Provision for all known liabilities have been made except contingent liabilities stated as such.

(15) The Company is engaged primarily in the business of finance and accordingly there are no separate reportable segments as per Accounting Standard – 17 dealing with Segment Reporting.

(16) Earning and expenditure in foreign currency:- NIL.

(17) Previous year's figures have been regrouped/rearranged wherever necessary.

TRANSPEK FINANCE LIMITED

(18) BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1. REGISTRATION DETAILS

Registration No.	:	15044
State Code.	:	04
Balance Sheet Date	:	31.03.2011

2. CAPITAL RAISED DURING THE YEAR (Amount in Rs.Thousands)

Public Issue	:	Nil
Right Issue	:	Nil
Bonus Issue	:	Nil
Private Placement	:	Nil

3. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in Rs.Thousands)

Total Liabilities	:	56291
Total Assets	:	56291

SOURCE OF FUNDS

Paid - up Capital	:	35723
Reserves and Surplus	:	20260
Secured Loans	:	308
Unsecured Loans	:	-

APPLICATION OF FUNDS

Net Fixed Assets	:	8909
Investments	:	21837
Net Current Assets	:	8211
Accumulated Losses	:	17334

4. PERFORMANCE OF COMPANY (Amount in Rs.Thousands)

Turnover [Total Income]	:	2666
Total Expenditure	:	3227
Profit / Loss (-) Before Tax and write off	:	(562)
Profit / Loss (-) After Tax and write off	:	(747)
Earning Per Share in Rs.	:	(0.21)
Dividend in Rs. per share	:	NIL

5. GENERIC NAMES OF PRINCIPAL PRODUCTS / SERVICES OF COMPANY (As per monetary terms)

Item Code No. (ITC Code)	:	NIL
Product Description	:	Investment
Item Code No. (ITC Code)	:	NIL
Product Description	:	Hire Purchase

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak G. Desai**)
Proprietor
Mem. No.: 33730
FRN : 102229W
Vadodara, Dated : 06.05.2011

For and on behalf of the Board

M. D. Patel
Chairman & Managing Director
D. D. Patel
Executive Director

Vadodara, Dated : 06.05.2011

	Particulars	Amount outstanding		
(5)	<p>Break-up of Investments: Current Investments:</p> <p>1. Quoted:</p> <p>(i) Shares: (a) Equity Nil (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of mutual funds Nil</p> <p>(iv) Government Securities Nil</p> <p>(v) Others (please specify) Nil</p> <p>2. Unquoted:</p> <p>(i) Shares: (a) Equity Nil (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of mutual funds Nil</p> <p>(iv) Government Securities Nil</p> <p>(v) Others (please specify) Nil</p> <p>Long Term in investments:</p> <p>1. Quoted:</p> <p>(i) Shares: (a) Equity Nil (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of mutual funds Nil</p> <p>(iv) Government Securities Nil</p> <p>(v) Others (please specify) NSC Nil</p> <p>2. Unquoted:</p> <p>(i) Shares: (a) Equity 118.38 (b) Preference 100.00</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of mutual funds Nil</p> <p>(iv) Government Securities Nil</p> <p>(v) Others (please specify) Nil</p>			
(6)	<p>Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances: Please see Note 2 below</p>			
		Amount net of provisions		
	Category	Secured	Unsecured	Total
	1. Related Parties**			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	122.61	122.61
	2. Other than related parties	Nil	11.39	11.39
	Total	Nil	134.00	134.00

TRANSPEK FINANCE LIMITED

(Rs. in lakhs)

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) Please see Note 3 below		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties**		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	218.38	218.38
	2. Other than related parties	Nil	Nil
	Total	218.38	218.38
	** As per Accounting Standard of ICAI (Please see Note 3)		
(8)	Other Information		
	Particulars		Amount
	(i) Gross Non-Performing Assets		
	(a) Related parties		Nil
	(b) Other than related parties		Nil
	(ii) Net Non-Performing Assets		
	(a) Related parties		Nil
	(b) Other than related parties		Nil
	(iii) Assets acquired in satisfaction of debt		Nil

Notes:

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/Fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak G. Desai**)
Proprietor
Mem. No.: 33730
FRN : 102229W
Vadodara, Dated : 06.05.2011

For and on behalf of the Board
M. D. Patel
Chairman & Managing Director
D. D. Patel
Executive Director
Vadodara, Dated : 06.05.2011

TRANSPEK FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2011

(Pursuant to the Listing Agreement with the Stock Exchange)

PARTICULARS	AMOUNT Rs.	2010-2011 (Rs. in Lacs)	AMOUNT Rs.	2009-2010 (Rs. in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax and Extra ordinary Items		(7.47)		1.38
Adjustment for :				
Depreciation	4.32		4.78	
Preliminary & Deferred Revenue Exp. w/off	0.00		0.00	
Provision for Non Performing Assets	0.00		0.00	
Profit / (Loss) on sale of investments	0.78		(0.30)	
Interest & Dividend Income considered separately	(8.00)		(15.10)	
Interest & Expenses considered separately	0.00		0.00	
Loss / (Profit) on sale of Assets / Discarded Assets	0.24		1.67	
Bad & Doubtful Assets	0.00		0.00	
		<u>(2.66)</u>		<u>(8.95)</u>
Operating Profit Before working capital changes		(10.13)		(7.57)
Adjustment for :				
Trade and Other Receivables	(52.44)		(3.97)	
Trade and other Payables	111.12		(4.39)	
		<u>58.68</u>		<u>(8.36)</u>
Cash Generated from Operation		48.55		(15.93)
Interest Paid	0.00		0.00	
Income Taxes paid	1.75		5.55	
		<u>1.75</u>		<u>5.55</u>
Cash Flow before Extraordinary item		50.30		(10.38)
Prior Period adjustment		0.00		0.00
		<u>50.30</u>		<u>(10.38)</u>
Amount applied for Operative Activities				
Decrease in Stock on Hire	0.00		0.00	
Purchase of Leased Assets	0.00		0.00	
Sale of Leased Assets	0.00		0.00	
Purchase of Current Investment	0.00		0.00	
Sale of Current Investment	0.00		0.00	
		<u>0.00</u>		<u>0.00</u>
Net Cash Generated / (used) from operating activities		50.30		(10.38)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets (including CWIP)	(25.27)		0.00	
Sale of Fixed Assets	0.26		2.20	
Purchase of Long Term Investment	(29.40)		0.00	
Sale of Long Term Investment	(0.78)		0.38	
		<u>(55.19)</u>		<u>2.58</u>
Interest Received	0.00		0.61	
Dividend Received		<u>8.00</u>		<u>15.10</u>
Net Cash Generated / (used) in Investing Activities		(47.19)		17.68
Balance c/f		3.11		7.30

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2011

PARTICULARS	AMOUNT Rs.	2010-2011 (Rs. in Lacs)	AMOUNT Rs.	2009-2010 (Rs. in Lacs)
Balance b/f		3.11		7.30
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from Long Term Borrowing	0.00		0.00	
Payment of Long Term Borrowing (Term Loan)	(3.37)		(3.05)	
Repayment of Fixed Deposits	0.00		0.00	
Dividend Paid (including tax)	0.00		0.00	
Decrease / Increase in Bank Borrowing	0.00		0.00	
Increase in other Borrowing	0.00		0.00	
Decrease in Other Borrowing	0.00		0.00	
Net Cash Generated / (used) in financing activities		(3.37)		(3.05)
NET INCREASE IN CASH AND CASH EQUIVALENTS		(0.26)		4.25
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		4.41		0.16
CASH AND CASH EQUIVALENTS AT END OF YEAR		4.15		4.41

As per our report of even date
 For **Deepak Desai & Co.**
 Chartered Accountants
(Deepak G. Desai)
 Proprietor
 Mem. No. : 33730
 FRN : 102229W
 Vadodara, Dated : 06.05.2011

For and on behalf of the Board

M. D. Patel
 Chairman & Managing Director
D. D. Patel
 Executive Director

 Vadodara, Dated : 06.05.2011

TRANSPEK FINANCE LIMITED

Regd. Office : First Floor, ABS Tower, Old Padra Road, Vadodara - 390 007.

ADMISSION SLIP

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at entrance of the meeting hall.

I hereby record my presence at the 20th Annual General Meeting held on Tuesday, 5th July, 2011, at 1st Floor, ABS Tower, Old Padra Road, Baroda - 390 007 at 11.00 a.m.

Full Name of the shareholder

Folio No. :

Signature

Full Name of the Proxy

Signature

TRANSPEK FINANCE LIMITED

Regd. Office : First Floor, ABS Tower, Old Padra Road, Vadodara - 390 007.

PROXY FORM

I / We

of _____ in the district of _____
being a Member(s) of

the above named Company, hereby appoint

of failing him

of _____ in the district of _____

as my / our proxy to vote on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Tuesday, 5th July, 2011, at 11.00 a.m. and at any adjournment thereof.

Name

Address

Signed this _____ day of _____ of _____ 2011.

Rs. 1/-
Revenue
Stamp

Book-Post

Postal
Stamp

To,

If undelivered, please return to :

TRANSPEK FINANCE LIMITED

Regd. Office : First Floor, ABS Tower,
Old Padra Road, Vadodara - 390 007.