

**TRANSCORP<sup>®</sup>**  
**INTERNATIONAL LTD.**

**18<sup>th</sup> ANNUAL REPORT  
2012-2013**



## CONTENTS

Notice	2	Explanatory Information and Summary of significant accounting policies	30
Director's Report	4	Financial Statements along with the Auditors' Report, Explanatory Information and Summary of significant accounting policies of Wholly Owned Subsidiaries	38
Auditor's Report	14	Consolidated Financial Statements along with the Auditors' Report, Explanatory Information and Summary of significant accounting policies	67
Balance Sheet	17	Attendance Slip and Proxy Form	90
Profit & Loss Account	18		
Cash Flow Statement	19		
Note to Financial Statement	21		

### Corporate Information

#### BOARD OF DIRECTORS

Dr. Ram S. Tarneja  
Mr. Ashok Kumar Agarwal  
Mr. Alope Choudhary  
Mr. Vineet Agarwal  
Mr. Deepak Agarwal  
Mr. Amitava Ghosh, Executive Director

#### COMPANY SECRETARY

Mr. Dilip Kumar Morwal

#### AUDITORS

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

#### BANKERS

HDFC Bank Ltd.

#### REGISTERED & CORPORATE OFFICE

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

#### HEAD OFFICE

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

**NOTICE FOR 18<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 18th Annual General Meeting of the Members of Transcorp International Limited will be held on Monday, the 29<sup>th</sup> day of July 2013, at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, Phase-II, New Delhi at 10:00 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2013, Profit & Loss Account for the year ended on that date and the report of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Alok Choudhary, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Vineet Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration

**SPECIAL BUSINESS**

6. To consider and if though fit to pass, with or without modification(s), the following resolution as an **ordinary resolution**:-  
"RESOLVED THAT Mr. Deepak Agarwal, who was appointed as an additional director of the Company pursuant to Section 260 of the Companies Act, 1956 and hold office upto the date of this Annual General Meeting and in respect of whom the Company has received the notice under section 257 of the Companies Act, 1956 in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the articles of association of the Company."
7. To consider and if though fit to pass, with or without modification(s), the following resolution as a **special resolution**:-  
"RESOLVED THAT subject to the provisions of Section 314 (IB) and other provisions, if applicable, of the Companies Act, 1956 and subject to the approval of Central Government, the Annual remuneration payable to Mrs. Manisha Agarwal, Advisor (Money Transfer Business) be and is hereby increased from existing Rs. 30,00,000/- (Rupees Thirty Lacs ) to Rs. 45,00,000/- (Rupees Forty Five Lacs) with an annual increment of Rs. 50000/- (Rupees Fifty Thousand) per month, as per details of salary & allowances/ perquisites/ benefits as described below w.e.f. 1<sup>st</sup> April 2013 for a period of 5 years:
  - a) Basic Salary: Rs. 185000/- per month
  - b) House Rent Allowance at the rate of 60% of the above basic salary of Rs. 185000/- per month.
  - c) A.C. Car with driver (Driver's salary not to exceed Rs. 10000/- per month) for the official purpose.
  - d) Helper Allowance at the rate of Rs. 10000/- per month
  - e) Reimbursement of Medical Expenses for self and family, subject to a ceiling of Rs. 15,000/- per annum and actual medical fare, stay and other expenses in case of foreign visit for medical treatment.
  - f) Medical Insurance Coverage and personal accidental insurance coverage: For self and family- Premium not to exceed Rs. 12,000/- per annum.
  - g) Attire Allowance: Rs. 10,000/- per month
  - h) Telephone at residence & Mobile phone expenses on actual basis for official purpose.
  - D) Leave Travel Assistance: Reimbursement of actual travel expenses for self and family as per rules of the company subject to a maximum of one month basic salary per annum.
  - j) Contribution towards Provident Fund and Gratuity as per Company's policy.

**FURTHER RESOLVED THAT** bifurcation of remuneration can be changed inter se in so far as total cost to Company remains the same as mentioned above."

8. To consider and if though fit to pass, with or without modification(s), the following resolution as a **special resolution**:-  
"RESOLVED THAT subject to the provisions of Section 314 (1B) and other provisions, if applicable, of the Companies Act, 1956 a monthly consultancy fee of Rs. 50000/- (Rupees Fifty Thousand) be and is hereby approved for Mrs. Poloumi Ghosh w.e.f. 1<sup>st</sup> April 2013."
9. To consider and if though fit to pass, with or without modification(s), the following resolution as a **special resolution**:-  
"RESOLVED THAT pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to contribute and/or donate, from time to time, to any charitable and other funds not directly relating to the business of the Company or welfare of its employees, amounts not exceeding in aggregate of Rs. 1 crore (Rupees One Crores only) during any Financial Year of the Company".

Place: New Delhi  
Date: 16.05.2013

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

By Order of the Board  
For **TRANSCORP INTERNATIONAL LIMITED**

**DILIP KUMAR MORWAL**  
Company Secretary

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy and vote instead of himself. A proxy need not to be a member of the company. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The share transfer books and the register of members will remain close from 27<sup>th</sup> July 2013 to 29<sup>th</sup> July 2013 (both days inclusive). Dividend on equity shares for the year ended 31<sup>st</sup> March 2013, will be paid on or after 29<sup>th</sup> July 2013 to those members whose names appear on the Company's register of members at the close of working hours of the Company on 27<sup>th</sup> July 2013 to the extent eligible. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
3. Non-Resident Indian Shareholders are requested to inform the company immediately about:
  - a. The Change in the residential status on return to India for permanent settlement.
  - b. The particulars of NRO Bank Account in India, if not furnished earlier.
4. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Alankit Assignments Ltd., RTA Division, 2E/8, 1st Floor, Jhandewalan Extension, New Delhi-110055(India) or at the Share Division Office of the Company at 2nd Floor, Meghalaya Tower, Church Road, Jalpur-302001.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring

their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

6. The information and the details of the directors to be reappointed, to be provided in terms of clause 49 of the Listing Agreement with Stock Exchanges is annexed.
7. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.
8. The members are requested to kindly bring their copy of Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
9. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special businesses is annexed hereto.

By Order of the Board  
For **TRANSCORP INTERNATIONAL LIMITED**

**DILIP KUMAR MORWAL**  
Company Secretary

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

### ITEM NO. 6

Mr. Deepak Agarwal was appointed as an additional director through a resolution passed by circulation by the Board of Directors dated 26<sup>th</sup> March 2013. Mr. Deepak Agarwal will hold office as additional director upto the date of the ensuing General Meeting. The company has received a notice in writing from a member of Company under section 257 of the Companies Act, 1956 proposing his appointment as Director, subject to retirement by rotation.

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

### ITEM NO. 7

Mrs. Manisha Agarwal is working as Advisor (Money Transfer Business) in the Company.

Considering her experience, contribution to the Company's working, the present salary structure within the organization and the industry in general, it is proposed to increase the salary as per resolution given in the notice.

For the above mentioned purpose a special resolution is required as she is a relative of directors.

Board recommends the passing of the special resolution.

Company will seek the permission of Central Government on the above matter after getting the approval from shareholders.

Mr. Ashok Kumar Agarwal and Mr. Alok Choudhary being relatives of Mrs. Manisha Agarwal may be considered interested in above resolution.

### ITEM NO. 8

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

At present Rs. 25000/- (Rupees Twenty Five Thousand) are being paid to her and now keeping in view of her performance it is proposed to increase her monthly consultancy fee from Rs. 25000/- to Rs. 50000/- w.e.f. 1<sup>st</sup> April 2013.

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

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

### ITEM NO. 9

As per Section 293(1)(e) of the Companies Act, 1956, the Board of Directors of a Company can contribute to charitable and other funds, not directly related to the business of the company or the welfare of the employees, any amount the aggregate of which, in any financial year, shall not exceed Rs. 50000/- (Rupees Fifty Thousand Only) or 5% of its average net profits as determined in accordance with the provisions of Section 349 and 350 during the three financial years immediately preceding, whichever is greater.

As a part of Corporate Social Responsibility, donations up to Rs. 1 Crore may be given to Indian or foreign institutions or organizations for undertaking Scientific Research, welfare and social activities, and any other object of general public utility.

As required under Section 293(1)(e) of the Companies Act, 1956 such increase requires the sanction of the shareholders in General Meeting. Hence your approval is sought for the said resolution.

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

### ANNEXURE TO THE AGM NOTICE

Information pursuant to clause 49 of the Listing Agreement regarding appointment and re-appointment of director

Name of the Director	Mr. Alok Choudhary	Mr. Vineet Agarwal	Mr. Deepak Agarwal
Date of Birth	12.07.1957	16.09.1973	16.01.1964
Date of Appointment	07.03.1997	10.09.1997	26.03.2013
Experience	34 years business experience	Bac. (Econ.) with vast business experience	Chartered Accountant with vast experience of Finance, Accounts and Audit
Directorship of other Companies As on 31 <sup>st</sup> March, 2013	None	1. Transport Corporation of India Limited 2. TCI Developers Limited 3. TCI Infrastructure Limited 4. Transystem Logistics International Pvt. Ltd. 5. Buesan-TCIL Automotive India Pvt. Ltd. 6. Infinite Logistics Solutions Pvt. Ltd.	1. TCI International Limited 2. Transcorp Flncap Limited
Chairmanship/Membership of Other committees of Companies as on 31 <sup>st</sup> March 2013	I. Shareholders'/Investors' Grievance Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: None	I. Shareholders'/Investors' Grievance Committee: A. Chairman: None B. Member: Transport Corporation of India Limited II. Audit Committee A. Chairman: None B. Member: None	I. Shareholders'/Investors' Grievance Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: None
Number of shares held in the Company as on 31 <sup>st</sup> March 2013	NIL	NIL	NIL

**DIRECTOR'S REPORT**

The directors are pleased to present the 18<sup>th</sup> annual report together with the audited statement of accounts for the year ended 31<sup>st</sup> March 2013.

**FINANCIAL RESULTS**

(₹ In Lacs)

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Profit Before Interest, Depreciation and Tax	537.50	592.74
Less: Interest	308.98	304.31
Profit before Depreciation and Tax	228.52	288.43
Less: Depreciation	71.27	60.26
Profit Before Tax (PBT)	157.25	228.17
Less: Provision for Taxation (inclusive of Deferred Tax, Current Tax) (Net of MAT Credit)	12.16	58.00
Profit After Tax (PAT)	145.08	170.17
Add: Previous surplus brought forward	687.51	579.09
Profit available for appropriation	832.59	749.26
Transferred to General Reserve	3.65	5.00
Proposed Dividend	48.82	48.82
Tax on Proposed Dividend	7.92	7.92
Balance carried to Balance Sheet	772.20	687.51

**DIVIDEND**

The Directors recommend that a dividend of Rs. 1.20 per share (previous year Rs. 1.20 per share) be paid for the financial year ended 31<sup>st</sup> March 2013.

**OPERATIONS**

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

During the year 2012-13, the markets showed signs of recovery and fueled travel plans for individuals and corporate. This was reflected by slight growth in foreign exchange market at few pockets. Similarly, in our money-transfer business, due to active focus by our principal Western Union in 'sender' countries, there was an overall growth in business.

During the year under consideration, your company consolidated the operations in both wholesale as well as retail segment of the foreign exchange business. We are aggressively pursuing the Inward remittance business.

The gross revenue of the Company for the year ended 31<sup>st</sup> March, 2013 was Rs. 66919.04 Lacs as compared to Rs. 67527.98 Lacs in previous year.

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

Detailed information about the operations of the Company is incorporated in the Management Discussion and Analysis Report. The Financial Highlights are mentioned above while segment wise performance is not reported as company deals in only one segment i.e. Foreign Exchange and Inward Remittance.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Alok Choudhary and Mr. Vineet Agarwal retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment.

Mr. RSP Sinha, Director resigned on 16<sup>th</sup> November 2012 from the Board. The Board acknowledges the contribution of Mr. RSP Sinha in Board and Audit Committee proceedings.

Mr. Soumya Dutta, Director resigned on 26<sup>th</sup> March 2013 from the Board. The Board acknowledges the contribution of Mr. Soumya Dutta in Board and Audit Committee proceedings.

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

Brief profiles of Mr. Alok Choudhary, Mr. Vineet Agarwal and Mr. Deepak Agarwal, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership/ chairmanship of Board Committees, as stipulated under clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the annexure of Notice of Annual General Meeting.

**AUDITORS**

M/s Anand Jain & Co., Chartered Accountants, Jaipur, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The company has received letter from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act. The observations of Auditors in their Report, read with the other explanatory information & summary of significant accounting policies in note no. 27 & 28 are self explanatory and do not require further explanation.

**CORPORATE GOVERNANCE**

Your Company has been practicing the principals of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

# TRANSCORP INTERNATIONAL LTD.

A separate section on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement(s) with the Stock Exchange(s) form part of the Annual Report.

In terms of sub-clause (v) of Clause 49 of the Listing Agreement, certificate of the Executive Director, inter alia, confirming the correctness of the financial statements, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of the said Clause, is also enclosed as a part of the Report.

## WHOLLY OWNED SUBSIDIARIES

The Company is having 2 Wholly Owned Subsidiaries viz. Transcorp Estates Private Limited and Ritco Travels and Tours Private Limited.

The annual accounts for the year ended 31st March 2013 of Transcorp Estates Private Limited and Ritco Travels and Tours Private Limited, the wholly owned subsidiaries of the Company, together with other documents as required under section 212 (1) of the Companies Act, 1956, (the Act) form part of this Annual Report. A statement of Company's interest in the subsidiary companies, as required under section 212 (3) of the Act, is attached with this report.

## DISCLOSURES

Particulars under the Companies (Disclosures of particulars in the Report of Board of Directors) Rules, 1988 on Conservation of Energy and Technology Absorption are not applicable to your Company.

Earnings and outflow on account of foreign exchange are as under and also have been disclosed in the other explanatory information. Cash flow statement pursuant to clause 32 of the listing agreement forms part of this annual report.

Particulars	2012-2013	2011-2012
Expenditure in Foreign Currency, Traveling etc.	1231770	1416887
GIF Value of imports - capital goods		
Advance for purchase	NIL	NIL
Earning in Foreign Currency (excluding reimbursement of expenses)	295657684	271828508
Commission/Income		

## PARTICULARS OF EMPLOYEES

During the year under consideration, none of the employees of the company was in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956. Hence, particulars as required under Companies (Particulars of Employees) Rules, 1975 as amended are not given.

## PUBLIC DEPOSITS

The Company has outstanding deposits of Rs. 428.41 Lacs as on 31<sup>st</sup> March 2013 as compared to Rs. 248.41 Lacs as on 31<sup>st</sup> March, 2012 from the public. However there were no overdue deposits except unclaimed deposits of Rs.13.08 Lacs.

## DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors would like to inform the members that the audited accounts for the financial year 31<sup>st</sup> March 2013 are in full conformity with the requirements of the Companies Act, 1956. The financial results are audited by the statutory auditors M/s Anand Jain & Co. The Directors further confirm that:

- The applicable accounting standards have been followed in the preparation of the Annual Accounts and proper explanations have been furnished, relating to material departures.
- Accounting Policies have been selected and applied consistently and reasonably, and prudent judgments have been made so as to give a true and fair view of the state of affairs of the company and the Profit & Loss account for the financial year ended 31<sup>st</sup> March, 2013.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies (Amendment) Act, 2000, for safeguarding the assets of the company and detecting fraud and other irregularities.
- The annual account has been prepared on a going concern basis.

## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard 21 on Consolidated Financial Statements, the Audited Consolidated Financial Statements are provided in the Annual Report.

## INFORMATION TECHNOLOGY

Your company keeps in line with the ongoing technological developments taking place in the country and worldwide. The information technology adopted by the company serves as an important tool of internal control as well as providing the benefits of modern technology to its esteemed customers. All the branches of the company are integrated and data is centralized at the head office level. Company is taking utmost precautions for the security of data.

## MATERIAL CHANGES

There were no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the company to which this report relates and the date of the report except as otherwise mentioned in this director report, if any.

There had been no changes in the nature of company's business. Company has 2 Wholly Owned subsidiaries. To the best of information and assessment there has been no material changes occurred during the financial year generally in the classes of business in which the company has an interest except as otherwise mentioned in this director report, if any.

## ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the guidance and support received from the Reserve Bank of India, our bankers, shareholders, deposit holders, business associates and our esteemed customers during the year under review.

The Directors also wish to thank all the employees for efforts put in by them at all levels to achieve the overall results during the year under consideration.

For and on behalf of the Board

Place : New Delhi  
Date : 16<sup>th</sup> May 2013

**AMITAVA GHOSH**      **DEEPAK AGARWAL**  
Executive Director      Additional Director

**ANNEXURE TO THE DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE**

**COMPANY'S PHILOSOPHY**

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

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

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

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

**Code of Conduct & Ethics:-**

Company's Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct is available on the website of the Company [www.transcorpint.com](http://www.transcorpint.com). All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Executive Director to this effect is enclosed at the end of this report.

**BOARD OF DIRECTORS**

The Board comprises of eminent persons with considerable experience in diverse fields.

The Company has a policy of having optimum combination of executive and non executive directors, to ensure the Independent functioning of the Board. The Board consists of Six members, two of whom are independent directors. None of the Directors on the Board is a Member of more than ten committees and chairman of more than five committees across all the Companies in which they are directors. All necessary disclosures regarding the directorship have been made by the directors.

Due to resignation from the Board of the Company by independent director Mr. Soumya Dutta who is a director of Wholly Owned Subsidiary named Transcorp Estates Pvt. Ltd., requirement of subsidiary having one Independent director by Company on its Board is temporary not met.

Names and categories of directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting held on 23<sup>rd</sup> July 2012, and also the number of directorship in other committees is as follows:

Name	Category	No. of Board Meetings attended During the year	AGM Attended	No. of directorship in other public companies in India		No. of Committee positions in other public companies *	
				Chairman	Member	Chairman	Member
Dr. Ram S. Tarneja	Chairman (Independent) & Non —Executive	3	Yes	1	9	2	4
Mr. Ashok Kumar Agarwal	Promoter	4	Yes	None	5	1	None
Mr. Aloke Choudhary	Promoter's Relative & Non Executive	3	Yes	None	None	None	None
Mr. Vineet Agarwal	Promoter's Relative & Non Executive	3	Yes	None	3	None	2
Mr. RSP Sinha**	Independent & Non Executive	2	Yes	N.A.	N.A.	N.A.	N.A.
Mr. Soumya Dutta***	Independent & Non Executive	4	Yes	N.A.	N.A.	N.A.	N.A.
Mr. Deepak Agarwal****	Independent & Non Executive	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Amitava Ghosh	WTD (Executive Director)	4	Yes	None	2	2	None

**Note:**

\* Audit Committee and Shareholders Grievance Committee.

\*\* Mr. RSP Sinha resigned from Board w.e.f. 16<sup>th</sup> November 2012

\*\*\* Mr. Soumya Dutta resigned from the Board w.e.f. 26<sup>th</sup> March 2013

\*\*\*\* Mr. Deepak Agarwal was appointed w.e.f. 26<sup>th</sup> March 2013

**Pursuant to good Corporate Governance the Independent Directors on Board:**

- Apart from receiving Director's remuneration (sitting fee and other amount viz., profit share etc.), do not have any material pecuniary relationships or transactions with the company, its promoters, its Directors, its senior management & associates which may affect independence of the Director.
- Are not related to promoters or persons occupying management positions at the board level or at one level below the board.
- Have not been an executive of the company in the immediately preceding three financial years.
- Are not partners or executives or were not partners or an executive during the preceding three years of the:
  - Statutory audit firm or the internal audit firm that is associated with the Company.
  - Legal firm(s) and consulting firm(s) that have a material association with the company.
- Are not material suppliers, service providers or customers or lessors or lessees of the company, which may affect independence of the Director.
- Are not substantial shareholders of the Company i.e. do not own two percent or more of the block of voting shares.

## Information Supplied to the Board

- The Board has complete access to all information with the Company. Inter-alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting
- Annual operating plans & budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and operating divisions and business segments.
- Quarterly report on receivables and recovery efforts made.
- Minutes of the meetings of the audit committee and other committees of the Board.
- Materially important show cause, demand, prosecution notices and penalty notices.
- Details of any Joint venture or collaboration agreement.
- Any significant development in human resources.
- Compliance status of various regulatory, statutory or listing requirements and shareholders service such as payment of dividend, share transfer, etc.

## Meeting of Board:-

Four Board meetings were held during the year on 11<sup>th</sup> May 2012, 23<sup>rd</sup> July 2012, 8<sup>th</sup> November 2012, and on 25<sup>th</sup> January 2013.

The maximum gap between any two Board meetings was less than 4 months. Mr. Ashok Kumar Agarwal, Mr. Vineet Agarwal, Mr. Aloke Choudhary, Mr. Soumya Dutta, Dr. Ram Tarneja, Mr. RSP Sinha and Mr. Armitava Ghosh attended the 17<sup>th</sup> Annual General Meeting of the company held on 23<sup>rd</sup> July, 2012.

## COMMITTEES OF BOARD

### AUDIT COMMITTEE

The Audit Committee has been formed with a view to provide assistance to the board in fulfilling the Board's responsibilities.

The role of the Audit Committee includes the following:-

- Overseeing the Company's financial reporting process and disclosure of its financial information.
- Reviewing the Company's treasury policy.
- Recommending the appointment of the Statutory Auditors and fixation of their remuneration.
- Reviewing and discussion with management, about Internal control system.
- Reviewing the adequacy and Independence of the Internal Audit function, and the Internal Auditor's reports related to Internal control weaknesses.
- Reviewing major accounting policies and practices and adoption of applicable Accounting Standards.
- Reviewing major accounting transactions involving exercise of judgment by the management.
- Disclosure of contingent liabilities.
- Reviewing, if necessary, the findings of any internal investigations by the internal auditors and reporting the matter to Board.
- Reviewing the risk management mechanisms of the Company.
- Reviewing compliance with Listing Agreement and various other legal requirements concerning financial statements and related party transactions.
- Reviewing the Quarterly and Half yearly financial results and the Annual financial statements before they are submitted to the Board of Directors.
- Reviewing the operations, new initiatives and performance of the business divisions.
- To discuss and approve the budget of the company for all its division along with capital expenditure Budget.
- Review of financial statements of Wholly Owned Subsidiary particularly investments made.
- Review of management letters/letter of internal control weakness issued by Statutory Auditors.
- Review of appointment, removal and terms of remuneration of Chief Internal Auditors
- Review the management discussion and analysis of financial condition and results of operation
- Review the statement of significant related party transactions

Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of.

Terms of reference and powers of the committee include the areas/powers prescribed by clause 49 of the listing agreement of stock exchanges. Mr. Dilip Morwal, Company Secretary acts as the Secretary of the Committee.

The composition, name of members and particulars of the meeting and attendance of the members during the year are as follows:-

S.No.	Name of Members	Capacity	No. of meetings attended
1.	Dr. Ram S. Tarneja	Member	3
2.	Mr. Soumya Dutta*	Member	4
3.	Mr. Vineet Agarwal	Member	3
4.	Mr. RSP Sinha**	Member	1
5.	Mr. Deepak Agarwal***	Member	N.A.

\*Mr. Soumya Dutta resigned from the Board w.e.f. 26<sup>th</sup> March 2013

\*\* Mr. RSP Sinha resigned from Board w.e.f. 16<sup>th</sup> November 2012

\*\*\* Mr. Deepak Agarwal was appointed w.e.f. 26<sup>th</sup> March 2013

The Committee met four times on 11<sup>th</sup> May 2012, 23<sup>rd</sup> July 2012, 8<sup>th</sup> November 2012 and on 25<sup>th</sup> January 2013 during the financial year 2012-13  
All the members of the Audit Committee are financially literate and have accounting or related financial management expertise.



Commission for the year 2011-12 and sitting fee paid during the year to the Non-Executive Directors, are as detailed below:-

S. No.	Name of Director	Commission Paid Rs.	Sitting Fees Rs.	Total Rs.	Number of shares held
1	Dr. Ram S. Tarneja	11572	60000	71572	31
2	Mr. Ashok Kumar Agarwal	173593	NIL	173593	27504
3	Mr. Alope Choudhary	11572	30000	41572	Nil
4	Mr. Vineet Agarwal	11572	NIL	11572	NIL
5	Mr. Soumya Dutta*	11572	80000	91572	NIL
6	Mr. RSP Sinha**	N.A.	30000	30000	Nil
7	Mr. Deepak Agarwal***	N.A.	N.A.	N.A.	Nil

\*Mr. Soumya Dutta resigned from the Board w.e.f. 26<sup>th</sup> March 2013

\*\* Mr. RSP Sinha resigned from Board w.e.f. 16<sup>th</sup> November 2012

\*\*\* Mr. Deepak Agarwal was appointed w.e.f. 26<sup>th</sup> March 2013

There were no other pecuniary relationship or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Directors.

Remuneration to executive director is disclosed separately in financial statements - note no. -27-other explanatory information.

**SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE**

S. No.	Name of members	Capacity	No. of meetings attended
1.	Mr. Alope Choudhary	Member	2
2.	Mr. Soumya Dutta*	Member	2
3.	Mr. Vineet Agarwal	Member	2
4.	Mr. Deepak Agarwal**	Member	N.A.

The committee is consisting of three members:

\*Mr. Soumya Dutta resigned from the Board w.e.f. 26<sup>th</sup> March 2013

\*\* Mr. Deepak Agarwal was appointed w.e.f. 26<sup>th</sup> March 2013

The Board has designated Mr. Dilip Kumar Morwal, Company Secretary as the Compliance Officer.

The committee looks into the matters relating to investor grievances viz, transfer of shares, non-receipt of dividend, non-receipt of Annual Report and other matters relating thereto.

The committee met two times on 11<sup>th</sup> May 2012 and on 8<sup>th</sup> November 2012 during the year 2012-13. Number of shareholders complaint received during the year was NIL & complaint not solved to the satisfaction of shareholders were NIL.

**DISCLOSURES**

**A. Related Party Transactions :**

The related party disclosures are provided in other explanatory information forming part of the Balance Sheet. However in the opinion of the Board these transactions may not have any potential conflict with the interest of the Company at large.

**B. Compliance with Regulations :**

There has been no non-compliance or penalties or strictures imposed on your company by any of the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**C. Risk Management :**

The Company has adopted a Risk Management Policy. It has laid down the procedures to inform the Board Members every quarter about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure the executive management controls various risks by means of properly defined framework.

**D. Accounting Standards :**

The Company has duly followed the accounting standards laid down by the Institute of Chartered Accountants of India.

The Company has complied with the mandatory requirements of corporate governance as required by the listing agreement.

**MEANS OF COMMUNICATION**

Your Company's quarterly/half yearly results are communicated through newspapers in Economic Times (Mumbai & Delhi) and Dainik Navjyoti (Hindi). The said results are sent to Stock Exchanges where the shares of the company are listed.

Address of our official website is [www.transcorpint.com](http://www.transcorpint.com) where the information of the company is displayed. There was no presentation made to Institutional

Investor or to the analyst during the year.

## GENERAL SHAREHOLDER INFORMATION

<b>Date</b>	29th July 2013
<b>Time</b>	10:00 A.M.
<b>Venue</b>	Plot No. 3, HAF Pocket, Sector 18A, Dwarka, Phase-II, New Delhi-110075
<b>Financial Calendar</b>	
Financial Year	From 1 <sup>st</sup> April 2012 to 31 <sup>st</sup> March 2013
<b>For the year ended 31<sup>st</sup> March 2013 , results were announced on:</b>	
First Quarter:	23 <sup>rd</sup> July 2012 (Un-audited)
Half Yearly:	8 <sup>th</sup> November 2012 (Limitedly reviewed)
Third Quarter:	25 <sup>th</sup> January 2013 (Limitedly reviewed)
Fourth Quarter:	16 <sup>th</sup> May 2013 (Audited)
<b>For the year ending 31<sup>st</sup> March 2014 , results will be announced on:</b>	
For First Quarter:	By 15 <sup>th</sup> August 2013 (Un-audited)
Half Yearly:	By 15 <sup>th</sup> November 2013 (Unaudited)
Third Quarter:	By 15 <sup>th</sup> February 2014 (Unaudited)
Fourth Quarter and Annual:	By the end of May 2014 (Audited)
<b>Date of Book Closure</b>	From 27 <sup>th</sup> July 2013 to 29 <sup>th</sup> July 2013 (Both days inclusive)
<b>Dividend Payment Date</b>	On or after 29 <sup>th</sup> July 2013
<b>Listing on Stock Exchange</b>	Mumbai & Hyderabad (Recognition granted to HSE is withdrawn w.e.f. 29 <sup>th</sup> August 2007)
<b>Trade Code</b>	532410 of BSE
<b>Share Division Office</b>	C-300, 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001
<b>Demat ISIN No.</b>	INE330E01015

## II. GENERAL BODY MEETINGS

Location, date and time of the Annual General Meetings and Extra Ordinary General Meetings held during the preceding 3 years are as under:-

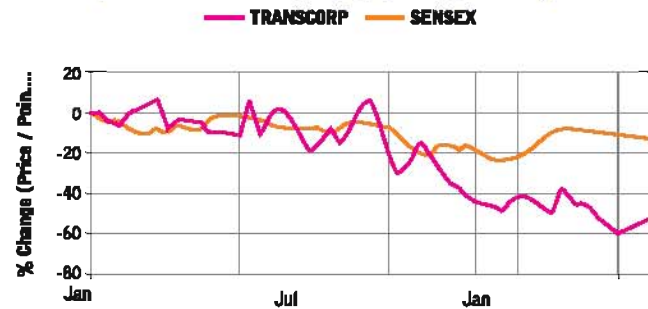
Year	AGM/EGM	Location	Date	Time	Special Resolution
2012	17th AGM	Plot No. 3, Sector 18A, HAF Pocket, Phase -II, Dwarka, New Delhi -110075	23 <sup>rd</sup> July 2012	11:00 A.M.	Yes, Three
2011	16th AGM	Surana Udhay Auditorium, The Federation of Andhra Pradesh, Chambers of Commerce & Industries, 11-6841, Red Hills, Hyderabad -500004 (Andhra Pradesh)	28 <sup>th</sup> July 2011	10:00 A.M.	No
2011	EOGM	C-300, Meghalaya Tower, Church Road, Jaipur -302001	7 <sup>th</sup> March 2011	12:00 Noon	Yes, Three
2010	EOGM	C-300, Meghalaya Tower, Church Road, Jaipur -302001	20 <sup>th</sup> September 2010	10:00 A.M.	Yes, One
2010	15th AGM	Surana Udhay Auditorium, The Federation of Andhra Pradesh, Chambers of Commerce & Industries, 11-6-841, Red Hills, Hyderabad -500004 (Andhra Pradesh)	21 <sup>st</sup> July 2010	10:00 A.M.	Yes, Two
2010	EOGM	Plot No. 3, Sector 18A, HAF Pocket, Phase-II, Dwarka, New Delhi-110075	21 <sup>st</sup> January 2010	12.00 Noon	Yes, Two

**Market Price Data**

**The Stock Exchange, Mumbai**

Month	High Price (in ₹)	Low Price (in ₹)
Apr -12	39.90	27.00
May -12	43.00	32.30
Jun -12	45.00	37.30
Jul -12	49.00	41.85
Aug -12	41.35	33.50
Sep -12	44.75	35.20
Oct -12	41.50	34.30
Nov -12	44.00	39.80
Dec -12	45.15	39.95
Jan -13	45.00	36.75
Feb -13	41.85	36.15
Mar -13	38.50	31.45

Index Comparison between Transcorp Script and Sensex is given below:-



**Share Transfer System** : The work relating to share transfers is being looked after by the RTA and share division office of company situated at Jaipur.

**Registrar & Transfer Agent** : **Alankit Assignment Ltd.**  
RTA Division, 2E/8, 1st Floor,  
Jhandewalan Extn, New Delhi-110055

**Distribution of shareholding as on 31<sup>st</sup> March 2013:**

S. No.	Slab of shareholding	Number of Share Holders	% of Total Holders	Nominal Value of share amount (in Rs.)	% of Total equity
1	Up to 5000	1989	99.05%	1895320	4.66%
2	5001 to 10000	2	0.10%	187720	0.46%
3	10001 to 20000	2	0.10%	312040	0.77%
4	20001 to 30000	1	0.05%	275040	0.68%
5	30001 to 40000	1	0.05%	375980	0.92%
6	40001 to 50000	1	0.05%	480000	1.18%
7	50001 to 100000	1	0.05%	668560	1.64%
8	100001 and above	11	0.55%	36487250	89.69%
	<b>Total</b>	<b>2008</b>	<b>100.00%</b>	<b>40681910</b>	<b>100.00%</b>

**Shareholding pattern as on 31<sup>st</sup> March 2013:**

Category	No. of shares	% of holding
Promoters	2978690	73.22%
Banks, FIs & FIs	637	0.02%
Pvt. Corporate Bodies	787650	19.36%
Indian Public	297726	7.32%
NRIs (Both Repatriable and Non Repatriable)	3488	0.08%
<b>Total</b>	<b>4068191</b>	<b>100.00%</b>

**Dematerialization of shares:**

The Company has entered into tripartite agreement with National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) to facilitate dematerialization of shares.

**Outstanding GDRs/ADRs/Warrants or any convertible Instruments, conversion date** : Not Applicable

**And likely impact on equity**

**Plant Location** : Not Applicable

**Address for Correspondence** : Transcorp International Ltd.  
C-300, 2<sup>nd</sup> Floor, Meghalaya Tower, Church Road, Jaipur-302001  
Tel: (0141) 3232850, 2363999  
e-mail: [grivance@transcorpintl.com](mailto:grivance@transcorpintl.com)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Within the limits set by Company's competitive position)

### BUSINESS AND INDUSTRY DEVELOPMENTS, OPPORTUNITIES & THREATS

The principal focus areas of the company is money changing and money transfer (Inward Remittance).

### OUTLOOK, OPPORTUNITIES AND THREATS

1. **Foreign Exchange Business:** Your Company is RBI Licensed Full Fledged Money Changer for money changing which includes buying and selling of Foreign Exchange in retail as well as wholesale to individuals and corporate clients.
2. **Inward Money Remittance Business:** Your Company is RBI Registered one of the Principal Representatives of Western Union Financial Services USA for Inward Money Remittance and is one of the leading players in the industry.

#### 1. Foreign Exchange

The company offers a number of products like currency exchange, travelers cheques, travel cards and caters to various segment of customers such as leisure outbound travelers, business travelers from 27 locations.

Foreign Exchange comprises of various sub-sectors like Wholesale Currency, Retail currency, Travelers Cheques, Prepaid Cards etc. The long term secular growth of Foreign Exchange market with the increase in the inbound and outbound travel is intact.

The volumes in the wholesale as well as retail currency market have been increasing year after year. The margins are although under pressure but with efficient systems, good risk management and proper working capital management, it is possible to ensure good contribution from this business to the company's bottom line.

#### 2. Inward Money Remittance

India remained one of the biggest recipients of remittances from abroad during the year 2012-2013 and this market is growing at a healthy pace, with increased income disparities across the globe the increasing immigration the business will continue to grow.

We are operating in the segment of Inward Money Transfer as the principal agent of Western Union and as per MTS Scheme of Reserve Bank of India.

Western Union is the market leader in the inward money remittance market. The threat to this business is basically from the operators of mobile money transfer / card to card transfer and internet transfers however the cash to cash Money Transfer, which is the major chunk of Inward Money Remittance business is out of the reach for the operators of all these methods of Money Transfer. Our strength lies in our own locations spread across India, backed by a huge network of more than 10000 sub-agent locations.

During the year Reserve Bank of India issued very high standards of audit and due diligence of the network, which would be very expensive and will impact on the bottom line.

### SEGMENT WISE REPORTING

Segment wise revenue, results and capital employed are provided in the notes on account forming part of the Annual Report.

### RISK AND CONCERNS

Your company has exposure in foreign exchange and any wide fluctuations in foreign exchange prices have adverse effect on the performance of the company. Further the increase in competition, reduction in profit margins and change in government policies may affect the operation of the company.

Your Company has satisfactory internal control systems, the adequacy of which has been reported by the Auditors in their report as required under the Companies (Auditor's Report) Order, 2003. The discussion on the financial performance of the company is covered in the Director's Report.

### FORWARD- LOOKING STATEMENTS

This report contains forward- looking statements, which may be identified by use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, market position, expenditures and financial results, are forward looking statements.

These statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### CERTIFICATE BY CHIEF EXECUTIVE OFFICER OF THE COMPANY

I, Amitava Ghosh, Executive Director, to the best of my knowledge and belief certify that

1. I have reviewed the Balance Sheet and Statement of Profit and Loss Account of the Company for the year ended 31st March, 2013 and all its all its note and explanatory information and summary of significant accounting policies, as well as the Cash Flow Statement.
2. To the best of my knowledge and information:
  - a. these statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. I also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures.
5. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the company's auditors and to the audit committee of the Company's Board of Directors:
  - a. All significant deficiencies in the design or operation of internal controls, which we are aware and steps taken or proposed to be taken to rectify these deficiencies;

- b. Significant changes in internal control during the year;
- c. Any fraud, which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control systems over financial reporting;
- d. Significant changes in accounting policies during the year.

Place : New Delhi,  
Date : 16.05.2013

For **TRANSCORP INTERNATIONAL LIMITED**

**AMITAVA GHOSH**  
Executive Director

**CERTIFICATE BY EXECUTIVE DIRECTOR ON CODE OF CONDUCT**

I, Amitava Ghosh, Executive Director declare that all board members and senior management have affirmed compliance with the code of conduct for the financial year 2012-13

Place : New Delhi,  
Date : 16.05.2013

For **TRANSCORP INTERNATIONAL LIMITED**

**AMITAVA GHOSH**  
Executive Director

**Auditors' Certificate for Corporate Governance:-**

To,  
The Members  
Transcorp International Limited  
Plot No. 3, HAF Pocket,  
Dwarka, Phase-II,  
New Delhi-110075

We have examined the compliance of conditions of corporate governance by Transcorp International Limited, for the year ended 31st March 2013 as stipulated in clause 49 of the listing agreement of the said company with the stock exchange(s). The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures & implementation thereof, adopted by the company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor 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 and the representations made by the directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in above mentioned listing agreement.

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

FOR ANAND JAIN & CO.  
Chartered Accountants  
FRN 001857C

**ANAND PRAKASH JAIN**  
Proprietor  
M.No. 71045  
Date: 16.05.2013  
Place: New Delhi

## STATEMENT PURSUANT TO SECTION 212(3) OF THE COMPANIES ACT, 1956 RELATING TO THE SUBSIDIARY COMPANIES

### A. TRANSCORP ESTATES PRIVATE LIMITED

1) Name of Subsidiary Company	Transcorp Estates Private Limited
2) Financial year of the subsidiary company	31 <sup>st</sup> March 2013
3) Shares of Subsidiary Company held by Transcorp International Limited as on 31 <sup>st</sup> March 2013	
a) Number of shares	10,00,000
b) Face value of shares	₹ 10/- per share
c) Extent of holding	100%
The net aggregate of Profit / (Loss) of the subsidiary company so far as it concerns the members of Transcorp International Limited:	
a) Not dealt in the accounts of Transcorp International Limited for the year ended 31 <sup>st</sup> March 2013 amounted to:	
i) For the subsidiary's financial year ended 31st March 2013;	₹ 1962335
ii) For the previous financial years of the subsidiary since it became the subsidiary company of Transcorp International Limited.	₹ 2763806
b) Dealt in the accounts of Transcorp International Limited for the year ended 31 <sup>st</sup> March 2013 amounted to:	
i) For the subsidiary's financial year ended 31st March 2013;	Not Applicable
ii) For the previous financial years of the subsidiary since it became the subsidiary of Transcorp International Limited.	Not Applicable

### B. RITCO TRAVELS AND TOURS PRIVATE LIMITED

1) Name of Subsidiary Company	Ritco Travels and Tours Private Limited
2) Financial year of the subsidiary company	31 <sup>st</sup> March 2013
3) Shares of Subsidiary Company held by Transcorp International Limited as on 31 <sup>st</sup> March 2013	
a) Number of shares	10,00,000
b) Face value of shares	₹ 10/- per share
c) Extent of holding	100%
The net aggregate of Profit / (Loss) of the subsidiary company so far as it concerns the members of Transcorp International Limited:	
a) Not dealt in the accounts of Transcorp International Limited for the year ended 31 <sup>st</sup> March 2013 amounted to:	
i) For the subsidiary's financial year ended 31st March 2013;	₹ 517416
ii) For the previous financial years of the subsidiary since it became the subsidiary company of Transcorp International Limited.	₹ -4002
b) Dealt in the accounts of Transcorp International Limited for the year ended 31st March 2013 amounted to:	
i) For the subsidiary's financial year ended 31st March 2013;	Not Applicable
ii) For the previous financial years of the subsidiary since it became the subsidiary of Transcorp International Limited.	Not Applicable

## AUDITORS'S REPORT TO THE MEMBERS OF TRANSCORP INTERNATIONAL LIMITED

We have audited the accompanying financial statements of TRANSCORP INTERNATIONAL LIMITED which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013, and the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

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

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

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

### Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2013.
- b) In the case of the Profit & Loss Account, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

### Report on Other Legal and regulatory Requirements

1. As required by the Companies (Auditors Report) order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that;
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on 31<sup>st</sup> March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

**Anand Prakash Jain**  
Proprietor  
M.No. 071045  
Place : New Delhi  
Date: 16<sup>th</sup> May 2013

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Auditors Report of even date on the accounts of Transcorp International Limited, for the year ended 31st March, 2013)

- i) a) The Company is maintaining proper records of fixed assets showing full particulars including quantitative details and situations thereof. However, such records showing full particulars including quantitative details and situations of certain fixed assets is being updated.
- b) As per information given to us the assets are physically verified by the management once a year, which in our opinion is reasonable. No material discrepancies were noticed on such verification carried out during the year.
- c) No substantial part of fixed assets have been disposed off during the year, hence it has not affected going concern assumption.
- ii) a) Inventory being the Foreign currencies and paid documents have been physically verified during the year by the management and in our opinion the frequency of verification is reasonable.
- b) As explained to us, the procedures for physical verification of the above referred foreign currencies and paid documents, followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The company is maintaining proper records of inventory and according to the information and explanations given to us, material discrepancies noticed on physical verification of the above items referred to in (a) above as compared to book records were properly dealt with in the books of account.
- iii) a) Company has granted unsecured loans to companies covered in the register maintained under section 301 of the Companies Act, 1956. Number of parties other than subsidiaries and maximum amount involved was 1 & Rs. 279.85 Lacs respectively. However there was no outstanding at year end. Company has also granted advances to its two subsidiaries. The maximum amount involved was Rs. 380.88 lacs and year end balance was Rs. 267.16 Lacs.
- b) Rates of interest and other terms and conditions of loans given by the Company, secured or unsecured, are not prima facie prejudicial to the Interest of company; and
- c) Receipt of principal and interest is also regular wherever stipulated;
- d) There was no over due amount and consequently question of taking reasonable steps for recovery of principal and interest when overdue amount is more than Rs. One Lac does not arise.
- e) According to the information and explanations given to us, the Company has during the year taken loan, unsecured from companies, firms, or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Number of parties and amount involved thereon was 1 and Rs. 74.00 Lacs respectively. There was no year end balance.
- f) Rate of interest and other terms & conditions of loans taken by the Company, secured or unsecured are not prima facie prejudicial to the interest of the Company and payment of principal amount and interest is also regular wherever stipulated.
- iv) There are generally adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets, foreign currencies, paid documents and for the sale of the same. During the course of our audit, no continuing failure to correct major weakness in internal control system has been noticed.
- v) The company has entered particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 in the register required to be maintained under that section and for transactions, the value of which exceeds Rupees five lacs in respect of any party during the period have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) In our opinion and according to the information and explanations given to us, the Company has generally complied with the directions issued by the Reserve Bank of India and the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under in respect of deposits accepted from public. No order was passed by company law Board, or National Company Law Tribunal or Reserve Bank of India or under any Court or any other tribunal and hence question of its compliance does not arise.
- vii) The Company has an in-house internal audit system, which in our opinion is commensurate with the size of the Company and the nature of its business.
- viii) According to the information given to us, the Central Government has not prescribed maintenance of cost records in relation to the activities of the company under Section 209 (1) (d) of the Companies Act, 1956.
- ix) On the basis of the records produced to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues, as is applicable to it. To the best of our knowledge and according to the information and explanations given to us, there were no material arrears of undisputed outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they become payable.
- There were following unpaid disputed dues of Income Tax, Sales Tax, Service Tax, Wealth Tax Custom Tax (Duty), excise duty, and Cess:-
- Service Tax demand disputed with customs, excise & Service Tax Tribunal, New Delhi Rs. 2.96 Crores plus Penalty: Rs. 2.96 Crores and additional penalty of Rs. 1000/- plus Interest.
  - Demand disputed with enforcement directorate Rs. 15 Lacs (net of amount deposited), appeal pending with Kolkata High Court.
  - Demand disputed with CIT Appeals, Alwar Rs. 10.71 Lacs under Income Tax Act.
  - Demand disputed with CIT Appeals, Jaipur Rs. 22.94 lacs under Income Tax Act.
- x) The Company has no brought forward losses and has not incurred any cash losses during the year covered by our audit and in the immediately preceding financial year.
- xi) In our opinion the company has not defaulted in repayment of dues to a financial institution or bank.



- xii) On the basis of verification of the accounts and records maintained by the company and as per explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit fund company.
- xiv) In respect of dealing in shares, securities, debentures & other investments proper records have been maintained of the transactions and contracts and timely entries have been made therein. Shares, securities, debentures & other investments as may be applicable have been held by the Company in its own name.
- xv) On the basis of information and explanations given, the Company has not given any guarantee for loans taken by others from bank or financial institutions, except in relation to loans taken by subsidiaries (continued from last year). We are of the opinion that terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- xvii) According to various records examined by us, on an overall basis, funds raised on short term basis have prima facie, not been used during the year for long term investment.
- xviii) According to the information and explanations given to us, the company has not during the year made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956, and consequently question of issuing shares at a price prejudicial to the interests of the Company does not arise.
- xix) The company has not issued any debentures during the year covered by our audit report, hence question of creation of security or charge for the same does not arise.
- xx) The company has not raised any money by public issue during the year by our audit report, hence question of disclosure of end use of money raised does not arise.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year ended 31<sup>st</sup> March 2013.

**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

**Anand Prakash Jain**  
Proprietor  
M.No. 071045  
Place : New Delhi  
Date: 16<sup>th</sup> May 2013

# TRANSCORP INTERNATIONAL LTD.

## BALANCE SHEET AS AT 31st MARCH, 2013

Particulars	Note No.	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	40681910	40681910
(b) Reserves and surplus	2	358432962	349598360
		<b>399114872</b>	<b>390280270</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	3	40404602	25059338
(b) Deferred tax liabilities		12597149	11192015
(c) Other Long term Liabilities	4	5985253	5536603
		<b>58987004</b>	<b>41787956</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	5	167843263	171843145
(b) Trade payables	6	225015078	86671363
(c) Other current Liabilities	7	39739289	27190743
(d) Short-term provisions	8	8791386	10573784
		<b>441389016</b>	<b>296279035</b>
<b>TOTAL</b>		<b>899490892</b>	<b>728347261</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
Tangible Assets	9	135480096	108366363
Intangible Assets	10	1210625	937607
(b) Non-current investments	11	307713906	307713906
(c) Long-term loans and advances	12	25326265	22396721
(d) Other Non Current Assets	13	23792224	23747101
		<b>493523116</b>	<b>463161698</b>
<b>2 Current assets</b>			
(a) Inventories	14	10013072	9481788
(b) Trade receivables	15	282515866	134553058
(c) Cash and Bank Balances	16	63554933	75284713
(d) Short-term loans and advances	17	4987985	45866004
(e) Other Current Assets	18	4120	0
		<b>405967776</b>	<b>265185563</b>
<b>TOTAL</b>		<b>899490892</b>	<b>728347261</b>

Other Explanatory information-Note No. 27

Summary of Significant Accounting Policies- Note no.28

The accompanying notes 1 to 28 are an integral part of the Financial Statements

As per our annexed report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013  
Place : New Delhi

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2013**

Particulars	Note No.	for the year 2012-13 ₹	for the year 2011-12 ₹
<b>Revenue</b>			
I revenue from operations	19	6687165796	6749351214
II Other Income	20	4737804	3447238
<b>III Total Revenue (I + II)</b>		<b>6691903600</b>	<b>6752798452</b>
<b>Expenses:</b>			
Purchase of Stock in Trade	21	6291322797	6368887446
(Increase)/Decrease in Inventories of Stock in Trade	22	-531284	11620587
Employee benefits expense	23	90193735	81212148
Finance costs	24	31442650	30821897
Advertisement and Publicity Expenses		21211633	18313832
Depreciation	25	7126883	6026165
Other expenses	26	235412325	213099359
<b>IV Total expenses</b>		<b>6676178739</b>	<b>6729981435</b>
<b>V Profit before tax(III-IV)</b>		<b>15724861</b>	<b>22817016</b>
<b>Tax expense:</b>			
Current tax (Net of MAT credit of Rs. 626907 earlier year (Previous year Rs. 2876746/-))		3117602	4900000
Deferred tax		1405134	710000
MAT Credit		-3341424	0
Income tax for earlier year		35163	190421
<b>VI Total Tax Expenses</b>		<b>1216475</b>	<b>5800421</b>
<b>VII Profit for the year (V-VI)</b>		<b>14508386</b>	<b>17016595</b>
<b>VIII Earnings per equity share:</b>			
Basic		3.57	4.18
Diluted		3.57	4.18
Weighted Average no. of Equity Shares		4068191	4068191
Nominal Value per equity Share		10	10

Other Explanatory information-Note No. 27

Summary of Significant Accounting Policies- Note no.28

The accompanying notes 1 to 28 are an integral part of the Financial Statements

As per our annexed report of even date

**For Anand Jain & Co.**

Chartered Accountants

FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013  
Place : New Delhi

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2013

	31.03.2013	31.03.2012
	₹	₹
<b>I. Cash Flow from operating activities</b>		
Net profit before tax and extraordinary items	15724861	22817018
Adjustments for:-		
Depreciation	7126883	6026165
(profit) / Loss on sale of assets (Net)	498692	-7283
Bad debts written off	800766	1083914
Property income (Net of expenses)	-476955	-180000
Unspent liabilities written back	-351066	-2369226
Dividend income	-142889	-117293
Interest Income	-3651728	-2925478
Interest expenses & other borrowing costs	31442650	30821897
<b>Operating profit before working capital changes</b>	<b>50971214</b>	<b>55149714</b>
Adjustments for:-		
Trade and other receivables	-148438402	2701164
Inventories(increase)/Decrease	-531284	11620587
Other current liabilities	12548546	-17853429
Trade and other payables	138694781	-13512293
Other current assets	-6877009	9462058
Other long term advances	304477	1148041
Other long term liabilities	448650	279703
<b>Cash generated from operations</b>	<b>47120973</b>	<b>48995545</b>
Direct tax paid	-5287516	-6499136
<b>Net cash flow from operating activities</b>	<b>41833457</b>	<b>42496409</b>
<b>II. Cash flow from investment activities</b>		
Purchase of fixed assets	-35827431	-30128894
Transfer of fixed asset to subsidiary	34491	0
sale of fixed assets	780614	215971
rental income (net of expenses)	476955	180000
Dividend Income	142889	117293
Interest	3651728	2925478
Loan to body corporate and other	5255025	12385678
Loan to Subsidiaries	-2090351	-35517840
long term loans & advances	158310	-108931
Bank deposits (Including Interest accrued)	-501305	-1100145
<b>Net cash flow from investing activities</b>	<b>-27919075</b>	<b>-51031390</b>
<b>III. Cash flow from financing activities</b>		
Proceeds from short term borrowings (Net of Repayment)	-3999882	43396890
Proceeds from long term borrowings(Net of Repayment)	15345264	-40119
Interest & other borrowing costs	-31442650	-30821897
Dividend & corporate dividend tax paid	-5673784	-4728154
<b>Net cash flow from financing activities</b>	<b>-25771052</b>	<b>7806720</b>
<b>Net increase /(decrease) in cash and cash equivalents</b>	<b>-11856670</b>	<b>-728261</b>
Cash & cash equivalents(opening)	75284713	76012974
Cash & cash equivalents(closing)	<b>63428043</b>	<b>75284713</b>
<b>Components of cash and cash equivalents</b>		
Cash & cheque on hand	23054451	20967450
Balances with banks on unclaimed dividend & fractional shares proceeds A/C	233424	154633
Bank balances in current accounts	40140168	54162630
	<b>63428043</b>	<b>75284713</b>

**Notes:**

1. The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2013 and the related statement of profit and loss for the year ended on that date.
2. The above cash flow statement has been prepared as per the indirect method as set out in Accounting Standard-3 on Cash flow statement as notified under section 211(3C) of the Companies Act,1956.
3. Cash and cash equivalents for the purposes of cash flow statement comprises cash at bank and in hand and short-term investments with an original maturity of three months or less.
4. Current maturities of Long term borrowing are considered under other current liabilities.
5. previous year figures have been regrouped and recasted

As per our annexed report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013  
Place : New Delhi

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2013

	31.03.2013	31.03.2012
	₹	₹
<b>1.Share Capital</b>		
<b>(A)Authorised</b>		
10000000 (PY 10000000)Equity Shares of Rs.10/- each	100,000,000	100,000,000
<b>(B) Issued,Subscribed &amp; Fully Paid up</b>		
4068191 (PY 4068191) Equity Shares of Rs.10 each fully paid	40,681,910	40,681,910
<b>Total</b>	<b>40,681,910</b>	<b>40,681,910</b>

### (C)-Reconciliation of No. of Shares outstanding at the beginning and at the end of the reporting period

PARTICULARS	31.03.2013		31.03.2012	
	NO.	₹	NO.	₹
Equity Share at the beginning of the year	4,068,191	40,681,910	4,068,191	40,681,910
Equity Shares at the end of the year	4,068,191	40,681,910	4,068,191	40,681,910

### (D) Terms/Rights attached to the Equity Shares

The Company has only one class of equity share having a face value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividends proposed by the Board of Directors is subject to approval of shareholders in annual general meeting. In the event of liquidation of the company the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (E)-Aggregate No.of Bonus Shares Issued during the period of 5 years immediately preceding the reporting date

PARTICULARS	Year (Aggregate No. of Shares)	
	31.03.2013	31.03.2012
	Nos.	Nos.
Equity Shares allotted as fully paid bonus shares by capitalisation of Securities Premium	1356064	1356064

### (F)- Details of Shareholders holding more than 5% Shares in the Company

NAME OF SHAREHOLDER	AS AT 31.03.2013		AS AT 31.03.2012	
	No.	%	No.	%
<b>Equity share of Rs.10/-each fully paid up</b>				
Bhoruka Investment Limited	1551561	38.14	1551561	38.14
Ayan Fintrade Private Limited	524481	12.89	524481	12.89
Sundram Consultants Private Limited	125000	3.07	285000	7.01
Mr.Ashok Kumar Agarwal jointly with Mrs. Manisha Agarwal	209960	5.16	210891	5.18
TCI Bhoruka Projects Limited	203869	5.01	203869	5.01
Vitro Suppliers	246948	6.07	41948	1.03

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## NOTES TO FINANCIAL STATEMENT OF THE COMPANY

## 2. Reserves and Surplus

	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>RESERVES</b>		
<b>Securities Premium Account</b>		
Balance as per last Financial Statement	22439360	22439360
<b>Total</b>	<b>22439360</b>	<b>22439360</b>
<b>General Reserve</b>		
Balance as per last financial statement	258407676	257907676
Add: transfer from surplus balance in the statement of profit and loss	365000	500000
<b>Total</b>	<b>258772676</b>	<b>258407676</b>
<b>Total Reserves</b>	<b>281212036</b>	<b>280847036</b>
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS</b>		
Balance as per last Financial Statement	68751324	57908511
Add-Profit for the Year	14508386	17016597
Profit available for appropriations	<b>83259710</b>	<b>74925108</b>
<b>Less— Appropriations</b>		
(a) Proposed Final Equity Dividend Rs.1.20 per equity share (previous year Rs.1.20 per equity share)	4881829	4881829
(b) Tax on Proposed equity dividend	791955	791955
(c) Amount transferred to General Reserve	365000	500000
<b>Net surplus in the statement of Profit and Loss</b>	<b>77220926</b>	<b>68751324</b>
<b>Total Reserves and Surplus</b>	<b>358432962</b>	<b>349598360</b>

## NOTES TO FINANCIAL STATEMENT FOR YEAR ENDED 31.03.2013

### 3. Long Term Borrowings

Particulars	Non Current		Current Maturities*	
	As at 31.03.2013 ₹	As at 31.03.2012 ₹	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>Secured</b>				
<b>Term loans from Banks</b>				
<b>HDFC Bank Limited</b>				
Against hypothecation of specific vehicle and repayable in 36 to 48 monthly instalments (Ranging from Rs.11020/- to Rs.84660/-) from the date of loan Inclusive of Interest ranging from 9.53% to 12.02% p.a.	776745	2733971	2406026	2289107
Against Equitable mortgage of specific building and repayable in 36 monthly instalments of Rs.208333/- from the date of loan inclusive of Interest @ 11% p.a.	0	1250000	748593	2500000
<b>Term Loan from other Parties</b>				
<b>TATA Capital Limited</b>				
Against hypothecation of specific vehicle and repayable in 36 to 48 monthly instalments of Rs.20650/- from the date of loan inclusive of interest ranging from 9.87% to 14.50% p.a.	196999	412163	215162	194257
<b>ICICI Home Finance Co Limited</b>				
Against equitable mortgage of specific building and repayable in 72 monthly instalments of Rs.82600/- from the date of loan inclusive of interest @12% p.a.	1623910	2370855	746945	662835
<b>India Bulls Housing Finance Limited</b>				
Against equitable mortgage of specific building and repayable in 36 monthly instalments of Rs.69751/- from the date of loan Inclusive of Interest @12% p.a.	0	660596	660596	710702
Against equitable mortgage of specific building and repayable in 72 monthly instalments of Rs.258843/- from the date of loan inclusive of interest @14.5% p.a.	9950426	8925757	1539711	1274243
<b>Deferred Payment Installments</b>	0	0	0	708750
<b>Haryana Urban Development Authority</b>				
Repayable in 10 half yearly instalments of Rs.354373/- from the date of allotment carrying interest @ 9% p.a. for the allotment of booth site	12548080	16353342	6317033	8339894
<b>Unsecured</b>				
<b>Public Deposits</b>				
(carrying interest @11.5% to 12% p.a. and repayable after 1to 3 years from the date of deposit	27856522	8705996	7789406	0
	27856522	8705996	7789406	0
<b>Total</b>	<b>40404602</b>	<b>25059338</b>	<b>14106439</b>	<b>8339894</b>

\*Amount of Current maturities is disclosed under the head "other current liabilities" (Refer to note no.7)



**4. Other Long Term Liabilities**

Particulars	As at 31.03.2013 ₹	As at 31.03.2012 ₹
Interest Accrued but not due on long term Public Deposits maturing after 1 year	676121	437205
Security Deposits	5309132	5099398
<b>Total</b>	<b>5985253</b>	<b>5536603</b>

**5. Short Term Borrowings**

**Secured**

Cash Credit from Banks

**HDFC Bank Limited**

(Secured by Hypothecation of Stocks of Foreign Currencies, Travellers Cheques, receivables, and all other Current Assets of Company present & future, and Personal Guarantee of Director, equitable mortgage of some specific Immovable properties of the company and its subsidiary. It is repayable on demand and carries Interest @ 10.75% to 11.75% p.a.)

161512205 156704658

**Temporary Overdraft from Bank**

**HDFC Bank Limited**

Secured by extension of equitable mortgage of the specific immovable properties belonging to the company and its subsidiary. It is repayable within 3 days and carries interest @ 11.75% p.a.

444881 480113

Total

161957086 157184771

**Unsecured**

Public Deposits

(Carrying interest @ 11% to 12% p.a. repayable on maturity within one year )

5886177 14658374

Total

5886177 14658374

**TOTAL**

**167843263** **171843145**

**6. Trade Payables**

Trade Payables

225015078 86671363

Amount of principal and interest due/paid to micro and small enterprises under MSMED Act, 2006

NIL NIL

**225015078** **86671363**

**7. Other Current Liabilities**

(a) Current maturities of long-term borrowings (Refer Note no. 3)

14106439 8339894

Interest accrued but not due on short term public deposits and on deposits maturing within one year

1181477 1424734

Unclaimed public deposits

1308493 1477015

Interest accrued and due on unclaimed public deposits

87748 152593

TDS /PF/ESI /Bonus and other statutory obligations

5148288 4523785

Unclaimed dividends

226233 147443

Unclaimed fractional Bonus share proceeds

7190 7190

Security Deposits

100000 100000

Expenses and other payables

13899070 7971320

Bank book overdrafts

3674351 3046769

**Total**

**39739289** **27190743**

**8. Short Term Provisions**

Proposed Equity Dividend

4881829 4881829

Provision for Tax on Proposed Equity Dividend

791955 791955

Provision for Taxation

3117602 4900000

**TOTAL**

**8791386** **10573784**

**9. Tangible Assets**

TANGIBLE ASSETS	Freehold Land		Leasehold land		Building		Air Conditions		Furniture and Fixtures		Office Equipments		Computers		Vehicles		Motor Taxies		Total		
	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.3.2012
Gross Block																					
At the beginning of the year	0	0	4725000	4725000	56793353	44853666	5782112	5479814	18762654	20656018	13741927	149166191	158931825	20713405	16014948	12250960	0	10957896	143211223	1340035550	
Transactions during the year	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Add: Additions	0	0	0	0	17579251	23937667	1824018	356248	10625610	661491	2931316	771329	1505662	698751	611171	3763988	0	0	3507728	9012894	
Less: Transfer to subsidiary	0	0	0	0	0	0	21100	0	18208	2489252	0	2474943	66650	4654809	0	0	0	10957896	10957896	19855710	
Less: Sale/disposal	0	0	0	0	757479	0	0	53950	26673	87993	206194	20650	31925	803518	678191	0	0	0	1700462	965511	
<b>Cost/valuation at the year end</b>	<b>0</b>	<b>0</b>	<b>4725000</b>	<b>4725000</b>	<b>65613125</b>	<b>60791353</b>	<b>7995030</b>	<b>5782112</b>	<b>29343583</b>	<b>18762654</b>	<b>15967049</b>	<b>15241927</b>	<b>17300916</b>	<b>19893829</b>	<b>15947228</b>	<b>18014948</b>	<b>0</b>	<b>0</b>	<b>1706492031</b>	<b>143211223</b>	
Accumulated Depreciation																					
At beginning of the year	0	0	0	0	2793644	2005806	2636489	2408137	7944818	8654687	5350942	6184099	11347398	14006518	4771569	3487128	0	6289945	348441860	43096320	
Add: Depreciation for the year	0	0	0	0	1201808	787938	341954	267013	1401361	1144721	843941	702924	1436261	1440160	1424973	1284441	0	0	66496598	5627097	
Less: Adjusted for assets transferred to subsidiary	0	0	0	0	0	0	10677	0	12569	1811949	0	1529813	48221	3430093	0	0	0	6289945	71467	13061794	
Less: Adjusted on sale/disposal	0	0	0	0	21683	0	0	38161	24031	42647	54561	6268	31925	668247	2899556	0	0	0	421156	756823	
Depreciation at year end	0	0	0	0	3973769	2793644	2957786	2636489	9309579	7944818	6139722	5305042	12703513	11347398	5907586	4771569	0	0	410019395	34844860	
<b>Net Block</b>	<b>0</b>	<b>0</b>	<b>4725000</b>	<b>4725000</b>	<b>61689356</b>	<b>57954669</b>	<b>4617264</b>	<b>3145623</b>	<b>20094005</b>	<b>10817896</b>	<b>8827327</b>	<b>7890865</b>	<b>4997404</b>	<b>4546481</b>	<b>10009746</b>	<b>13243779</b>	<b>0</b>	<b>0</b>	<b>139490096</b>	<b>108366589</b>	

**10. Intangible Assets**

INTANGIBLE ASSETS	Computer Software	
	31.03.2013	31.3.2012
Gross Block	₹	₹
At beginning of the year	2957104	2957104
Transactions during the year		
Add: Additions	750203	
Cost/valuation as at the year end	3707307	2957104
Depreciation		
At beginning of the year	2019497	1620429
Add: Depreciation for the year	477185	399068
Depreciation at year end	2496682	2019497
Net Block	1210625	937607

(A) Company revalued all its land and building on 01.10.2010 at the fair value based on the reports of independent valuers. The Valuers determined fair value based on active market prices, adjusted for any difference in the nature, location or condition of the specific property. The historical cost (net of accumulated depreciation)/valuation of these land and building was Rs.16484567 and Rs.13669682 respectively and the fair value determined was Rs.206229575 and Rs.51968927 respectively. This resulted into creation of revaluation reserve of Rs.226044253. These land and building were transferred to Wholly Owned Subsidiary at fair values determined during financial year 2010-11 and consequently revaluation reserve was appropriately adjusted.

(B) In view of long term lease no write off for land is considered necessary.

(C) Land for Rs.4725000 (Previous year Rs.4725000), building for Rs.42050680 (Previous year 42050680), vehicle for Rs.10368796 (Previous year Rs.10368796) are hypothecated/mortgaged to the lenders or are under deferred payment obligation. Buildings costing Rs.53358892 (Previous year Rs.53358892) are mortgaged for collaterally securing working capital facilities from HDFC Bank.

(D) There was no impairment/revaluation during the year.

(E) Computer purchase from wholly owned subsidiary company Ritco Travels & Tours Private Limited of Rs.45600/-.

Notes to financial statements for the year ended 31st march, 2013

**11. Non Current Investments**

Name of body corporate Unquoted Equity instruments At Cost, Non Trade	Face Value	No. of shares		Amount	
		As at 31.3.2013	As at 31.3.2013	As at 31.3.2012	As at 31.3.2012
Fully Paid up			₹		₹
<b>Investment in subsidiaries</b>					
1.Transcorp Estates Private Limited	10	1000000	285220000	1000000	285220000
2.Ritco Travels and Tours Private Limited	10	1000000	199000000	1000000	199000000
			<b>305120000</b>		<b>305120000</b>
<b>Quoted Equity Instruments</b>					
<b>At Cost, Non Trade, Fully paid up</b>					
Axis Bank Ltd.	10	1500	122198	1500	122198
Larsen and Toubro Ltd.	2	2000	23097	2000	23097
Ultra Tech Cement Ltd.	10	400	207869	400	207869
Biocon Ltd.	10	3000	712451	3000	712451
TCS Ltd.	1	1600	468218	1600	468218
Dr. Reddy Laboratories Ltd.	5	1200	299190	1200	299190
Reliance Industries Limited	10	750	467700	750	467700
HT Media Limited	2	3015	293183	3015	293183
			<b>2593906</b>		<b>2593906</b>
<b>Debentures(Quoted)</b>					
9.25 non convertible bonus debentures of Dr. Reddy laboratories Ltd.24March,2014	5	7800	0	7800	0
<b>TOTAL INVESTMENTS</b>			<b>307713906</b>		<b>307713906</b>
<b>Aggregate amount of market value of quoted shares</b>			<b>11783049</b>	<b>10632046</b>	
There was no diminution in value of investments as at the end of year					

**12. Long Term Loans And Advances**

	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>Unsecured, considered good</b>		
Advance recoverable in cash or in kind for value to be received or pending adjustments	13043917	14209899
Capital Advances	252690	411000
Security Deposits	2418489	2515107
Loan to employees	41596	8345
ITDS refundable/adjustable	8489891	5130811
Prepaid expenses	1079682	121559
<b>Total</b>	<b>25326265</b>	<b>22396721</b>

**13. Other Non Current Assets**

	As at 31.03.2013	As at 31.03.2012
<b>Unsecured, considered good</b>		
Trade receivables - outstanding for a period exceeding six months from the date they are due for payment	16506134	16831306
Other bank balances (Refer to Note no 16)	6854566	6680980
Interest accrued on fixed deposits	431524	234815
<b>Total</b>	<b>23792224</b>	<b>23747101</b>

## 14. Inventories

At cost or market value which ever is lower

### Traded Goods

Foreign Currencies	9700176	8830844
Paid Documents	312896	650944
<b>Total</b>	<b>10013072</b>	<b>9481788</b>

## 15. Trade Receivables

### Unsecured, Considered good

outstanding for a period exceeding six months from the date they are due for payment

Others

**Total**

0	0
282515866	134553058

**282515866**      **134553058**

## 16. Cash And Bank Balances

Cash and cash equivalents	Current		Non Current*	
	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012
	₹	₹	₹	₹
Balance with banks:				
on Current accounts	40140168	54162630	0	0
on unclaimed dividend accounts	226234	147443	0	0
on unclaimed fractional share proceeds account	7190	7190	0	0
Cheques/drafts In hand	4841041	1215420	0	0
Cash on hand	18213410	19752030	0	0
	<b>63428044</b>	<b>75284713</b>	<b>0</b>	<b>0</b>
Fixed deposits with maturity up to 12 months	126890	0		
<b>Total</b>	<b>63554933</b>	<b>75284713</b>		
<b>Other bank balances</b>	0	0	2488673	2488673
Deposits with original maturity for more than 12 months	0	0	4365893	4192307
Margin money deposits/encumbered deposits	0	0	6854566	6680980
<b>Total</b>	<b>63554933</b>	<b>75284713</b>	<b>6854566</b>	<b>6680980</b>

\* Amount of non current balances is disclosed under non current assets  
( Refer to note no. 13 )

## 17. Short Term Loans And Advances

### Unsecured, considered good

Advances recoverable in cash or in kind or for value to be received or pending adjustments

Loans and advances to body corporates and others

Loans and advances to related parties - Subsidiary companies

Advance Income Tax/ITDS

Service Tax Refundable/Adjustable

Prepaid expenses

Loans to employees

Security Deposits

**Total**

10656094	4586272
3500000	8605123
26715639	24625288
4343683	4008986
0	92707
1884881	1880427
200923	384076
2578565	1683125
<b>49879785</b>	<b>45866004</b>

## 18. Other Current Assets

### Unsecured, considered good

Interest Accrued on Fixed Deposits Into bank

**Total**

4120	0
<b>4120</b>	<b>0</b>

Particulars	For The Year 2012-13 ₹	Previous Year 2011-12 ₹
<b>19. Revenue From Operations</b>		
Sale of Products – Traded goods	6332785836	6429595409
Sales of Services	353671720	317026089
Other Operating revenue	708240	2729716
	<b>6687165796</b>	<b>6749351214</b>
<b>Details of Products sold</b>		
Currency	5496380135	5224188079
Traveller cheques/Cards	661000740	917874584
Paid Documents	175404961	287532746
	<b>6332785836</b>	<b>6429595409</b>
<b>Details of Services rendered</b>		
Money Transfer services	342506032	306926121
Others	11165688	10099968
	<b>353671720</b>	<b>317026089</b>
<b>Details of Other operating revenue</b>		
Unspent liabilities written back	351066	2369226
Delivery charges	343853	237182
Others	13321	123308
	<b>708240</b>	<b>2729716</b>
<b>20. Other Income</b>		
Interest Income		
- on bank deposits	386127	362827
- on current and non current loans and advances	2859798	2383299
- on current loans and advances to subsidiaries	405803	179352
Dividend from long term investments	142889	117293
Profit on sale of fixed assets	51900	49605
Other non operating income		
- Rent received	535000	180000
- Others	414332	174862
	<b>4795849</b>	<b>3447238</b>
Less: Expenses directly attributable to other non operating income		
- Rates and Taxes	58045	0
	<b>4737804</b>	<b>3447238</b>
<b>21. Purchase of stock in trade- traded goods</b>		
Foreign currency	5463991635	5177361668
Travellers cheques/ Cards	654357983	908474091
Paid Documents	172973179	283051687
	<b>6291322797</b>	<b>6368887446</b>
<b>22. (Increase)/ Decrease In Inventories of stock In trade</b>		
<b>Inventory at the end of year</b>		
- Foreign Currency	9700176	8830844
- Paid Documents	312896	650944
	<b>10013072</b>	<b>9481788</b>
<b>Inventory at the beginning of the year</b>		
- Foreign Currency	8830844	20153822
- Paid Documents	650944	948553
<b>Total</b>	<b>-531284</b>	<b>11620587</b>

Particulars	For The Year 2012-13 ₹	Previous Year 2011-12 ₹
<b>23. Employee Benefits Expenses</b>		
Salaries, allowances and bonus	79502061	70470831
Contribution to provident funds	4294319	5109980
Gratuity Expenses	1381825	1563419
staff recruitment and training	1465463	2127862
Staff Welfare expenses	3550067	1940056
<b>Total</b>	<b>90193735</b>	<b>81212148</b>
<b>24. Finance Cost</b>		
interest	30898148	30430592
Other borrowing costs	544502	391305
<b>Total</b>	<b>31442650</b>	<b>30821897</b>
<b>25. Depreciation</b>		
on Tangible assets	6649698	5627097
on Intangible assets	477185	399068
<b>Total</b>	<b>7126883</b>	<b>6026165</b>
<b>26. Other Expenses</b>		
Rent	15725251	14372899
Repairs to buildings	14872	13522
Repairs and maintenance	24803317	22378951
Insurance	2410809	1912440
Rates and Taxes	343670	352472
Electricity and Water Expenses	2992238	2837583
Printing and Stationery	5619215	7204918
Travelling & conveyance	19306578	17760784
Communication and postage costs	6840264	7630862
Legal and Professional expenses	3480097	2351338
Directors sitting fees	222248	120000
Remuneration to non executive directors	190022	231457
Payment to Auditors		
Audit fee	460000	460000
Tax audit fee	50000	50000
- for taxation matters	50000	50000
- for other matters	40000	40000
- for service tax	74160	0
Loss on derivative contracts	81690	81325
Bad Debts written off	800766	1083914
Loss on sale of fixed Assets	550592	42322
Bank Charges	1283745	1274344
Exchange difference(Net)	33040	414816
Miscellaneous Expenses	518758	1497736
Contribution for scientific research and social welfare	228500	300000
Freight Charges	1107905	460425
Service tax	1207998	0
Commission/Service Charges	146976590	130177251
<b>Total</b>	<b>235412325</b>	<b>213099359</b>

**27. Explanatory information****1. Contingent Liability:**

- a. Corporate Guarantee given being co-applicant for following facilities taken by Wholly Owned Subsidiary Company named Ritco Travels and Tours Private Limited:-
  - i. Bank Guarantee: ₹ 20,00,000/- (as on 31.03.2012: ₹ 20,00,000/-)
  - ii. Over Draft Facility: ₹ 1,25,00,000/- (as on 31.03.2012: ₹ 1,25,00,000/-)
  - iii. Co-applicant in Loan Applications: ₹ 35,75,000/- (as on 31.03.2012: ₹ 35,75,000/-)
  - iv. Term Loan: ₹ 2,24,00,000/- (Previous Year: ₹NIL)
- b. Amounts disputed in appeals, with Income Tax and other Govt. departments ₹4293821/- plus consequential Interest (as on 31.03.2012 ₹35,21,370/-)
- c. Notice of demand from Commissioner of Central Excise (Adjn.) towards Service Tax ₹2.96 Crore, towards Penalty: ₹2.96 Crores and towards additional penalty of ₹1.000/- plus Interest. In view of the fact that similar case of another principal agent has been disposed in the favour of the principal agent vide Final Order no. ST/A/699/2012-CU[DB].Stay/MISC Order No. and dated 21.11.2012 by Central Excise & Service Tax Appellate Tribunal, no provision is made.
- d. Notice of demand from Income Tax Department Alwar, in respect of TDS discrepancies]

Amount in ₹)

S. No.	Relevant A.Y.	Demand
1	2011-2012	243953
2	2011-2012	432758
3	2011-2012	187720
4	2012-2013	20539
5	2012-2013	117996
6	2012-2013	67697
	Total	1070663

As Company has taken/will take all required corrective action, no provision is made.

2. Capital Commitment related to electric automation of Building is ₹ 463436/- (out of which advance paid ₹ 234350/-) (as on 31.03.2012: ₹447000/-) and for Software Study: NIL (as on 31.03.2012: ₹311000/-)
3. Short Term Loan and advances Include--Loans due from M/s Boruka Investment Limited 'NIL (as on 31.03.2011 ₹NIL), which is covered under the same management within the meaning of sub section (1B) of Section of 370 of the Companies Act, 1956. Maximum amount due during the year ₹27985000/- (for previous year ended on 31.03.2012 ₹16530000/-).

**4. Earnings per share (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computations

Particulars	31.03.2013	31.03.2012
Profit/(loss) after tax (in ₹)	14508386	17016595
Weighted average number of equity shares in calculating basic EPS	4068191	4068191
Weighted average number of equity shares in calculating diluted EPS	4068191	4068191

**5. Related Party disclosures****1. Associates/Investing Party**

- Transcorp Enterprises Limited
- TCI Boruka Projects Ltd.
- Boruka Investment Ltd.

**2. Enterprise over which relatives of person having significant influence is able to exercise significant influence :**

- Rama Craft Pvt. Ltd.
- Gad Limited

- TCI Industries Limited
  - Transport Corporation of India Limited
  - ABC India Limited
  - Bhoruka Power Corporation Limited / Bhoruka Aluminum Limited
  - TCI International Limited
3. **Key Management Personnel and person having significant influence**
- Mr. Ashok Kumar Agarwal
  - Mr. Amitava Ghosh
4. **Relatives of Key management personnel and person having significant influence:**
- Mrs. Manisha Agarwal
  - Mrs. Avani Kanoi
  - Mr. Ayan Agarwal
  - Mr. D.P. Agarwal
  - Mr. M.K. Agarwal
  - Mr. S.N. Agarwal
  - Mr. Anand Agarwal
  - Miss. Polumi Ghosh
5. **Concern over which key management person or their relatives is having significant influence:**
- Ayan Fintrade Pvt. Ltd.
  - TCI Infrastructure Finance Limited
6. **Wholly Owned Subsidiary Companies:**
- Transcorp Estates Private Limited
  - Ritco Travels and Tours Private Limited

Transaction with the above related parties for the year ended 31<sup>st</sup> March 2013 are as follows:-

**A. Sale and purchase of Products and services**

(Amount in ₹)

S. No.	Particulars	Associates/ Investing party		Enterprise over which relative of person having significant influence is able to exercise significant influence		Key Management Personnel and person having significant influence		Relative of person having significant influence		Concern over which key managerial person having significant influence		Subsidiary Company		Total	
		2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
1	Sale/purchase of Products & Services rendered	9166820	0	3274500	13879000	0	0	1482500	331619	0	0	837970	422640	13427540	14633259
2	Services taken	0	0	4476115	3807515	0	0	288000	228000	0	0	18885531	7442331	23649646	11477846

**B. Loans given and repayment thereof (Associates/Investing Party)**

S. No.	Particulars	Loans given		Repayment		Interest accrued		Amount owned by related party (Receivable)	
		31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12
1.	Loans given and repayment thereof	86375000	16530000	86375000	16530000	0.00	0.00	0.00	0.00



**C. Loans taken and repayment thereof (Associates/Investing Party)**

(Amount in ₹)

S. No.	Particulars	Loans taken		Repayment		Interest accrued		Amount owned by related party (Payables)	
		31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12
1.	Loans taken and repayment thereof	7400000	29410000	7400000	29410000	0	812429	0.00	0.00

**D. Loans and advances in the nature of loans given to subsidiaries**

(Amount in ₹)

Particulars	Ritco Travels and Tours Pvt. Ltd.		Transcorp Estates Pvt. Ltd.	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Balance at the end of accounting year	26323879	21958234	391760	2667054
Maximum amount outstanding	31495495	21958234	6593002	2667054
repayable on demand	26323879	21958234	391760	2667054

**E. Remuneration of Key Managerial Person**

S. No.	Name of Key Managerial Person	Details	For the year ended 31.03.2013 (Amount in ₹)	For the year ended 31.03.2012 (Amount in ₹)
1	Mr. Ashok Kumar Agarwal, Director	Commission for the year 2011-12 paid during the year	173593	0.00
2	Mr. Amitava Ghosh, Executive Director	Salary/Remuneration	2260152	2352946

## F. Other transactions

(Amount In ₹)

S.No.	Particulars	Associates /Investing party		Enterprise over which relative of person having significant influence is able to exercise significant influence		Key Management Personnel and person having significant influence		Relative of person having significant influence		Concern over which key managerial person having significant influence		Subsidiary Company		Total	
		2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
1	Interest Earned	1751389	0	0	0	0	0	0	0	0	0	405802	0	2157191	0
2	Interest Paid	0	812429	0	0	0	0	0	0	0	0	0	179352	0	991781
3	Guarantees Given	0	0	0	0	0	0	0	0	0	0	40475000	18075000	40475000	18075000
4	Salary/Commission/Fee	0	0	0	0	2433745	2352946	3306996	3081000	0	0	0	0	5740741	5433946
5	Rent Expenses/Deposit on Rent	0	0	0	0	0	0	2970000	3087000	528000	600000	570119	649847	4068119	4336847
6	Rent/ Other Recovery	0	0	0	0	0	0	0	0	0	21376	490000	661000	490000	682376
7	Expenses Recovered/Shared	45000	33663	611985	263000	0	0	240000	240000	5575	0	1527141	1336266	2429701	1872929
8	Purchase of Fixed Assets	5890597	12302000	0	0	0	0	0	0	0	0	45800	0	5936397	12302000
9	Security Deposit given/Transferred	615100	0	0	0	0	0	0	0	0	0	72600	643200	687700	643200
10	Investment made	0	0	0	0	0	0	0	0	0	0	0	19800000	0	19800000
11	Fixed Assets Sold/Transferred	0	0	0	0	0	0	0	0	0	0	34491	433279	34491	433279
12	Advances Transferred	0	0	0	0	0	0	0	0	0	0	0	437353	0	437353
	OUTSTANDING			0											
1	Receivables	0	0	0	164000	0	0	0	0	0	0	0	0	0	164000
2	Guarantees Given	0	0	0	0	0	0	0	0	0	0	40475000	18075000	40475000	18075000
3	Deposit given	615100	0	120000	120000	0	0	675000	675000	0	0	72600	0	1482700	795000

6. Sundry debtors includes certain parties, against whom proceedings are pending in the Court of Law Under Section 138 of the Negotiable Instruments Act 1881 being on account of dishonor of cheques and under C.P.C., for which remedy is available under the said Act, and consequently have been considered good by the management.
7. Sundry Creditors, Advances, Debtors and some bank balances are subject to confirmation/reconciliation. Branch and Head Office balance are at different stages of reconciliation. Management expects no major impact of same on financial statements.
8. Derivative instruments and unhedged foreign currency exposure at the end of accounting year  
**Derivative Instruments: NIL**  
**Unhedged foreign currency exposure:**  
**(a) Issuer liability (Net of receivables)**

S. No.	Currency	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	Canadian Dollar	23700	1259751	9900	504529
2	EURO	11031	728750	36918	2506917
3	GBP	14012	1152050	9130	743296
4	USD	213857	11615515	164463	8368701
5	SGD	12599	542512	1500	60701
6	AUD	4836	273570	-	-
7	CHF	2000	114920	-	-
8	AED	12500	184849	-	-
9	JPY	169000	98561	-	-
10	SAR	20600	298372	-	-
	Total	-	16268851	-	12184144

**(b) Trade receivable**

S. No.	Particulars	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	USD	5981916	259705916	2402564	122247925

**(c) Security deposits received**

S. No.	Particulars	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	USD	80000	4321600	80000	4071200

**(d) Bank deposits in foreign currency including interest accrued**

S. No.	Particulars	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	USD	62079	3353483	60421	3074220

**(e) Inventory of foreign currency and paid documents.**

Currency	As on 31.03.2013		As on 31.03.2012	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
USD	93237	5036528	96388	4879461
GBP	7673	630265	7494	606999
EUR	23556	1631943	25020	1690301
JPY	2115000	1206998	908500	552331
SGD	5469	236953	6174	247302
AUD	1525	85647	8010	418444
HKD	262	1814	12762	82787
NZD	430	19356	1000	41152
AED	8825	129147	7140	97918
KWD	10	1886	4	680
CHF	1090	61739	1200	67048
CAD	1270	67274	875	44251
LKR	0	0	9600	3909
QAR	822	12136	112	1551
SCP	100	8173	21	1692
THB	20560	37804	120730	197810
BHD	0	0	2	200

Currency	As on 31.03.2013		As on 31.03.2012	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
DKK	5050	46801	1950	17655
OMR	79	11034	25	3266
CNY	1051	9096	2366	18928
SAR	13841	198377	1715	23036
SEK	720	5933	0	0
MYR	31648	550125	17936	294938
ZAR	3990	23248	25590	168282
TWD	0	0	100	171
EGP	15	119	25	208
KRW	14000	678	1000	45
MVR	0	0	2670	8789
<b>Total</b>		<b>10013072</b>		<b>9468524</b>

**9. Expenditure in foreign currency (accrual basis)**

Amount (in ₹)

S. No.	Particulars	31.03.2013	31.03.2012
1	Travelling Expenses	1231770	785747
2	Membership fee	0	488780
3	Transaction fee	0	142360

**10. Earning in Foreign Currency (accrual basis)**

(Amount in ₹)

S. No.	Particulars	31.03.2012	31.03.2011
1	Commission and allied Income	295657684	271828508

**11. Employee Benefits:-**

For gratuity company has obtained the scheme managed by LIC. As required by AS-15 "Employee Benefits" issued by the Institute of Chartered Accountant of India, the following disclosures have been made as per the information provided by LIC.

**Gratuity:-**

Gratuity Report under AS-15 (Revised 2005) for the year ended 31.03.2013 in respect of employees group gratuity trust for Policy No. 313910

S. No.	Description	Details	
		As on 31 <sup>st</sup> March 2013	As on 31 <sup>st</sup> March 2012
<b>1.</b>	<b>Assumption</b>		
<b>A.</b>	<b>Discount Rate</b>	8.00%	8.00%
<b>B.</b>	<b>Salary Escalation</b>	7.00%	7.00%
<b>C.</b>	<b>Mortality Rate</b>	LIC (1994-96) ultimate	
<b>D.</b>	<b>Withdrawal Rate</b>	1% to 3% depending on age	
<b>2</b>	<b>Table showing changes in present value of obligation As on 31.03.2013</b>		
		As on 31 <sup>st</sup> March 2013	As on 31 <sup>st</sup> March 2012
	Present value of obligations as at beginning of year	6410455.00	5159308.00
	Interest Cost	512836.00	412745.00
	Current Service Cost	997651.00	1275843.00
	Benefits Paid	(621982.00)	(811572)
	Actuarial (gain)/loss on obligations	578633.00	374131.00
	Present value of obligations as at end of year	7877593.00	6410455.00

<b>3</b>	<b>Table showing changes in the fair value of plan assets As on 31.03.2013</b>		
	Fair value of plan assets at beginning of year	8082834.00	6880873.00
	Expected return on plan assets	720268.00	565696.00
	Contributions	1722514.00	1447837.00
	Benefits paid	(621982)	(811572)
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair value of plan assets at the end of year	9903634.00	8082834.00
<b>4</b>	<b>Table showing fair value of plan assets</b>		
	Fair value of plan assets at beginning of year	8082834.00	6880873.00
	Actual return on plan assets	720268.00	565696.00
	Contributions	1722514.00	1447837.00
	Benefits paid	(621982)	(811572)
	Fair value of plan assets at the end of year	9903634.00	8082834.00
	Funded status	2026041.00	1672379.00
	Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	NIL	NIL
<b>5</b>	<b>Actuarial Gain/Loss recognized As on 31.03.2013</b>		
	Actuarial (gain)/ loss on obligations	(578633.00)	(374131)
	Actuarial (gain)/ loss for the year-plan assets	NIL	NIL
	Actuarial (gain)/ loss on obligations	578633.00	374131.00
	Actuarial (gain)/ loss recognized in the year	578633.00	374131.00
<b>6</b>	<b>The Amounts to be recognized in the balance sheet and statements of profit and loss</b>		
	Present value of obligations as at the end of year	7877593.00	6410455.00
	Fair value of planned assets as at the end of year	9903634.00	8082834.00
	Funded status	2026041.00	1672379.00
	Net Actuarial (gain)/loss recognized in the year	2026041.00	1672379
	Net Assets/(Liability) recognized in the balance sheet	2026041.00	(1672379)
<b>7</b>	<b>Expense Recognized in the statement of Profit and Loss</b>		
	Current Service Cost	997651.00	1275843
	Interest Cost	512836.00	412745
	Expected return on plan assets	(720268.00)	(565696)
	Net Actuarial (gain)/Loss recognized in the year	578633.00	374131
	Expenses recognized in statement of Profit and Loss	1368852.00	1497023

12. Major component of deferred tax liability is on account of timing difference of depreciation.
13. a) w.e.f. 1<sup>st</sup> April 2011, travel division named Ritco Travels and Car Rental Division named Wheels Rent A Car was transferred to Wholly Owned Subsidiary named Ritco Travels and Tours Pvt. Ltd. and consequent upon the same there is only one segment in the company viz., Foreign Exchange and Money Transfer.  
b) The Company is engaged in business in India only, which in the context of Accounting Standard -17 "Segment Reporting" issued by Institute of Chartered Accountants of India is considered the only Geographical segment.
14. Foreign Currency transactions relating to monetary assets and liabilities as at year end translated as per accounting policy no. 10, resulted in net gain of ₹36254.116/- (Previous year net gain ₹42014187/-) which has been accounted under relevant heads in the Profit and Loss Account.
15. Previous year's figures have been regrouped, rearranged or recasted wherever considered necessary.
16. In the opinion of management all current and fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
17. Commission payable to Non-Executive Directors has been accounted for @ 1% of Net Profits as computed u/s 349 & 350 of Companies Act, 1956 as Company's application for approval of higher percentage i.e. 10% is still pending with Central Government.

## 28. Summary of Significant Accounting Policies

### 1. Basis of Preparation of Accounts

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India and comply in all material respects with the accounting standards notified under the Companies (Accounting standards) Rules, 2006 as amended and the relevant provisions of Companies Act, 1956. The financial statements have been prepared on accrual basis and under the historical cost convention excepting revalued assets.

### 2. Recognition of Income/Expenditure

Income and Expenditure is recognized on accrual basis of accounting.

Revenue from sale of traded goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery. Revenue from services is recognized on rendering the services.

### 3. Fixed Assets and Depreciation

- A. Fixed assets are stated at cost, net of accumulated depreciation. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure is added to book value only if it increases the future benefits from the existing asset. In case of revaluation at fair value, revaluation surplus is credited to revaluation reserve. On disposal/transfer/derecognition of the fixed assets, difference between net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss.

- B. Depreciation on fixed assets is calculated on the straight line basis using the rates prescribed in Schedule XIV to the Companies Act, 1956. Assets costing upto Rs. 5000/- are written off on pro-rata basis in the year of acquisition. However depreciation on account of appreciation upon revaluation is adjusted by transfer from revaluation reserve.
- 4. Inventory Valuation**  
Stock in trade is valued at lower of cost and net realisable value. As company's stock in trade comprise of foreign currencies and paid documents, net realisable value is calculated using exchange rate prevailing at the end of accounting year.
- 5. Investments**  
Long term investments are stated at cost. Provision for diminution in the value of long term investments is made if, in the opinion of the management, such decline is not temporary in nature.
- 6. Taxation:**
- (A). The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.
- (B). Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.
- (C). Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are reviewed at each balance sheet date to reassure the realization.
- (D). Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.
- (E). Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit & loss as current tax. MAT credit available is recognized as an asset only to the extent, there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.
- 7. Dividend Income :**  
Dividend on investment is accounted for as and when the right to receive the same is established.
- 8. Proposed Dividend:**  
Dividend as proposed by the Board of Directors is provided in the books of account, pending approval at the Annual General Meeting.
- 9. Employees Benefits :**
- (a) Short term employees benefits like salaries and various incentives are recognized as expenses in the year of their becoming due and payable.
- (b) Long term benefits which are in the nature of defined benefits obligation, in respect of
- (1) Gratuity liability as per actuarial valuation is recognized at the end of each reporting year in the statement of financial position based on the present value of the defined benefits obligation using Projected Unit Credit Method.
- (2) The Provident Fund is funded through Provident Fund Trust and Company's contribution is charged to statement of profit and loss each year.
- 10. Foreign Currency Transactions:**  
The purchase and sale of foreign currencies and paid documents are recorded at the exchange rate prevailing at the time of transaction. Foreign currencies and Encashed Travelers Cheques (ETCs) at the year end are treated as closing stock, and in accordance with Accounting Standard—11 Accounting for the effects of changes in foreign exchange rates), issued by The Institute Of Chartered Accountants Of India are valued at the closing market rate, which is the general buying rate at the year end.  
Current Liabilities in foreign currencies at close of year are converted at the closing settlement rate, on the date of the Balance Sheet. Receivables/payables in foreign currencies are converted at the closing market rate at the year end. Exchange differences, if any, arising from rate fluctuation are dealt with in the Statement of Profit and Loss except in cases where these relate to the acquisition of fixed assets, in which case these are adjusted to the carrying cost of such assets.
- 11. Contingent liabilities and Provisions :** The Company does not recognize a contingent liability but disclose its existence in the financial statements. A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

As per our annexed report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013  
Place : New Delhi

**Accounts of Wholly Owned Subsidiaries- TRANSCORP ESTATES PRIVATE LIMITED****AUDITORS' REPORT**

TO THE MEMBERS OF TRANSCORP ESTATES PRIVATE LIMITED

**Report on The Financial Statements**

We have audited the accompanying financial statements of **TRANSCORP ESTATES PRIVATE LIMITED** which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013, and the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditor's Responsibility**

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

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

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

**Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2013.
- b) In the case of the Profit & Loss Account, of the profit/loss for the year ended on that date; and
- c) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

**Report on Other Legal and regulatory Requirements**

1. As required by the Companies (Auditors Report) order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that;
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on 31<sup>st</sup> March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

**Anand Prakash Jain**  
Proprietor  
M. No.: 071045

Place: Jaipur  
Dated: 24<sup>th</sup> April, 2013

## TRANSCORP ESTATES PRIVATE LIMITED ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Auditors Report of even date on the accounts of Transcorp Estates Private Limited, for the year ended 31<sup>st</sup> March, 2013)

- I) a) The Company is maintaining proper records of fixed assets showing full particulars including quantitative details and situations thereof.
  - b) As per information given to us the assets are physically verified by the management once a year, which in our opinion is reasonable. No material discrepancies were noticed on such verification carried out during the year.
  - c) No substantial part of fixed assets have been disposed off during the year which would have effected going concern assumption.
- II) Company having no inventory, question of physical verification at reasonable intervals by the management, adequacy of procedures in relation to the size of Company and nature of its business, maintenance of proper records of inventory and properly dealing with discrepancies noticed on physical verification in the books of accounts, does not arise.
- III) a) Company has granted unsecured loans to companies covered in the register maintained under section 301 of the Companies Act, 1956. Number of parties and maximum amount involved was 1 & Rs. 4796545/- respectively. Balance at year end was Rs. NIL.
  - b) Rates of interest and other terms and conditions of loans given by the Company, secured or unsecured, are not prima facie prejudicial to the interest of company; and
  - c) Receipt of principal and interest is also regular wherever stipulated;
  - d) There was no over due amount and consequently question of taking reasonable steps for recovery of principal and interest when overdue amount is more than Rs. One Lac does not arise.
  - e) According to the information and explanations given to us, the Company has during the year taken unsecured loan, from companies, covered in the register maintained under Section 301 of the Companies Act, 1956, in addition to holding company. No. of parties and maximum amount involved is one & Rs. 4900000/- respectively with year end balance Rs. 4848475/-. Maximum amount involved from holding company was Rs. 6593002/- with year end balance Rs. 391760/-.
  - f) Rate of interest and other terms & conditions of loans taken by the Company, secured or unsecured are not prima facie prejudicial to the interest of the Company and payment of principal amount and interest is also regular wherever stipulated.
- IV) There are generally adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and supply of services. During the course of our audit, no continuing failure to correct major weakness in internal control system has been noticed.
- V) The company has entered particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 in the register required to be maintained under that section and for transactions, the value of which exceeds Rupees five lacs in respect of any party during the period have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- VI) Company has not accepted deposits from public during the year. No order was passed by company law Board, or National Company Law Tribunal or Reserve Bank of India or under any Court or any other tribunal and hence question of its compliance does not arise.
- VII) The Company has an In-house internal audit system, which in our opinion is commensurate with the size of the Company and the nature of its business.
- VIII) According to the information given to us, the Central Government has not prescribed maintenance of cost records in relation to the activities of the company under Section 209 (1) (d) of the Companies Act, 1956.
  - a) On the basis of the records produced to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues, as is applicable to it. To the best of our knowledge and according to the information and explanations given to us, there were no material arrears of undisputed outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they become payable.
  - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, wealth tax, service tax, custom duty, excise duty, and cess as may be applicable which have not been deposited on account of any dispute.
- X) The Company has no brought forward losses and has not incurred any cash losses during the year covered by our audit and in the immediately preceding financial year.
- XI) In our opinion the company has not defaulted in repayment of dues to a financial institution or bank.
- XII) On the basis of verification of the accounts and records maintained by the company and as per explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII) The company is not a chit fund company.
- XIV) In respect of dealing in shares, securities, debentures & other investments proper records have been maintained of the transactions and contracts and timely entries have been made therein. Shares, securities, debentures & other investments as may be applicable have been held by the Company in its own name.
- XV) On the basis of information and explanations given, the Company has not given any guarantee for loans taken by others from bank or financial institutions. However specific immovable property received from holding company are equitably mortgaged to banks/ financial institutions as security for fund/non fund based, facilities provided by them to holding company.
- XVI) In our opinion, the term loans have been applied for the purpose for which they were raised.



**TRANSCORP ESTATES PRIVATE LIMITED**

- xvii) According to various records examined by us, on an overall basis, funds raised on short term basis have prima facie, not been used during the year for long term investment.
- xviii) According to the information and explanations given to us, the company has not during the year made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956, and consequently question of issuing shares at a price prejudicial to the interests of the Company does not arise.
- xix) The company has not issued any debentures during the year covered by our audit report, hence question of creation of security or charge for the same does not arise.
- xx) The company has not raised any money by public issue during the year by our audit report, hence question of disclosure of end use of money raised does not arise.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year

As per our annexed report of even date

**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

Date: 24<sup>th</sup> April 2013  
Place : Jalpur

**TRANSCORP ESTATES PRIVATE LIMITED****BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2013**

Particulars	Note No.	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	10000000	10000000
(b) Reserves and surplus	2	279946141	277983806
<b>II. CURRENT LIABILITIES</b>			
a) Short Term Borrowings	3	5240335	2667054
b) Other current liabilities	4	2019327	1815706
c) Short Term provisions	5	99800	176525
<b>TOTAL</b>		<b>297305603</b>	<b>292643091</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
Tangible assets	6	256135488	256986533
Capital work in progress		1095160	0
(b) Non-current investments	7	23709114	23709114
(c) Long-term loans and advances	8	15723688	7386188
<b>2 Current assets</b>			
(a) Trade receivables	9	244315	693072
(b) Cash and cash equivalents	10	85616	176639
(c) Short-term loans and advances	11	312222	3691545
<b>TOTAL</b>		<b>297305603</b>	<b>292643091</b>

Other Explanatory information - Note No. 17

Summary of Significant Accounting Policies and practices - Note No. 18

The accompanying note 1 to 18 are an intergal part of the Financial statements

As per our report of even date

**For Anand Jain & Co.**

Chartered Accountants

FRN: 001857C

FOR & ON BEHALF OF BOARD OF DIRECTORS OF

TRANSCORP ESTATES PRIVATE LIMITED

**Anand Prakash Jain**

Proprietor

M.No. 071045

**Soumya Dutta**

Director

**Ram Narayan Dewanda**

Director

Date: 24<sup>th</sup> April 2013

Place : Jaipur

**TRANSCORP ESTATES PRIVATE LIMITED**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2013**

Particulars	Note No.	For the year 2012-13 ₹	For the year 2011-12 ₹
I. Revenue from operations	12	5579700	5529877
Rent Received			
II. Other income	13	299170	185050
<b>III. Total Revenue (I + II)</b>		<b>5878870</b>	<b>5714927</b>
<b>IV. Expenses:</b>			
Employee benefits expense	14	1296856	1257749
Depreciation and amortization expense	6	851045	848383
Finance Cost	15	429100	179352
Other expenses	16	649484	998960
<b>Total expenses</b>		<b>3226485</b>	<b>3284444</b>
<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>2652385</b>	<b>2430483</b>
VI. Exceptional items		0	0
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>2652385</b>	<b>2430483</b>
VIII. Extraordinary items		0	0
<b>IX. Profit before tax (VII- VIII)</b>		<b>2652385</b>	<b>2430483</b>
X Tax expense:			
(1) Current tax		673140	683000
(2) Deferred tax			
(3) Income tax for earlier year		16910	9888
<b>Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>1962335</b>	<b>1737595</b>
XII Profit/(loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>0</b>	<b>0</b>
<b>XIV Profit (Loss) for the period (XI + XIV)</b>		<b>1962335</b>	<b>1737595</b>
<b>XV Earnings per equity share:</b>			
(1) Basic		1.96	1.74
(2) Diluted		1.96	1.74
(3) Weighted/average number of Equity shares		1000000	1000000
(4) Nominal Value per equity shares		10	10

Other Explanatory information - Note No. 17

Summary of Significant Accounting Policies and practices - Note No. 18

The accompanying note 1 to 18 are an Integral part of the Financial statements

As per our report of even date

**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

FOR & ON BEHALF OF BOARD OF DIRECTORS OF  
TRANSCORP ESTATES PRIVATE LIMITED

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Soumya Dutta**  
Director

**Ram Narayan Dewanda**  
Director

Date: 24<sup>th</sup> April 2013  
Place : Jalpur

## TRANSCORP ESTATES PRIVATE LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2013

Particulars	As at	As at
	31.03.2013	31.03.2012
	₹	₹
<b>I. Cash Flow from operating activities</b>		
Net profit before tax and extraordinary items	2652385	2430483
Adjustments for :		
Depreciation	851045	848383
(Profit)/Loss on sale of assets	0	32364
Provision for short term employee benefits	0	-185050
Interest income	-299170	-179352
Interest expense	429100	179352
Operating profit before working capital changes	3633360	3305532
Adjustments for :		
Trade and other receivables	448757	-601662
Trade and other payables	171257	-9582
Cash generated from operations	4253374	2694288
Direct taxes paid	-734411	-677839
Net cash flow from operating activities	<u>3518963</u>	<u>2016449</u>
<b>II. Cash flows from investing activities</b>		
Purchase of fixed assets(including capital work in progress)	-1095160	-58800
purchase of investments	0	0
Interest Income	299170	185050
Capital advances	-8337500	
advance agalnst professional services	-312222	
Loans to body corporates and others	3691545	-3111295
Net cash flow from investing activities	<u>-5754167</u>	<u>-2985045</u>
<b>III. Cash flows from financing activities</b>		
Proceeds from short term borrowings	2573281	1047361
Interest expense	-429100	-179352
Net cash flow from financing activities	<u>2144181</u>	<u>868009</u>
Net increase /(decrease)in cash and cash equivalents(I-II-III)	-91023	-100587
Cash and cash equivalents (opening)	176639	277226
Cash and cash equivalents (closing)	<u>85616</u>	<u>176639</u>
<b>Components of Cash and Cash Equivalents</b>		
Cash in hand	15062	66994
Bank balances in current accounts	70554	109645
	<u>85616</u>	<u>176639</u>

#### Notes:

- The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2013 and the related statement of profit and loss for the year ended on that date.
- The above cash flow statement has been prepared as per the indirect method as set out in Accounting Standard - 3 on Cash flow statement as notified under section 211(3C) of the Companies Act, 1956.
- Cash and cash equivalents for the purpose of cash flow statement comprises cash at bank and short-term investments with original maturity of three months or less but does not include short term loans and advances.

As per our report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

FOR & ON BEHALF OF BOARD OF DIRECTORS OF  
TRANSCORP ESTATES PRIVATE LIMITED

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Soumya Dutta**  
Director

**Ram Narayan Dewanda**  
Director

Date: 24<sup>th</sup> April 2013  
Place : Jaipur

TRANSCORP ESTATES PRIVATE LIMITED  
BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2013

NOTE NO. 1 - Share Capital

Particulars	As at 31.03.2013		As at 31.03.2012	
	No.	₹	No.	₹
<b>Authorised</b>				
Equity Shares of Rs. 10/- each	1000000	10000000	1000000	10000000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 10/- each fully paid	1000000	10000000	1000000	10000000
<b>Total</b>	<b>1000000</b>	<b>10000000</b>	<b>1000000</b>	<b>10000000</b>

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.3.2013 Equity Shares		As at 31.3.2012 Equity Shares	
	No.	₹	No.	₹
Equity Shares outstanding at the beginning of the year	1000000	10000000	1000000	10000000
Equity Shares Issued during the year	0	0	0	0
Equity Shares bought back during the year	0	0	0	0
Equity Shares outstanding at the end of the year	1000000	10000000	1000000	10000000

- c) The Company has only one class of shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pay dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the annual general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- d) 1000000 Equity Shares (Previous year 1000000 Equity shares) of Rs. 10/ each are held by Transcorp International Ltd., the holding company.
- e) Shareholder holding more than 5% of shares

Name of Shareholder	As at 31.03.2013		As at 31.03.2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares of Rs.10 each fully paid up				
Transcorp International ltd.	1000000	100%	1000000	100%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

f) Aggregate number of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash

Particulars	As at 31.03.2013	As at 31.03.2012
Fully paid Equity Shares of Rs. 10/- each :	990000	990000

## TRANSCORP ESTATES PRIVATE LIMITED

### BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2013

#### NOTE NO.2 : RESERVES AND SURPLUS

Particulars	(Amount in ₹)	
	As at 31.03.2013	As at 31.03.2012
<b>Reserves</b>		
(a) Securities Premium account		
Balance as per last financial statements	275220000	275220000
	275220000	275220000
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	2763806	1026211
Add : Profit for the year	1962335	1737595
<b>Net surplus in the statmenets of profit and loss</b>	4726141	2763806
<b>Total reserve and surplus</b>	<b>279946141</b>	<b>277983806</b>

#### NOTE NO.3 : SHORT TERM BORROWINGS

Holding Company - Transcorp International Ltd.

repayable on demand carrying interest @11%(p.a. previous year 9.3%)	391760	2667054
Bhoruka Investment Limited	4848575	0
repayable on demand carrying interest @ 12% p.a.	5240335	2667054

#### NOTE NO.4 : OTHER CURRENT LIABILITIES

Security Deposits from tenants(Including Rs.72600/- previous year Rs. NIL from holding company)

Other Liabilities	8144	0
Bonus payable	2710	0
ITDS payable	153756	17935
Audit fees payable	0	16030
Unearned rent	3117	2,741
	<b>2019327</b>	<b>1815706</b>

#### NOTE NO.5 : SHORT TERM PROVISIONS

Provision for employee benefits	0	32364
Provision for taxation(Net of ITDS Rs.573340/- Previous year Rs.538839)	99800	144161
	<b>99800</b>	<b>176525</b>

#### NOTE NO.6 : FIXED ASSETS

Sr. No.	PARTICULARS	Freehold land		Lease Hold Land		Building		Furniture		Total	
		31.03.2013	31.3.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012
a	Tangible Assets										
	Cost at opening of year	183648326	183648326	22581249	22581249	52023827	51968927	3900	0	258257302	258198502
	Additions during the year	0	0	0	0	0	54900	0	3900	0	58800
	Cost as at the year end	183648326	183648326	22581249	22581249	52023827	52023827	3900	3900	258257302	258257302
	Depreciation as at opening of year	0	0	0	0	1269927	422386	842	0	1270769	422386
	Depreciation during the year	0	0	0	0	847988	847541	3057	842	851045	848383
	Depreciation as at year end	0	0	0	0	2117915	1269927	3899	842	2121814	1270769
	<b>Net Block</b>	<b>183648326</b>	<b>183648326</b>	<b>22581249</b>	<b>22581249</b>	<b>49905912</b>	<b>50753900</b>	<b>1</b>	<b>3058</b>	<b>257230648</b>	<b>256986533</b>

1. There was no impairment/ revaluation during the period
2. Land and buildings are still to be transferred in the name of company.
3. Buildings for Rs. 26565000 and Land for Rs. 20071250 are equitably mortgage with HDFC Bank for securing the facilities availed by Holding Company.

## TRANSCORP ESTATES PRIVATE LIMITED

BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2013

## NOTE-7 : Non Current Investments Other Investments

Name of the Body Corporate	Nature and Extent of Holding		Amount in ₹	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Investment In Equity Instruments - At Cost				
UNQUOTED - Fully Paid up				
Bhoruka Investment Ltd.	500000 Equity shares of Rs.10/- each	500000 Equity shares of Rs.10/- each	5000000	5000000
Transcorp Enterprises Ltd.	195000 Equity shares of Rs.10/- each	195000 Equity shares of Rs.10/- each	1950000	1950000
			<b>6950000</b>	<b>6950000</b>
QUOTED - At cost				
Fully Paid up				
TCI Bhoruka Projects Ltd.	50000 Equity Shares of Rs.10/- each	50000 Equity Shares of Rs.10/- each	126071	126071
TCI Industries Ltd.	26000 Equity Shares of Rs. 10/- each	26000 Equity Shares of Rs. 10/- each	16633043	16633043
			<b>16759114</b>	<b>16759114</b>
<b>TOTAL</b>			<b>23709114</b>	<b>23709114</b>

Market Value of Quoted Investment (as at 31.03.2013 Rs.24680000 Previous year Rs.22938000 /-)

There was no diminution in value of Investment, other than temporary.

## NOTE-8 : Long Term Loans and Advances

Particulars	As at 31.03.2013	As at 31.03.2012
Unsecured, considered good	₹	₹
a. Capital Advances		
Premises Booking at Mumbai	7,040,000	6,360,000
Premises allotment money at Ludhiana	7,657,500	0
b. Other loans and advances		
Sundry Advances to Collector Stamp	1,026,188	1,026,188
<b>TOTAL</b>	<b>15,723,688</b>	<b>7,386,188</b>

## NOTE 9 - Trade Receivable

Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	244315	75197
Others	0	617875
	<b>244315</b>	<b>693072</b>

## NOTE 10 - Cash &amp; Cash Equivalents

Balances with banks		
With Scheduled Banks on current Accounts	70554	109645
Cash in hand	15062	66994
	<b>85616</b>	<b>176639</b>

## TRANSCORP ESTATES PRIVATE LIMITED

### BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2013

#### NOTE 11 - Short Term Loans and Advances

Particulars	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>Unsecured, considered good</b>		
<b>a. Loans and advances to related parties</b>		
Advance against professional services	312222	0
Loans given	0	3691545
<b>b. Others</b>	0	0
	<b>312222</b>	<b>3691545</b>

	for the year 2012-13	for the year 2011-12
--	-------------------------	-------------------------

#### NOTE 12 - Revenue from operations

Rent Received	5579700	5529877
	<b>5579700</b>	<b>5529877</b>

#### NOTE 13 - Other Income

Interest on loans	299170	185050
	<b>299170</b>	<b>185050</b>

#### NOTE 14 - Employee benefits expense

(a) Salaries and incentives	1227064	1185657
(b) Contributions to -		
(i) Provident fund	59756	60784
(ii) ESI	4813	10324
(c) Bonus	2710	0
(d) Staff welfare expenses	2513	984
	<b>1296856</b>	<b>1257749</b>

#### NOTE 15 - Finance Cost

Interest on income tax	13769	0
Interest	415331	179352
	<b>429100</b>	<b>179352</b>

#### NOTE 16 - Other Expenses

Advertisement Expenses	113827	0
Rates and Taxes	308502	298649
Building Repair & Maintenance	141469	457650
Repairs others	0	28503
Conveyance Expenses	1571	79501
Director's sitting fees	15000	0
Electric and Water Expenses	0	5110
Legal & Professional Expenses	29841	22099
Printing & Stationery	1314	1810
Postage & Courier	2287	2249
Miscellaneous Expenses	1271	14717
Service Tax	1981	0
Bank Charges	12760	827
Demat Charges	450	0
Travelling Expenses	0	71815
Books & Periodicals	1200	0
Payment to Auditors- Audit fee	12393	11030
-taxation matters	5618	5000
	<b>649484</b>	<b>998960</b>



**TRANSCORP ESTATES PRIVATE LIMITED**Other explanatory information to financial statements for the year ended on 31<sup>st</sup> March, 2013**NOTE NO. : 17 NOTES TO ACCOUNTS**

- a) Loans to Bodies Corporate stated in Schedule 7 -Loans & Advances, to the Balance Sheet includes Loans due from M/s Bhoruka Investment Limited Rs. NIL (Previous year Rs.3691545/-) which is covered under the same management within the meaning of sub section (1B) of Section of 370 of the Companies Act, 1956. Maximum amount due during the year Rs.4796545 (Previous year Rs.3691545/-).
- b) The Company is engaged in business in India only, which in the context of Accounting Standard -17 "Segment Reporting" issued by Institute of Chartered Accountants of India is considered the only Geographical segment. Company is engaged in the letting out of immovable properties being the only segment,
- c) **Related Party Information:**
1. Holding Company  
Transcorp International Limited
  2. **Associates / Investing Party**  
Bhoruka Investment Limited  
TCI Infrastructure Finance Limited

Transaction with the above related parties are as follows:

S. No.	Particulars	Holding Company		Associates/Investing Party	
		31.3.2013	31.3.2012	31.03.2013	31.3.2012
1	Loan given a) (Max. Amount) b) Year end balance	NIL NIL	NIL NIL	Rs. 4796545/- NIL	Rs. 3691545/- Rs. 3691545/-
2	Short term borrowings a) (Max. Amount) b) Year end balance	Rs. 6593002/- Rs. 391760/-	Rs. 2667504/- Rs. 2667054/-	Rs. 4900000/- Rs. 4848575/-	NIL NIL
3	Rent Received	Rs. 347200/-	Rs. 330200	NIL	NIL
4	Expenses Sharing	Rs. 1294146/-	Rs. 1257749/-	NIL	NIL
5	Interest Paid/credited	Rs. 405803/-	Rs. 179352/-	Rs. 9528/-	NIL
6	Interest Received/debited	NIL	NIL	Rs. 299170/-	Rs.185050/-
7	Security Deposit received	Rs. 72600/-	NIL	NIL	NIL
8	Advance against Professional services	NIL	NIL	Rs. 312222/-	NIL
9	Services taken (Capital work in progress)	NIL	NIL	Rs. 900000/-	NIL

- d) In the opinion of management, all current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- e) **Earnings Per Share**

Particulars		2012 -2013	2011 -2012
Net Profit After Tax available for equity share holders- for basic and diluted EPS	Rupees	1962335	1737595
Weighted average no. Number of Equity Shares for basic and diluted EPS	Nos.	1000000	1000000
Basic/diluted Earnings per Equity Shares	Rupees	1.96	1.74

- f) Capital commitments Rs. 94273000/-, advance given Rs. 14697500/- Net Rs. 79575500/-

**NOTE NO. : 18 Summary of Significant Accounting Policies and Practices**

- a) **Basis of preparation of Accounts:**  
The Financial statement of the company have been prepared in accordance with generally accepted accounting principles in India and comply in all material respect with the accounting standards notified under the companies (Accounting Standards) Rules, 2006 as amended and the relevant provisions of Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention excepting revalued assets.
- b) **Recognition of Income/Expenditure:**  
Income & expenditure is recognized on accrual basis of accounting.
- c) **Fixed Assets & Depreciation :**
- A. Fixed Assets are stated at cost inclusive of all related expenses and borrowing cost, where applicable less accumulated depreciation.
  - B. Depreciation :

## TRANSCORP ESTATES PRIVATE LIMITED

Depreciation on Fixed Assets has been provided on the Straight Line Method at the rates and the manner prescribed under schedule XIV to the Companies Act, 1956. Assets costing up to Rs. 5000/- are written off on pro-rata basis in the year of acquisition.

- d) **Investments :**  
Long term investments are stated at cost. Provision for diminution in the value of long term investments is made if, in the opinion of the management, such decline is not temporary in nature.
- e) **Taxation:**
- (A). The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.
  - (B). Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.
  - (C). Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are reviewed at each balance sheet date to reassure the realization.
  - (D). Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.
- f) **Dividend Income :**  
Dividend on investment is accounted for as and when the right to receive the same is established.
- g) **Proposed Dividend:**  
Dividend as proposed by the Board of Directors is provided in the books of account, pending approval at the Annual General Meeting.
- h) **Employee Benefits:**
- A) Short term employee benefits like salaries & various incentives that fall due within twelve month from the end of the year in which the employee provide the services are recognized as expenses in year of incurring the expenditure as employee provides the services to the entity by reference to which the benefits are payable.
  - B) Long term employee benefits which are in the nature of defined benefit obligation, in respect of
    - (1) Gratuity liability as per actuarial valuation is recognized at the end of each reporting year in the statement of financial position based on the present value of the defined benefit obligation using Projected Unit Credit Method and is paid by holding company
    - (2) The Provident Fund is funded through Provident Fund Trust and Company's contribution is charged to profit and loss Account each year by reimbursement of same to holding company.

As per our report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

Date: 24<sup>th</sup> April 2013  
Place : Jaipur

FOR & ON BEHALF OF BOARD OF DIRECTORS OF  
TRANSCORP ESTATES PRIVATE LIMITED

**Soumya Dutta**  
Director

**Ram Narayan Dewanda**  
Director

**INDEPENDENT AUDITOR'S REPORT****To the shareholders of RITCO TRAVELS AND TOURS PRIVATE LIMITED****Report on the Financial Statements**

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

**Managements responsibility for the Financial Statements**

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

**Auditors Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting and policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013
- (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **Vaibhav Jain & Co.**

Chartered Accountants

FRN: 015159C

**Vaibhav Jain**

Proprietor

M. No.: 410108

Place: New Delhi

Dated: 24th April, 2013

**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in Auditors Report of even date on the accounts of RITCO TRAVELS AND TOURS PRIVATE LIMITED, for the year ended 31<sup>st</sup> March, 2013)

- D a) The Company is maintaining proper records of fixed assets showing full particulars including quantitative details and situations thereof.
- b) As per information given to us the assets are physically verified by the management once a year, which in our opinion is reasonable. No material discrepancies were noticed on such verification carried out during the year.
- c) No substantial part of fixed assets have been disposed off during the year, hence it has not affected going concern assumption.
- II) The company is having no inventory. Accordingly the requirements of the clause with regards to physical verification, maintenance of records, etc., do not arise.
- III) a) Company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under section 301 of the act. Number of parties & amount involved in the transactions is therefore NIL & NIL respectively.
- b) As no loans to such parties have been granted question of rate of interest, stipulations as to repayment of principal & interest, recovery & overdue amount, etc. does not arise.
- c) The Company has not taken loans secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the act. However company has accepted interest free unsecured loan repayable on demand from its holding company. Total no. of parties and the amount involved in transactions is therefore 1 and ₹ 31,495,495/- respectively. The amount outstanding as on 31.03.2013 is ₹ 26,323,879/-.
- d) As loan from such party is free of interest and repayable on demand, stipulations as to repayment of principal & interest, recovery & overdue amount, etc. do not arise.
- iv) In our opinion and according to the information and explanations given to us, there are generally 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, no continuing failure to correct major weakness in internal control system has been noticed.
- v) The company has entered particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 in the register required to be maintained under that section and for transactions, the value of which exceeds Rupees five lacs in respect of any party during the period have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) The Company has not accepted deposits from the public during the year, hence question of compliance with the directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA or any other relevant provisions of the Act and the rules framed there under, where applicable, and the nature of contravention does not arise. No order was passed by company law Board, or National Company Law Tribunal or Reserve Bank of India or under any Court or any other tribunal and hence question of its compliance does not arise.
- vii) The Company has an In-house Internal audit system, which in our opinion is commensurate with the size of the Company and the nature of its business.
- viii) According to the information given to us, the Central Government has not prescribed maintenance of cost records in relation to the activities of the company under Section 209 (1) (d) of the Companies Act, 1956.
- ix) Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection fund, Employees state insurance, Income tax, Value added tax (Sales tax), Wealth tax, Service tax, Custom duty, Excise duty, Cess and any other statutory dues so far as may be applicable, with the appropriate authorities. According to the information and explanations given to us no material undisputed amount payable in respect of Income tax, Value added tax (Sales tax), Wealth tax, Service tax, Custom duty, Excise duty and Cess as may be applicable which have not been deposited on account of any dispute.
- x) The Company has been registered for a period less than five years, hence requirement of the clause regarding accumulated losses, cash loss do not arise.
- xi) In our opinion the company has not defaulted in repayment of dues to a financial institution or bank.
- xii) On the basis of verification of the accounts and records maintained by the company and as per explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and accordingly question of maintaining adequate documents and records and deficiencies therein does not arise.
- xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditors Report) order, 2003 are not applicable to the Company.
- xiv) According to information and explanation given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- xv) On the basis of information and explanations given, the Company has not given any guarantee for loans taken by others from bank or financial institutions, hence question of the terms and conditions on which the company has given guarantees for loans taken by others from banks or financial institutions being prejudicial to the interest of the Company, does not arise.
- xvi) In our opinion, the term loans have been applied for the purpose for which they were obtained.
- xvii) According to various records examined by us, on an overall basis, funds raised on short term basis have prima facie, not been used during the year for long term investment.
- xviii) According to the information and explanations given to us, the company has not during the year made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956, and consequently question of issuing shares at a price prejudicial to the interests of the Company does not arise.
- xix) The company has not issued any debentures during the year covered by our audit report; hence question of creation of security
- ix) The company has not issued any debentures during the year covered by our audit report; hence question of creation of security or charge for the same does not arise.

- xx) The company has not raised any money by public issue during the year covered by our audit report; hence question of disclosure of end use of money raised does not arise.
- xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year ended 31<sup>st</sup> March 2013.

For **Vaibhav Jain & Co.**  
Chartered Accountants  
FRN: 015159C

**Vaibhav Jain**  
Proprietor  
M. No.: 410108

Place: New Delhi  
Dated: 24th April, 2013

## RITCO TRAVELS AND TOURS PRIVATE LIMITED BALANCE SHEET AS AT 31ST MARCH 2013

	Notes	As at 31.3.2013 ₹	As at 31.3.2012 ₹
<b>I. EQUITY AND LIABILITIES</b>			
Share Capital	2	10,000,000	10,000,000
Reserve and Surplus	3	10,413,414	9,895,998
		<b>20,413,414</b>	<b>19,895,998</b>
<b>Non-current liabilities</b>			
Long-term Borrowings	4	24,082,557	4,318,297
Deferred Tax liability	5	1,652,876	790,000
Other Long term liabilities	6	671,550	671,550
		<b>26,406,983</b>	<b>5,779,847</b>
<b>Current liabilities</b>			
Short-term Borrowings	7	42,084,185	34,543,509
Trade Payables	8	32,258,676	30,250,620
Other Current Liabilities	9	16,234,451	10,902,803
Short Term Provisions	10	350,770	264,948
		<b>90,928,082</b>	<b>75,961,880</b>
<b>TOTAL</b>		<b>137,748,479</b>	<b>101,637,725</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed Assets</b>			
-Tangible Assets	11	46,657,666	12,461,414
-Intangible Assets	12	1,474,266	215,013
Long Term Loans and Advances	13	7,505,389	7,801,361
Other Non Current Assets	14	15,722,562	13,773,743
		<b>71,359,884</b>	<b>34,251,531</b>
<b>Current Assets</b>			
Trade Receivables	15	44,982,782	44,546,320
Cash and bank balances	16	10,774,826	17,276,753
Short Term Loans and Advances	17	10,630,987	5,563,121
		<b>66,388,595</b>	<b>67,386,194</b>
<b>TOTAL</b>		<b>137,748,479</b>	<b>101,637,725</b>

<b>Other Explanatory information</b>	25
<b>Summary of Significant Accounting Policies</b>	
The accompanying notes 1 to 25 are an integral part of the Financial Statements	1

As per our annexed report of even date  
For **Vaibhav Jain & Co.**  
Chartered Accountants  
FRN: 015159C

For and on behalf of the board of directors  
of Ritco Travels and Tours Pvt. Ltd.

**Vaibhav Jain**  
Proprietor  
M.No. 410108

**Manisha Agarwal**  
Director

**Hem Kumar Bhargav**  
Director

**Tamanna Girdhani**  
Company Secretary

Date: 24<sup>th</sup> April 2013  
Place : New Delhi

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March 2013**

	Notes	For the year 2012-13	For the year 2011-12
<b>INCOME</b>			
Revenue from Operations	18	45,132,532	41,625,119
Other Income	19	2,302,437	2,070,018
<b>Total Revenue (A)</b>		<b>47,434,969</b>	<b>43,695,137</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	20	18,402,037	16,743,494
Finance Cost	21	2,911,401	1,100,730
Depreciation Expense	22	2,421,904	1,761,629
Vehicle Operating Expense	23	5,930,110	9,217,824
Other Expenses	24	15,928,686	13,481,023
<b>Total Expenses (B)</b>		<b>45,594,138</b>	<b>42,304,700</b>
<b>Profit (+)/Loss (-) before tax [(A)-(B)]</b>		<b>1,840,831</b>	<b>1,390,437</b>
<b>Tax Expenses</b>			
Income Tax of Earlier Years		109,769	0
Current Tax [Minimum Alternate Tax (MAT) Payable]		350,770	264,948
Deferred Tax		862,876	790,000
<b>Total Tax Expense</b>		<b>1,323,415</b>	<b>1,054,948</b>
<b>Profit (+)/Loss (-) after tax</b>		<b>517,416</b>	<b>335,489</b>
<b>Earnings per Equity share</b> [Nominal value of share ₹ 10/- (Previous Year ₹ 10/-)]			
<b>Basic</b>			
Profit (+) / Loss (-) after tax (I)		517,416	335,489
Weighted Average number of Equity shares (II)		1,000,000	1,000,000
Basic Earning per Equity share [(I)/(II)]		0.52	0.34
<b>Diluted</b>			
Profit (+) / Loss (-) after tax (III)		517,416	335,489
Weighted Average number of Equity shares (IV)		1,000,000	1,000,000
Diluted Earning per Equity share [(III)/(IV)]		0.52	0.34

**Other Explanatory information** 25  
**Summary of Significant Accounting Policies** 1  
 The accompanying notes 1 to 25 are an integral part of the Financial Statements

As per our annexed report of even date  
**For Vaibhav Jain & Co.**  
 Chartered Accountants  
 FRN: 015159C

For and on behalf of the board of directors  
 of Ritco Travels and Tours Pvt. Ltd.

**Vaibhav Jain**  
 Proprietor  
 M.No. 410108

**Manisha Agarwal**  
 Director

**Hem Kumar Bhargava**  
 Director

**Tamanna Girdhani**  
 Company Secretary

Date: 24<sup>th</sup> April 2013  
 Place : New Delhi

## RITCO TRAVELS AND TOURS PRIVATE LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2013

	As at 31.3.2013 ₹	As at 31.3.2012 ₹
<b>Cash Flow from operating activities</b>		
Profit(+) / Loss(-) before tax	1,840,831	1,390,437
<b>Non-cash adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation	2,421,904	1,761,629
Profit on sale of fixed assets	-76,117	-38,025
Bad debts written off	300,919	309,277
Unspent Liabilities written back	-132,357	-40,060
Other Income	0	-8,383
Gratuity provision	-335,399	0
Interest Expense	2,911,401	955,388
Rental Income	-2,084,109	-1,900,469
Other borrowing costs	0	145,343
Interest Income	-142,211	-123,142
Operating profit before working capital changes	4,704,862	2,451,995
<b>Movements in working capital:</b>		
Increase(+) / Decrease(-) in trade payables	2,100,353	30,287,039
Increase(+) / Decrease(-) in other current liabilities	5,331,648	10,804,732
Increase(+) / Decrease(-) in other long term current liabilities	0	0
Decrease(+) / Increase(-) in trade receivables	-428,104	-46,709,254
Decrease(+) / Increase(-) in long term loans and advances	295,972	-3,213,650
Decrease(+) / Increase(-) in short term loans and advances	-5,289,866	-4,389,440
Decrease(+) / Increase(-) in other current assets	0	-1,098,715
Decrease(+) / Increase(-) in other non-current assets	-1,932,030	-1,244,436
<b>Net cash flow from (+) / used in (-) operating activities (A)</b>	<b>4,782,835</b>	<b>-13,111,729</b>
<b>Cash Flow from investing activities</b>		
Purchase of fixed assets	-38,384,892	-7,547,673
Capital advance	0	-200,000
Investment in bank deposits having original maturity of more than three months	-128,000	-140,000
Proceed from redemption of bank deposits	79,275	0
Proceed from sale of fixed assets	529,000	50,000
Rental Income	2,084,109	1,739,186
Interest Income	142,211	123,142
<b>Net cash flow from (+) / used in (-) investing activities (B)</b>	<b>-35,678,297</b>	<b>-5,975,345</b>
<b>Cash Flow from financing activities</b>		
Proceeds from issue of share capital	0	0
Interest paid	-2,911,401	-818,370
Other Borrowing costs	0	-145,343
Proceeds from short term borrowings (net)	7,540,676	34,281,620
Proceeds from long term borrowings (net)	19,764,260	2,879,093
<b>Net cash flow from (+) / used in (-) financing activities (C)</b>	<b>24,393,535</b>	<b>36,197,000</b>
<b>Net increase(+) /decrease (-) in cash and cash equivalents (A+B+C)</b>	<b>-6,501,927</b>	<b>17,109,926</b>
Cash and cash equivalents at the beginning of the year	17,276,753	166,827
<b>Cash and cash equivalents at the end of the year</b>	<b>10,774,826</b>	<b>17,276,753</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	1,438,639	1,244,181
Balances with banks on current accounts	9,336,187	15,953,297
Balances with banks on deposits accounts*	0	79,275
<b>Total cash and cash equivalents (Refer note No.16)</b>	<b>10,774,826</b>	<b>17,276,753</b>



**RITCO TRAVELS AND TOURS PRIVATE LIMITED  
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2013****Notes:**

1. The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2013 and the related statement of profit and loss for the year ended on that date.
2. The above cash flow statement has been prepared as per the indirect method as set out in Accounting Standard-3 on Cash flow statement as notified under section 211(3C) of the Companies Act,1956.
3. Cash and cash equivalents for the purposes of cash flow statement comprises cash at bank and in hand and short-term investments with an original maturity of three months or less.
4. \*Lying with bank as security for non funded facilities.

<b>Other Explanatory information</b>	<b>25</b>
<b>Summary of Significant Accounting Policies</b>	<b>1</b>
The accompanying notes 1 to 25 are an Integral part of the Financial Statements	

As per our annexed report of even date  
**For Vaibhav Jain & Co.**  
Chartered Accountants  
FRN: 015159C

For and on behalf of the board of directors  
of Ritco Travels and Tours Pvt. Ltd.

**Vaibhav Jain**  
Proprietor  
M.No. 410108

**Manisha Agarwal**  
Director

**Hem Kumar Bhargav**  
Director

**Tamanna Girdhani**  
Company Secretary

Date: 24<sup>th</sup> April 2013  
Place : New Delhi

**Notes to Financial Statements for the Year Ended 31st March, 2013****I. Summary of Significant Accounting Policies****I. Basis of preparation of accounts:**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India and comply in all material respects with the accounting standards notified under the companies (accounting standards) rules, 2006 as amended and the relevant provisions of Companies Act, 1956. The financial statements have been prepared on accrual basis and under the historical cost convention.

**II. Recognition of Income/Expenditure:**

Income & Expenditure is recognized on accrual basis of accounting. During the year ended 31<sup>st</sup> March, 2012, the revised schedule VI notified under companies Act, 1956, had become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised schedule VI, does not impact recognition and measurement principles followed for preparation of financial statements. However it has significant impact on presentation and disclosures made in financial statements.

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**III. Fixed Assets & Depreciation:**

- a) Fixed Assets are stated at cost inclusive of all related expenses and borrowing cost, where applicable less accumulated depreciation.
- b) Depreciation on Fixed Assets has been provided on the Straight Line Method at the rates and the manner prescribed under schedule XIV to the Companies Act, 1956. Assets costing up to ₹ 5,000/- are written off on pro-rata basis in the year of acquisition.

**IV. Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Long-term investments. Current investments are carried in the financial statements at lower of cost and fair market value. Long term Investments are stated at cost. Provision for diminution in the value of long term investments is made if, in the opinion of the management, such decline is not temporary in nature.

**V. Taxation:**

- a) The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company.
- b) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originates in one year and are capable of reversal in one or more subsequent years.
- c) Deferred tax assets are not recognized unless there is virtual certainty with convincing evidence that sufficient future taxable income will be there against which such deferred tax assets can be realized and are reviewed at each balance sheet date to reassure the realization.
- d) Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.
- e) Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. MAT credit available is recognized as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

**VI. Proposed Dividend:**

Dividend as proposed by the Board of Directors is provided in the books of accounts, pending approval at the Annual General Meeting.

**VII. Employee Benefits:**

- a) Short term employee benefits like salaries & various incentives that fall due within twelve month from the end of the year in which the employee provide the services are recognized as expenses in year of incurring the expenditure as employee provides the services to the entity by reference to which the benefits are payable.
- b) Long term employee benefits which are in the nature of defined benefit obligation, in respect of:
  - i. Gratuity liability as per actuarial valuation is recognized at the end of each reporting year in the statement of financial position based on the present value of the defined benefit obligation using Projected Unit Credit Method. Actuarial gains and losses are charged to the statement of profit and loss.
  - ii. The provident fund is funded through Provident Fund Trust and Company's contribution is charged to the statement of profit and loss each year.

**VIII. Contingent Liabilities and Provisions:**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

## RITCO TRAVELS AND TOURS PRIVATE LIMITED

## Notes to Financial Statements for the year ended 31st March,2013

## 2. Share Capital

	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>a. Authorised</b>		
1,000,000 (Previous year 1,000,000) Equity Shares of ₹ 10/- each	<u>10,000,000</u>	<u>10,000,000</u>
<b>b. Issued,Subscribed &amp; Fully Paid up</b>		
1,000,000 (Previous year 10,00,000) Equity Shares of ₹ 10/-	<u>10,000,000</u>	<u>10,000,000</u>
	<u>10,000,000</u>	<u>10,000,000</u>

## c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2013		As at 31.03.2012	
	Nos.	₹	Nos.	₹
Equity shares at the beginning of the year	1,000,000	1,00,00,000	10,000	100,000
Add: Issued during the year	0	0	9,90,000	9,90,000
Equity shares outstanding at the end of the year	<u>1,000,000</u>	<u>1,00,00,000</u>	<u>10,000,000</u>	<u>10,000,000</u>

## d. Terms/Rights attached to the Equity Shares

The Company has only one class of Equity shares having a face value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividends proposed by the Board of Directors is subject to approval of shareholders in the annual general meeting.

In the event of liquidation of the company, the Equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## e. Shares held by Holding Company

1,000,000 Equity shares (Previous year 1,000,000 Equity shares) of ₹ 10/-each are held by the Holding Company-Transcorp International Limited

## f. Aggregate number of shares allotted as fully paid up pursuant to contract (s) without payment being received in cash

Particulars	As at 31.03.2013 Nos.		As at 31.03.2012 Nos.	
	Fully paid up Equity shares of ₹ 10/- each	<u>990,000</u>		<u>990,000</u>

## g. Details of Shareholders holding more than 5% shares in the Company

Particulars	As at 31.03.2013		As at 31.03.2012	
	Nos.	% holding in the class	Nos.	% holding in the class
Equity share of ₹ 10/-each fully paid up				
Transcorp International Limited, Holding Company	<u>1,000,000</u>	<u>100%</u>	<u>10,000</u>	<u>100%</u>

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

### Notes to Financial Statements for the year ended 31st March,2013

#### 3. Reserves and Surplus

	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>Reserves</b>		
Securities Premium Account		
Balance as per Last financial statements	9,900,000	-
Add : Received during the year	-	9,900,000
<b>Closing Balance</b>	<b>9,900,000</b>	<b>9,900,000</b>
<b>Surplus (+)/Deficit (-) In the statement of Profit and Loss</b>		
Balance as per Last financial statements	-4,002	-339,491
Add : Profit for the year	517,416	335,489
<b>Net Surplus(+)/Deficit(-) In the statement of Profit and Loss</b>	<b>513,414</b>	<b>-4,002</b>
<b>Total Reserves and Surplus</b>	<b>10,413,414</b>	<b>9,895,998</b>

#### 4. Long term Borrowings

Secured	Non Current portion		Current Maturities*	
	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012
	₹	₹	₹	₹
<b>HDFC Bank Limited</b>				
[Against hypothecation of specific vehicle and repayable in 36 to 48 (P.Y. 48) monthly instalments ranging from ₹ 13,170/- to ₹ 44,980/- (P.Y. ₹ 13,170/- to ₹ 15,090/-) from the date of loan inclusive of interest ranging from @9.53% p.a. to 10.95%p.a. (P.Y.@9.53% p.a. to 10.95%p.a.)]	1,132,210	463,723	686,534	273,681
<b>ICICI Bank Limited</b>				
[Against hypothecation of specific vehicle and repayable in 35 (P.Y. 35) monthly instalments of ₹ 25,718/- (P.Y. ₹ 25,718/-) from the date of loan inclusive of interest @11.75%p.a.(P.Y.@11.75%)]	0	264,482	264,482	260,642
<b>KOTAK Mahindra Bank</b>				
Against hypothecation of specific building & corporate guarantee of holding company repayable in 120 monthly instalments of ₹ 329,437/- from date of loan inclusive of interest @ 12.5% p.a.	20,855,762	0	1,258,373	0
<b>Terms Loans from other Parties</b>				
<b>Tata Capital Limited</b>				
[Against hypothecation of specific vehicle and corporate guarantee of Holding Company , repayable in 36 to 48 (P.Y. 36 to 48) monthly instalments ranging from ₹ 14,570/-to ₹ 54,600/- (P.Y. ₹ 14,570/-to ₹ 54,600/-) from date of loan inclusive of interest ranging from 10% p.a. to 14.50% p.a.(P.Y. 10% p.a.to 14.50% p.a)]	2,094,585	3,590,092	1,440,907	1,288,797
<b>TOTAL</b>	<b>24,082,557</b>	<b>4,318,297</b>	<b>3,650,296</b>	<b>1,823,120</b>

\*Amount of current maturities is disclosed under the head ' other current liabilities'-(Refer Note No.9)

#### 5. Deferred Tax Liability

	As at 31.03.2013	As at 31.03.2012
<b>Fixed assets : Impact of difference between depreciation allowable as per income tax act &amp; rules framed therein and depreciation charged for the financial reporting, calculated at the applicable tax rates.</b>	1,652,876	790,000
<b>Gross Deferred Tax Liability</b>	<b>1,652,876</b>	<b>790,000</b>
<b>Deferred Tax Assets</b>	<b>0</b>	<b>0</b>
<b>Net Deferred Tax Liability</b>	<b>1,652,876</b>	<b>790,000</b>

RITCO TRAVELS AND TOURS PRIVATE LIMITED

Notes to Financial Statements for the year ended 31st March,2013

6. Other Long Term Liabilities

	As at 31.03.2013 ₹	As at 31.03.2012 ₹
Security Deposits	671,550	671,550
	<b>671,550</b>	<b>671,550</b>

7. Short Term Borrowings

Secured

Cash credit from banks

Kotak Mahindra Bank

(Secured by hypothecation of existing as well as future book debts and all other current assets of company, equitable mortgage of specific immovable properties, corporate guarantee of the Holding Company)  
(It is repayable on demand and carries interest @ 12.75% p.a.) (P.Y. 12.75% p.a.)

11,256,565	12,585,275
------------	------------

<b>11,256,565</b>	<b>12,585,275</b>
-------------------	-------------------

Unsecured

Loans and advances from Related Party :

From Holding Company-Transcorp International Limited

(It is interest free and repayable on demand)

26,323,879	21,958,234
------------	------------

Bhoruka Investment Ltd.

(It carries interest @ 13% and is repayable on demand)

4,503,740	-
-----------	---

<b>30,827,619</b>	<b>21,958,234</b>
-------------------	-------------------

TOTAL

<b>42,084,185</b>	<b>34,543,509</b>
-------------------	-------------------

8. Trade Payables

Trade Payables

Amount of principal and interest due/paid to micro and small enterprises under MSMED Act, 2006

32,258,676	30,250,620
------------	------------

0	0
---	---

<b>32,258,676</b>	<b>30,250,620</b>
-------------------	-------------------

9. Other Current Liabilities

Current maturities of long term borrowings (Refer Note No.4)

Security Deposits

TDS / PF/ESI/Bonus and other statutory obligations

Advances from Customers

Expenses and other payables

3,650,296	1,823,120
-----------	-----------

404,480	684,480
---------	---------

854,706	946,991
---------	---------

8,325,064	5,596,712
-----------	-----------

2,999,905	1,851,500
-----------	-----------

<b>16,234,451</b>	<b>10,902,803</b>
-------------------	-------------------

10. Short Term Provisions

Provisions for taxation (Minimum Alternate Tax Payable)

350,770	264,948
---------	---------

<b>350,770</b>	<b>264,948</b>
----------------	----------------

## RITCO TRAVELS AND TOURS PRIVATE LIMITED

### 11. Tangible Assets

	Air Conditioners		Furniture and Fixtures		Office Equipments		Building <sup>^</sup>		Computers		Vehicles & Motor Transport <sup>#</sup>		Total	
	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	
<b>Gross Block</b>														
Cost/valuation														
At Beginning of the year	91,316	0	1,095,146	0	1,020,459	0	0	0	2,158,407	0	9,844,371	0	14,209,700	0
Transactions during the year														
Add: Additions	81,200	91,316	749,349	438,827	152,813	75,329	33,964,282	0	197,400	933,631	1,863,263	5,790,133	37,908,307	7,329,236
Add: Acquired from Holding Company *10,423	0	0	5,524	656,319	115	945,130	0	0	18,429	1,224,776	0	4,057,751	34,491	6,893,977
Less: Sale/disposal	0	0	0	0	0	0	0	0	45,800	0	679,800	13,513	725,600	13,513
<b>Cost/valuation as at the year end (a)</b>	<b>182,929</b>	<b>91,316</b>	<b>1,850,019</b>	<b>1,095,146</b>	<b>1,173,368</b>	<b>1,020,459</b>	<b>33,964,282</b>	<b>0</b>	<b>2,328,436</b>	<b>2,158,407</b>	<b>11,027,834</b>	<b>9,844,371</b>	<b>56,526,888</b>	<b>14,209,700</b>
<b>Accumulated Depreciation</b>														
At opening of the year	4,086	0	119,251	0	135,375	0	0	0	342,700	0	1,146,874	0	1,748,286	0
Add: Charge for the year	5,525	4,086	99,924	119,251	66,418	135,375	221,558	0	355,605	342,700	1,544,232	1,148,412	2,293,263	1,749,824
Less: Adjusted on sale/disposal	0	0	0	0	0	0	0	0	0	0	172,316	1,538	172,316	1,538
<b>Accumulated Depreciation at year end (b)</b>	<b>9,611</b>	<b>4,086</b>	<b>219,175</b>	<b>119,251</b>	<b>201,793</b>	<b>135,375</b>	<b>221,558</b>	<b>0</b>	<b>698,305</b>	<b>342,700</b>	<b>2,518,790</b>	<b>1,146,874</b>	<b>3,869,232</b>	<b>1,748,266</b>
<b>Net Block [(a)-(b)]</b>	<b>173,328</b>	<b>87,230</b>	<b>1,630,845</b>	<b>975,896</b>	<b>971,595</b>	<b>885,084</b>	<b>33,742,724</b>	<b>0</b>	<b>1,630,131</b>	<b>1,815,707</b>	<b>8,509,045</b>	<b>8,697,497</b>	<b>48,457,666</b>	<b>12,461,414</b>

### 12. Intangible Assets

	Computer Software	
	As at 31.03.2013	As at 31.03.2012
<b>Gross Block</b>		
Cost/valuation		
At Beginning of the year	226,819	0
Transactions during the year		
Add: Additions	1,387,894	226,819
Add: Received from Holding Company	0	0
Less: Sale/disposal		
<b>Cost/valuation as at the year end (c)</b>	<b>1,614,713</b>	<b>226,819</b>
<b>Accumulated Depreciation</b>		
At opening of the year	11,806	0
Add: Charge for the year	128,641	11,806
Less: Adjusted on sale/disposal	0	0
<b>Accumulated Depreciation at the year end (d)</b>	<b>140,447</b>	<b>11,806</b>
<b>Net Block [(c)-(d)]</b>	<b>1,474,266</b>	<b>215,013</b>

- \* In case of Vehicles cost is net of excise duty refund received during the year and vehicle acquired from holding Company are still to be transferred in name of the Company.
- # Vehicles and motor taxies costing ₹ 10,603,929/- (Previous Year ₹ 8,740,666/-) are hypothecated/mortgaged to the lenders.
- ^ Building is hypothecated / mortgaged to the lenders.
- There was no impairment/valuation during the year.

RITCO TRAVELS AND TOURS PRIVATE LIMITED

	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>13. Long Term Loans and Advances</b>		
<b>Unsecured, considered good</b>		
Advances recoverable in cash or in kind or for value to be received or pending adjustments	2,702,421	3,193,009
Capital Advance	0	200,000
Security Deposits	2,006,398	1,637,754
Income Tax Deducted at Source	2,765,296	2,713,579
Loan to employees	31,274	57,018
	<b>7,505,389</b>	<b>7,801,361</b>
<b>14. Other Non Current Assets</b>		
<b>Unsecured, considered good</b>		
Trade receivables - outstanding for a period exceeding six months from the date they are due for payment	15,367,716	13,563,686
Other bank balances (Refer Note No. 16)	335,949	207,949
Interest accrued on fixed deposits	18,897	2,108
	<b>15,722,562</b>	<b>13,773,743</b>
<b>15. Trade Receivables</b>		
<b>Unsecured, considered good</b>		
Outstanding for a period not exceeding six months from the date they are due for payment	44,982,782	44,546,320
Others	0	0
	<b>44,982,782</b>	<b>44,546,320</b>

	Current		Non Current*	
	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012
<b>16. Cash and Bank Balances</b>				
<b>Cash and cash equivalents</b>				
Balance with banks:				
on Current accounts	9,336,187	15,953,297	67,949	67,949
Cash on hand	1,438,639	1,244,181	0	0
	<b>10,774,826</b>	<b>17,197,478</b>	<b>67,949</b>	<b>67,949</b>
<b>Other bank balances</b>				
Margin money deposits/encumbered deposits	0	79,275	268,000	140,000
	0	79,275	268,000	140,000
	<b>10,774,826</b>	<b>17,276,753</b>	<b>335,949</b>	<b>207,949</b>

\* Amount of non current balances is disclosed under non current assets ( Refer to note no. 14 )

	As at 31.03.2013	As at 31.03.2012
<b>17. Short Term Loans And Advances</b>		
<b>Unsecured, considered good</b>		
Advances recoverable in cash or in kind or for value to be received or pending adjustments	7,902,550	4,429,011
Prepaid Expenses	321,538	367,021
Advance rent	4,750	0
Loans to employees	63,289	117,089
Security Deposits	0	650,000
Income tax refundable A.Y.2012-2013	2,338,860	0
	<b>10,630,987</b>	<b>5,563,121</b>

## RITCO TRAVELS AND TOURS PRIVATE LIMITED

	For the year 2012-13	For the year 2011-12
<b>18. Revenue from Operatoin</b>		
Sale of Service	40,877,847	38,244,129
Other Operating Revenue	4,254,686	3,380,990
<b>Total</b>	<b>45,132,532</b>	<b>41,625,119</b>
<b>Details of Services rendered</b>		
Ticketing	27,167,770	21,550,338
Tours, Hotels & Allied Activities	6,098,816	4,395,825
Vehicle Rentals	6,962,560	11,823,221
Other	648,701	474,745
	<b>40,877,847</b>	<b>38,244,129</b>
<b>Details of Other Operating Revenue</b>		
Unspent Liabilities written back	132,357	40,060
Others	4,122,329	3,340,930
	<b>4,254,686</b>	<b>3,380,990</b>
<b>19. Other Income</b>		
Interest Income		
On Bank Deposits	18,526	5,448
On Current & Non Current Loans and Advances	8,058	14,247
Others	115,627	103,447
Profit on Sale of Asset	76,117	38,025
Other Non-Operating Income		
Rent Income	2,109,600	1,929,600
<b>Less : Expenses directly attributable to such Income</b>		
Rates and Taxes	25,491	29,131
Others	0	8,383
	<b>2,302,437</b>	<b>2,070,018</b>
<b>20. Employee Benefit Expenses</b>		
Salaries, Allowances & Bonuses	16,133,256	14,352,437
Contribution to Provident Fund & Other Fund	1,260,787	1,150,461
Gratuity	124,386	264,040
Staff Recruitment & Training Expenses	454,732	412,523
Staff Welfare Expenses	428,876	564,033
	<b>18,402,037</b>	<b>16,743,494</b>
<b>21. Finance Costs</b>		
Interest Expense	2,911,401	955,388
Other borrowings costs	0	145,343
	<b>2,911,401</b>	<b>1,100,730</b>
<b>22. Depreciation</b>		
On Tangible Assets (Refer Note No. 11)	2,293,263	1,749,823
On Intangible Assets (Refer Note No. 12)	128,641	11,806
	<b>2,421,904</b>	<b>1,761,629</b>
<b>23. Vehicle Operating Expenses</b>		
Vehicle Trip Expenses	4,298,405	7,338,204
Vehicle Taxes	481,350	485,208
Vehicle Insurance	445,145	336,358
Vehicle Repairs and Maintenance	705,210	1,058,054
	<b>5,930,110</b>	<b>9,217,824</b>



## RITCO TRAVELS AND TOURS PRIVATE LIMITED

24. Other Expenses	For the year 2012-13	For the year 2011-12
Rent Paid	4,016,801	3,642,923
Repairs to Building	60,489	8,860
Repairs and Maintenance	1,821,982	1,294,266
Insurance	394,817	234,309
Rates and Taxes	0	88,632
Electricity & Water	735,195	477,335
Printing & Stationery	419,401	398,795
Travelling and Conveyance	1,973,459	2,137,030
Communication costs	1,196,707	1,103,221
Legal and Professional fees	923,296	779,030
Payment to Auditors		
-Audit Fee	44,944	44,944
-Tax Audit Fee	11,236	11,236
Bad debts written off	300,919	309,277
Bank Charges	701,518	362,674
Advertisement & Publicity	414,157	797,327
Directors Sitting Fees	15,000	0
Miscellaneous Expenses	504,767	233,636
Commission, brokerage & discounts	2,296,191	1,367,167
Membership and Subscriptions	97,807	190,362
	<b>15,928,686</b>	<b>13,481,023</b>

## 25. Other explanatory information

- a. Trade payables, advances, trade receivables and some of the bank balances are subject to confirmation/reconciliation. Branch and head office balances are at different stages of reconciliation. Management expects no major impact of same on financial statements.
- b. In the opinion of management, all current assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

## c. Employee Benefits :

For gratuity company has obtained the scheme managed by LIC. The Company has received following details from LIC for disclosures to be made as required by the Accounting standard-15 "Employee Benefits"

## Policy No-340932

## 1. Assumption

	<u>31.03.2013</u>	<u>31.03.2012</u>
Discount rate	8%	8%
Salary Escalation	7%	7%

## 2. Table showing changes in present value of obligation as on 31.03.2013:

Present value of obligations as at beginning of year	721,010/-
Interest cost	57,681/-
Current service cost	184,759/-
Benefits paid	(123,446/-)
Actuarial (gain) / loss on obligations	(30,653/-)
Present value of obligations as at end of year	8,09,351/-

## 3. Table showing changes in the fair value of plan assets as on 31.03.2013:

Fair value of plan assets at beginning of year	998,807/-
Expected return on plan assets	87,673/-
Contributions	181,716/-
Benefits paid	(123,446/-)
Actuarial gain /(loss) on plan assets	NIL
Fair value of plan assets at the end of year	1,144,750/-

## 4. Table showing fair value of plan assets :

Fair value of plan assets at beginning of year	998,807/-
Actual return on plan assets	87,673/-
Contributions	181,716/-

Benefits paid	(123,446/-)	
Fair value of plan assets at the end of year	1,144,750/-	
Funded status	335,399/-	
Excess of actual over estimated return on plan assets	NIL	
<b>5. Actuarial gain / loss recognized as on 31.03.2013</b>		
Actuarial (gain) / loss on obligations	30,653/-	
Actuarial (gain) / loss for the year - plan assets	NIL	
Total (gain) / loss for the year	(30,653/-)	
Actuarial (gain) / loss recognized in the year	(30,653/-)	
<b>6. The amount recognized in the balance sheet and statement of profit and loss</b>		
Present value of obligations as at end of year	809,351/-	
Fair value of plan assets as at the end of the year	1,144,750/-	
Funded status	335,399/-	
Net assets / (liability) recognized in balance sheet	335,399/-	
<b>7. Expenses recognized in statement of profit and loss</b>		
Current service cost	184,759/-	
Interest cost	57,681/-	
Expected return on plan assets	(87,673/-)	
Net actuarial (gain) / loss recognized in the year	(30,653/-)	
Expenses recognized in statement of Profit and Loss	124,114/-	
<b>d. Related party disclosures:</b>		
<b>Name of related parties and related party relationship</b>		
<b>(A) Related parties where control exist:</b>		
<b>Particulars</b>	<b>Name</b>	
Holding Company	Transcorp International Limited	
<b>Related party transactions:</b>		
<b>Particulars</b>	<b>Holding Company</b>	
	<b>31.03.2013</b>	<b>31.03.2012</b>
<b>I. Sale/purchase of services:</b>		
Services rendered	18,892,155/-	7,576,111/-
Services taken (net)	802,505/-	422,640/-
<b>II. Loans and advances in nature of loans taken:</b>		
Balance at the end of accounting year	26,323,879/-	21,958,234/-
Maximum amount outstanding	31,495,495/-	21,958,234/-
Repayable on demand	26,323,879/-	21,958,234/-
<b>III. Other transactions:</b>		
Guarantees Received	40475000/- *	18075000/-
Rent received	180,000/-	195,000/-
Rent paid	490,000/-	661,100/-
Issue of share capital	0	9,900,000/-
Securities Premium received	0	9,900,000/-
Sharing of expenses	208,750/-	0
Acquisition of fixed assets	34,491/-	7,327,348/-
Fixed assets transferred	45,800/-	0
Current assets transferred from	0	18,430,614/-
Secured loans transferred from	0	3,286,358/-
Current liabilities transferred from	0	2,303,008/-
Outstanding:		
Payables	0	0
Guarantee taken	40475000/- *	18075000/-
<b>B) Associates/Investing party of Holding Co.</b>		
<b>Bhoruka Investment Limited</b>		
<b>Related party transactions:</b>		
<b>Loans and advances in nature of loans taken:</b>		
Balance at the end of accounting year	4,503,740/-	0
Maximum amount outstanding	4,503,740/-	0
Repayable on demand	4,503,740/-	0
*Upto the Amount Utilised/Outstanding		

## RITCO TRAVELS AND TOURS PRIVATE LIMITED

e. Capital and other commitments: ₹ NIL (Previous Year ₹ 10, 00,000).

f. Segment Information:

The Company is engaged in business in India only, which in the context of Accounting Standard-17 "Segment Reporting" issued by Institute of Chartered Accountants of India is considered the only Geographical segment. Company is engaged in the business of Travels, tours & allied activities, being the only segment.

g. Expenditure in Foreign Currency (accrual basis):

	31.03.2013	31.03.2012
Tours and travelling	319,933/-	367,095/-
Total	319,933/-	367,095/-

h. Earnings in Foreign Currency- ₹ 29,109/- (Previous Year ₹ NIL)

i. Contingent Liabilities:

I. Bank guarantee for \$30000 (Previous Year \$15000) equivalent to ₹ 1,631,700/- (Previous Year ₹ 763,050/-).

II. Claims against the Company not acknowledged as debts:

-Amount disputed ₹ 287,412/- (Previous Year ₹ 12,49,212/-), out of this deposited with court ₹ 33,393/- (Previous Year ₹ 33,393/-) in respect of claims made by Customer and others.

j. Trade receivables includes certain parties, against whom proceedings are pending in the court of law u/s 138 of the Negotiable Instruments Act, 1881 being on account of dishonour of cheques and under C.P.C, for which remedy is available under the said act, and consequently have been considered good by the management.

h. Previous year figures have been regrouped, rearranged or recasted wherever considered necessary.

As per our annexed report of even date  
For Valbhav Jain & Co.  
Chartered Accountants  
FRN: 015159C

For and on behalf of the board of directors  
of Ritco Travels and Tours Pvt. Ltd.

Valbhav Jain  
Proprietor  
M.No. 410108

Manisha Agarwal  
Director

Hem Kumar Bhargav  
Director

Tamanna Girdhani  
Company Secretary

Date: 24<sup>th</sup> April 2013  
Place : New Delhi

## Consolidated Account

### INDEPENDENT AUDITOR'S REPORT

#### To The Board of Directors of TRANSCORP INTERNATIONAL LIMITED

We have audited the accompanying consolidated financial statements of TRANSCORP INTERNATIONAL LIMITED ("the Company") and its subsidiaries TRANSCORP ESTATES PRIVATE LIMITED AND RITCO TRAVELS AND TOURS PRIVATE LIMITED which comprise the Consolidated Balance Sheet as at March 31st, 2013 and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of Significant accounting policies and other explanatory information.

#### Management's Responsibility for the consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the company in accordance with accounting policies generally accepted in India; this includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

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

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

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiary as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the consolidated Balance Sheet, of the state of affairs of the company as at March 31, 2013
- in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

#### Other Matter

We did not audit the financial statements of subsidiary RITCO TRAVELS AND TOURS PRIVATE LIMITED, whose financial statements reflect total assets (net) of ₹ 20413414 as at March 31, 2013, total revenues of ₹ 47434969 and net cash outflows amounting to ₹ 6501927 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the management, and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

Place : New Delhi  
Date: 16<sup>th</sup> May 2013

**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2013**

Particulars	Note No.	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders funds</b>			
(a) Share capital	1	40681910	40681910
(b) Reserves and surplus	2	363672517	352358165
		<b>404354427</b>	<b>393040075</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	3	64487159	29377635
(b) Deferred tax liabilities		14250025	11982015
(c) Other Long term Liabilities	4	6656803	6208153
		<b>85393987</b>	<b>47567803</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	5	188452143	184428420
(b) Trade payables	6	257273754	116921983
(c) Other current liabilities	7	57920467	39909249
(d) Short-term provisions	8	9241956	11015257
		<b>512888320</b>	<b>352274910</b>
<b>TOTAL</b>		<b>1002636734</b>	<b>792882788</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
Tangible Assets	9	438273250	377814309
Intangible Assets	10	2684891	1152620
capital work in progress		1095160	0
(b) Non-current investments	11	26303020	26303020
(c) Long-term loans and advances	12	48555342	37584269
(d) Other Non Current Assets	13	39514786	37520844
		<b>556426449</b>	<b>480375062</b>
<b>2 Current assets</b>			
(a) Inventories	14	10013072	9481788
(b) Trade receivables	15	327742963	179792450
(c) Cash and Bank Balances	16	74415375	92738105
(d) Short-term loans and advances	17	34034755	30495382
(e) Other Current Assets	18	4120	0
		<b>446210285</b>	<b>312507725</b>
<b>TOTAL</b>		<b>1002636734</b>	<b>792882788</b>

Other explanatory information - Note no.28

Summary of Significant Accounting Policies- Note no.29

The accompanying notes 1 to 29 are an integral part of the Financial Statements

As per our annexed report of even date

**For Anand Jain & Co.**

Chartered Accountants

FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**

Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013

Place : New Delhi

# TRANSCORP INTERNATIONAL LTD.

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2013

Particulars	Note No.	For the year 2012-13 ₹	For the year 2011-12 ₹
<b>Revenue</b>			
I revenue from operations	19	6737145601	6795813546
II Other Income	20	6263608	5342954
<b>III Total Revenue (I + II)</b>		<b>6743409209</b>	<b>6801156500</b>
<b>IV Expenses:</b>			
Purchase of Stock In Trade	21	6291322797	6368887446
(Increase)/Decrease in Inventories of Stock in Trade	22	-531284	11620587
Employee benefits expense	23	109848875	99213389
Finance costs	24	34377348	31922627
Advertisement and Publicity Expenses		21709617	19111159
Vehicle Operating Expenses	25	5930110	9217824
Depreciation	26	10399832	8636177
Other expenses	27	250133837	225909352
<b>Total expenses</b>		<b>6723191132</b>	<b>6774518561</b>
<b>V Profit before tax (III- IV)</b>		<b>20218077</b>	<b>26637939</b>
<b>VI Tax expense:</b>			
Current tax (Net of MAT credit of earlier year Rs. 626907/-)		4141512	5847948
Deferred tax		2268010	1500000
Mat. Credit		-3341424	0
Income tax for earlier year		161842	200309
<b>Total Tax Expenses</b>		<b>3229940</b>	<b>7548257</b>
<b>VII Profit for the year (V-VD)</b>		<b>16988137</b>	<b>19089682</b>
<b>VIII Earnings per equity share:</b>			
Basic		4.18	4.69
Diluted		4.18	4.69
Weighted Average no. of Equity Shares		4068191	4068191
Nominal Value per equity Share		10	10

Other explanatory information- Note no.28

Summary of Significant Accounting Policies- Note no.29

The accompanying notes 1 to 29 are an integral part of the Financial Statements

As per our annexed report of even date

**For Anand Jain & Co.**

Chartered Accountants

FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**

Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013

Place : New Delhi

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2013

	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>I Cash flows from operating activities</b>		
Net profit before tax and extraordinary items	20218077	26637939
Adjustments for :		
Depreciation	10399832	8636177
(Profit)/Loss on sale of assets	422575	-45308
Bad Debts written off	1101685	1393191
Property Income(Net of Expenses)	-1891064	-1929600
Unspent liabilities Written back	-483422	-2409286
Dividend Income	-142889	-117293
Interest Income	-3687306	-3054318
Provision for employee benefits	0	32364
Interest expense and other borrowing costs	34377348	31922627
<b>Operating profit before working capital changes</b>	<b>60314836</b>	<b>61066493</b>
Adjustments for :		
Trade and other receivables	-150531056	-56319781
Inventories(Increase)/Decrease	-531284	11620587
Other non current assets	0	-4144444
Other Current Liabilities	17978852	-3893362
Trade and other payables	140835193	16778387
Other Current Assets	-9903557	819796
Other long term advances	426421	-3682722
Other Long term liabilities	448650	951253
Cash generated from operations	59038055	23196207
Direct taxes paid	-8787221	-9890554
<b>Net cash flow from operating activities</b>	<b>50250834</b>	<b>13305653</b>
<b>II Cash flows from investing activities</b>		
Purchase of fixed assets Including capital work In progress	-75272992	-37743746
Sale of fixed assets	1364214	265971
Rental Income	1891064	1929600
Dividend Income	142889	117293
Interest	3687306	3054318
Loans to body corporate and others	9026114	9274133
Other Long term loans & Advances	-7979190	-365949
Bank deposits Including Interest accrued	-641974	-1569424
<b>Net cash flow from Investing activities</b>	<b>-67782569</b>	<b>-25037804</b>
<b>III Cash flows from financing activities</b>		
Proceeds from short term borrowings(Net of Repayments)	4023723	55982165
Proceeds from long term borrowings(Net of Repayments)	35109524	8681845
Interest & other borrowing costs	-34377348	-31922627
Dividend & Corporate dividend tax paid	-5673784	-4728154
<b>Net cash flow from financing activities</b>	<b>-917885</b>	<b>28013229</b>
<b>Net increase /(decrease)in cash and cash equivalents</b>	<b>-18449620</b>	<b>16281078</b>
Cash and cash equivalents (opening)	92738105	76457027
Cash and cash equivalents (closing)	<b>74288485</b>	<b>92738105</b>
<b>Components of Cash and Cash Equivalents</b>		
Cash & cheques on hand	24508152	22278625
Balances with banks on unclaimed dividend & fractional shares proceeds A/c	233424	154633
Bank balances in current accounts	49546909	70225572
Margin money deposits/encumbered deposits	0	79275
	<b>74288485</b>	<b>92738105</b>

**Notes:**

1. The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2013 and the related statement of profit and loss for the year ended on that date.
2. The above cash flow statement has been prepared as per the indirect method as set out in Accounting Standard-3 on Cash flow statement as notified under section 211(3C) of the Companies Act,1956.
3. Cash and cash equivalents for the purpose of cash flow statement comprises cash at bank and short-term investments with an original maturity of three months or less.
4. Current maturities of long term borrowings are considered under other current liabilities

As per our annexed report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Armitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013  
Place : New Delhi



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2013**

**1.Share Capital**

	31.03.2013	31.03.2012
	₹	₹
<b>(A) Authorised</b>		
10000000 (PY 10000000)Equity Shares of Rs.10/- each	10000000	10000000
<b>(B) Issued,Subscribed &amp; Fully Paid up</b>		
4068191 (PY 4068191) Equity Shares of Rs.10 each fully paid	4068191	4068191
<b>Total</b>	<b>4068191</b>	<b>4068191</b>

**(C)-Reconciliation of No. of Shares outstanding at the beginning and at the end of the reporting period**

Particulars	31.03.2013		31.03.2012	
	No.	₹	No.	₹
Equity Share at the beginning of the year	4068191	40681910	4068191	40681910
Equity Shares at the end of the year	4068191	40681910	4068191	40681910

**(D) Terms/Rights attached to the Equity Shares**

The Company has only one class of equity share having a face value of Rs.10/- per share.Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in indian rupees. The final dividends proposed by the Board of Directors is subject to approval of shareholders in annual general meeting. In the event of liquidation of the company the equity shareholders will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(E)-Aggregate No.of Bonus Shares Issued during the period of 5 years immediately preceding the reporting date**

Particulars	Year (Aggregate No. of Shares)	
	31.03.2013	31.03.2012
	Nos.	Nos.
Equity Shares allotted as fully paid bonus shares by capitalisation of Securities Premium.	1356064	1356064

**(F)- Details of Shareholders holding more than 5% Shares in the Company**

Name of Shareholder	As at 31.03.2013		As at 31.03.2012	
	No.	%	No.	%
<b>Equity share of Rs.10/-each fully paid up</b>				
Bhoruka Investment Limited	1551561	38.14	1551561	38.14
Ayan Fintrade Private Limited	524481	12.89	524481	12.89
Sundram Consultants Private Limited	125000	3.07	285000	7.01
Mr.Ashok Kumar Agarwal jt-1 Mrs.Manisha Agarwal	209960	5.16	210891	5.18
TCI Bhoruka Projects Limited	203869	5.01	203869	5.01
Vitro Suppliers	246948	6.07	41948	1.03

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## NOTES TO FINANCIAL STATEMENT OF THE COMPANY

### 2. Reserves and Surplus

	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>Reserves</b>		
<b>Securities Premium Account</b>		
Balance as per last Financial Statement	22439360	22439360
<b>Total</b>	<b>22439360</b>	<b>22439360</b>
<b>General Reserve</b>		
Balance as per last financial statement	258407676	257907676
Add: transfer from surplus balance in the statement of profit and loss	365000	500000
<b>Total</b>	<b>258772676</b>	<b>258407676</b>
<b>Total Reserves</b>	<b>281212036</b>	<b>280847036</b>
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS</b>		
Balance as per last Financial Statement	71511128	58595231
Add-Profit for the Year	16988137	19089682
<b>Profit available for appropriations</b>	<b>88499265</b>	<b>77684913</b>
<b>Less- Appropriations</b>		
(a) Proposed Final Equity Dividend Rs.1.20 per equity share (previous year Rs.1.20 per equity share)	4881829	4881829
(b) Tax on Proposed equity dividend	791955	791955
c) Amount transferred to General Reserve	365000	500000
<b>Net surplus in the statement of Profit and Loss</b>	<b>82460481</b>	<b>71511129</b>
<b>Total Reserves and Surplus</b>	<b>363672517</b>	<b>352358165</b>

### 3. Long Term Borrowings

	Non Current As at 31.03.2013	Current Maturities* As at 31.03.2013	Non Current As at 31.03.2012	Current Maturities* As at 31.03.2012
	₹	₹	₹	₹
<b>Secured</b>				
<b>Term loans from Banks</b>				
<b>HDFC Bank Limited</b>				
Against hypothecation of specific vehicle and repayable in 36 to 48 monthly instalments( Ranging from ₹ 11020/- to ₹ 84660/-) from the date of loan inclusive of interest ranging from 9.53% to 12.02% p.a.	1908955	3092560	3197694	2562788
Against Equitable mortgage of specific building and repayable in 36 monthly Instalments of ₹ 208333/- from the date of loan Inclusive of interest @ 11% p.a.	0	748593	1250000	2500000
<b>ICICI Bank Limited</b>				
Against hypothecation of specific vehicle and repayable in 35 monthly instalments of ₹25718/- from the dateof loan inclusive of interest @ 11.75% p.a.	0	264482	264482	260642
<b>Kotak Mahindra bank Limited</b>				
Against hypothecation of specific building & repayable In 120 monthly Installments of ₹ 329437/-from date of loan Inclusive of Interest @12.5 % p.a.	20855762	1258373	0	0
<b>Term Loan from other Parties</b>				
<b>TATA Capital Limited</b>				
Against hypothecation of specific vehicle and repayable In 36 to 48 monthly Instalments ranging from ₹ 14570 to ₹ 54600 from the date of loan inclusive of interest ranging from 9.87% to 14.50% p.a.	2291584	1656069	4002255	1483054

NOTES TO FINANCIAL STATEMENT FOR YEAR ENDED 31.03.2013

Particulars	Non Current	Current Maturities*	Non Current	Current Maturities*
	As at 31.03.2013 ₹	As at 31.03.2013 ₹	As at 31.03.2012 ₹	As at 31.03.2012 ₹
<b>ICICI Home Finance Co Limited</b> Against equitable mortgage of specific building and repayable in 72 monthly instalments of ₹ 82600/- from the date of loan inclusive of interest @12% p.a.	1623910	746945	2370855	662835
<b>India Bulls Housing Finance Limited</b> Against equitable mortgage of specific building and repayable in 36 monthly instalments of ₹ 69751/- from the date of loan inclusive of interest @12% p.a.	0	660596	660596	710702
Against equitable mortgage of specific building and repayable in 72 monthly instalments of ₹ 258843/- from the date of loan inclusive of interest @14.5% p.a.	9950426	1539711	8925757	1274243
<b>Deferred Payment Installments</b> Haryana Urban Development Authority Repayable in 10 half yearly instalments of ₹ 354373/- from the date of allotment carrying interest @ 9% p.a. for the allotment of booth site	0	0	0	708750
<b>Unsecured</b> <b>Public Deposits</b> carrying interest @11.5% to 12% p.a. and repayable after 2 to 3 years from the date of deposit	27856522	7789406	8705996	0
<b>Total</b>	<b>64487159</b>	<b>17756735</b>	<b>29377635</b>	<b>10163013</b>

\*Amount of Current maturities is disclosed under the head 'other current liabilities' (Refer to note no.7)

As at 31.03.2013 ₹	As at 31.03.2012 ₹
--------------------------	--------------------------

**4. Other Long Term Liabilities**

Interest Accrued but not due on long term		
Public Deposits maturing after 1 year	676121	437205
Security Deposits	5980682	5770948
<b>Total</b>	<b>6656803</b>	<b>6208153</b>

**5. Short Term Borrowings**

**Secured**

**Cash Credit from Banks**

**HDFC Bank Limited**

(Secured by Hypothecation of Stocks of Foreign Currencies, Travellers Cheques, receivables, and all other Current Assets of Company present & future, and Personal Guarantee of Director, equitable mortgage of some specific Immovable properties of the company and its subsidiary. It is repayable on demand and carries interest @ 10.75% to 11.75% p.a.)	161512205	156704658
---	-----------	-----------

**Kotak Mahindra Bank**

(Secured by hypothecation of existing as well as future book debts and all other current assets of company, equitable mortgage of specific immovable properties and Corporate Guarantee of the Holding Company.) (It is repayable on demand and carries interest @12.75% p.a.)	11256565	12585275
---	----------	----------

Particulars	As at 31.03.2013 ₹	As at 31.03.2012 ₹
<b>Temporary Overdraft from Bank</b>		
<b>HDFC Bank Limited</b>		
Secured by extension of equitable mortgage of the specific immovable properties belonging to the company and its subsidiary. It is repayable within 3 days and carries interest @ 11.75% p.a.	444881	480113
<b>Total</b>	<b>173213651</b>	<b>169770046</b>
<b>Unsecured</b>		
<b>Public Deposits</b>	5886177	14658374
(Carrying interest @ 10 to 12% p.a. repayable on maturity within one year )		
<b>Bhoruka Investment Ltd.</b>	9352315	0
(It carries interest @ 12% to 13% and is repayable on demand)		
<b>Total</b>	15238492	14658374
<b>TOTAL</b>	<b>188452143</b>	<b>184428420</b>
<b>6. Trade Payables</b>		
<b>Trade Payables</b>	257273754	116921983
Amount of principal and interest due/paid to micro and small enterprises under MSMED Act, 2006	NIL	NIL
<b>Total</b>	<b>257273754</b>	<b>116921983</b>
<b>7. Other Current Liabilities</b>		
(a) Current maturities of long-term borrowings (Refer Note no. 3)	17756735	10163013
Interest accrued but not due on short term public deposits maturing within one year	1181477	1424734
Unclaimed public deposits	1308493	1477015
Interest accrued and due on unclaimed public deposits	87748	152593
TDS /PF/ESI /Bonus and other statutory obligations	6159460	5470776
Unclaimed dividends	226233	147443
Unclaimed fractional Bonus share proceeds	7190	7190
Security Deposits	2283480	2563480
Expenses and other payables	16910236	9859526
Bank book overdrafts	3674351	3046769
Advances from Customers	8325064	5596712
<b>Total</b>	<b>57920467</b>	<b>39909251</b>
<b>8. Short Term Provisions</b>		
Proposed Equity Dividend	4881829	4881829
Provision for Tax on Proposed Equity Dividend	791955	791955
Provision for Taxation	3568172	5309109
Provision for Employees benefits	0	32364
<b>TOTAL</b>	<b>9241956</b>	<b>11015257</b>

## 9. Tangible Assets

TANGIBLE ASSETS	Freehold Land		Leasehold land		Building		Air Conditioners		Furniture and Fixtures		Office Equipments		Computers		Vehicles		Motor Todies		Total		
	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.03.2013	31.3.2012	31.3.2013
Gross Block																					
At: the beginning of the year	183648326	183648326	27306249	27306249	120815180	95822599	5873428	5479814	19861701	20856518	14262382	14966191	18052236	20713405	16014349	12250860	9844371	10557696	41367822	392720252	
Transactions during the year																					
Add: Additions					51543533	23992587	1905218	447564	11375159	1104218	3084129	846654	1657262	1572182	611171	3763389	3865263	5790133	72039795	37516927	
Less: Transfer to subsidiary								0	1811942			1529813		3430033	0		6289945			0	13061733
Less: Sale/disposal					757478			53950	26673	87393	206194	20650	31925	803518	678191	679800	13513	2380261	979024		
Cost/valuation as at the year end	183648326	183648326	27306249	27306249	171601235	120815180	7778646	5873428	31210187	19861701	17140317	14262382	18677573	18052236	15947329	16014349	11027834	9844371	48635786	415678222	
Accumulated Depreciation																					
At beginning of the year					4063568	2428189	2640575	2408137	8064911	8654687	5486318	6184100	11690098	14006518	4771569	3487128	1146874	6289945	37863013	43459704	
Add: Depreciation for the year					2271354	1635379	347479	271099	1504342	1264814	909759	8382299	1791866	1782860	1424973	1204441	1544232	1148412	9794005	8225304	
Less: Adjusted for assets transferred to subsidiary								0	1811943			1529813		3430033			6289945			0	13061734
Less: Adjusted on sale/disposal					21683			38661	24031	42647	54561	6268	31925	669247	288956	172316	1538	593472	758361		
Depreciation at year end	0	0	0	0	6313239	4063568	2988054	2640575	9545222	8064911	6341516	5486318	13450099	11690098	5907586	4771569	2518790	1146874	47064446	37863013	
Net Block	183648326	183648326	27306249	27306249	165287996	116771512	4790592	3232853	21664965	11796790	107988001	8778064	6227534	63821198	10099749	11202780	8509044	8657487	43827358	37781909	

## 10. Intangible Assets

INTANGIBLE ASSETS	Computer Software	
	31.03.2013	31.03.2012
Gross Block		
At beginning of the year	3183923	2957104
Transactions during the year		
Add: Additions	2138097	226819
Cost/valuation as at the year end	5322020	3183923
Depreciation		
At beginning of the year	2031303	1620429
Add: Depreciation for the year	605826	410874
Less: Adjusted for transfer to subsidiary	0	0
Less: Adjusted on sale/disposal	0	0
Depreciation at year end	2637129	2031303
Net Block	2684891	1152620

## Transcorp International Ltd.

- (A) Company revalued all its land and building on 01.10.2010 at the fair value based on the reports of independent valuers. The Valuers determined fair value based on active market prices, adjusted for any difference in the nature, location or condition of the specific property. The historical cost (net of accumulated depreciation)/valuation of these land and building was ₹ 1,648,456.7 and ₹ 15,66,964.82 respectively and the fair value determined was ₹ 20,62,29,575 and ₹ 51,96,89,227 respectively. This resulted in to creation of revaluation reserve of ₹ 22,60,44,253. These land and building were transferred to Wholly Owned Subsidiary at fair values determined during financial year 2010-11 and consequently revaluation reserve was appropriately adjusted.
- (B) In view of long term lease no write off for land is considered necessary.
- (C) Land for ₹ 47,25,000 (Previous year ₹ 47,25,000), building for ₹ 42,05,06,800 (Previous year ₹ 42,05,06,800), vehicle for ₹ 1,03,68,796 (Previous year ₹ 1,03,68,796) are hypothecated/mortgaged to the lenders or are under deferred payment obligation. Buildings costing ₹ 53,95,88,992 (Previous year ₹ 53,95,88,992) are mortgaged for collateral securing working capital facilities from HDFC Bank.
- (D) There was no impairment/revival during the year.
- Ritco Travels and Tours Pvt. Ltd.**
- (A) In case of vehicles cost is net of excise duty refund received during the year and vehicle acquired from holding company are still to be transferred in name of the company.
- (B) Vehicles and motor/loads costing Rs. 10,60,3,929/- (previous year Rs. 8,740,666/-) are hypothecated/ mortgaged to the lenders.
- (C) Building is hypothecated/ mortgaged to the lenders.
- (D) There was no impairment/ revaluation during the year.

# TRANSCORP INTERNATIONAL LTD.

Notes to financial statements for the year ended 31st march, 2013

## 11. Non Current Investments

Name of body corporate	Face Value	No. of shares		Amount (in ₹)	
		As at 31.3.2013	As at 31.3.2012	As at 31.3.2013	As at 31.3.2012
<b>Unquoted Equity Instruments</b>					
<b>At Cost, Non Trade</b>					
<b>Fully Paid up</b>					
Bhoruka Investment Limited	10	500000	500000	5000000	5000000
Transcorp Enterprises Limited	10	195000	195000	1950000	1950000
				<b>6950000</b>	<b>6950000</b>
<b>Quoted Equity Instruments</b>					
<b>At Cost, Non Trade, Fully paid up</b>					
Axis Bank Ltd.	10	1500	1500	122198	122198
Larsen and Toubro Ltd.	2	2000	2000	23097	23097
Ultra Tech Cement Ltd.	10	400	400	207869	207869
Biocon Ltd.	10	3000	3000	712451	712451
TCS Ltd.	1	1600	1600	468218	468218
Dr. Reddy Laboratories Ltd.	5	1200	1200	299190	299190
Reliance Industries Limited	10	750	750	467700	467700
HT Media Limited	2	3015	3015	293183	293183
TCI Industries Limited	10	26000	26000	16633043	16633043
TCI Bhoruka Projects Limited	10	50000	50000	126071	126071
				<b>19353020</b>	<b>19353020</b>
<b>Debentures(Quoted)</b>					
9.25 non convertible bonus debentures of Dr. Reddy laboratories Ltd.24March,2014	5	7800	0	0	0
<b>Total Investments</b>				<b>26303020</b>	<b>26303020</b>
<b>Aggregate amount of market value of quoted shares</b>				<b>36463049</b>	<b>33570046</b>

There was no diminution in value of investments as at the end of year

	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>12. Long Term Loans And Advances</b>		
<b>Unsecured, considered good</b>		
Advance recoverable in cash or in kind for value to be received or pending adjustments	16772526	18429096
Capital Advances	14950190	6971000
Security Deposits	4424887	4152861
Loan to employees	72870	65363
ITDS refundable/adjustable	11255187	7844390
Prepaid expenses	1079682	121559
<b>Total</b>	<b>48555342</b>	<b>37584269</b>

## 13. Other Non Current Assets

	As at 31.03.2013	As at 31.03.2012
<b>Unsecured, considered good</b>		
Trade receivables - outstanding for a period exceeding six months from the date they are due for payment	31873850	30394992
Other bank balances (Refer to Note no 16 )	7190515	6888929
Interest accrued on fixed deposits	450421	236923
<b>Total</b>	<b>39514786</b>	<b>37520844</b>

Particulars	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>14. Inventories</b>		
At cost or market value which ever is lower		
<b>Traded Goods</b>		
Foreign Currencies	9700176	8830844
Paid Documents	312896	650944
<b>Total</b>	<b>10013072</b>	<b>9481788</b>
<b>15. Trade Receivables</b>		
Unsecured, Considered good		
outstanding for a period exceeding six months from the date they are due for payment	244315	75197
Others	327498648	179717253
<b>Total</b>	<b>327742963</b>	<b>179792450</b>

Particulars	Current		Non Current	
	As at 31.03.2013	As at 31.03.2012	As at 31.03.2013	As at 31.03.2012
	₹	₹	₹	₹
<b>16. Cash And Bank Balances</b>				
<b>Cash and cash equivalents</b>				
Balance with banks:				
on Current accounts	49546909	70225572	67949	67949
on unclaimed dividend accounts	226234	147443	0	0
on unclaimed fractional share proceeds account	7190	7190	0	0
Cheques/drafts in hand	4841041	1215420	0	0
Cash on hand	19667111	21063205	0	0
<b>Total</b>	<b>74288485</b>	<b>92658830</b>	<b>67949</b>	<b>67949</b>
<b>Fixed deposits with maturity upto 12 months</b>	126890	0	0	0
<b>Total</b>	<b>74415375</b>	<b>92658830</b>	<b>67949</b>	<b>67949</b>
<b>Other bank balances</b>				
Deposits with original maturity for more than 12 months	0	0	2488673	2488673
MargIn money deposits/encumbered deposits	0	79275	4633893	4332307
<b>Total</b>	<b>74415375</b>	<b>92738105</b>	<b>7190515</b>	<b>6888929</b>

\* Amount of non current balances is disclosed under non current assets  
( Refer to note no. 13 )

Particulars	As at 31.03.2013	As at 31.03.2012
	₹	₹
<b>17. Short Term Loans And Advances</b>		
Unsecured, considered good		
Advances recoverable in cash or in kind or for value to be received or pending adjustments	18875616	9015283
Loans and advances to body corporates and others	3500000	12296668
Advance Income Tax/ITDS	6682543	4008986
Service Tax Refundable/Adjustable	0	92707
Prepaid expenses	2206419	2247448
Loans to employees	264212	501165
Security Deposits	2505965	2333125
<b>Total</b>	<b>34034755</b>	<b>30495382</b>

**18. Other Current Assets**

Unsecured, considered good		
Interest accrued on fixed deposits	4120	0
<b>Total</b>	<b>4120</b>	<b>0</b>

## 19. Revenue From Operations

	For the year 2012-13	For the year 2011-12
	₹	₹
Sale of Products - Traded goods	6332785836	6429595409
Sales of Services	399396840	360107431
Other Operating revenue	4962925	6110706
	<b>6737145601</b>	<b>6795813546</b>
<b>Details of Products sold</b>		
Currency	5496380135	5224188079
Traveller cheques/Cards	661000740	917874584
Paid Documents	175404961	287532746
	<b>6332785836</b>	<b>6429595409</b>
<b>Details of Services rendered</b>		
Money Transfer services	342496892	306926121
Rental Income	5232500	4837213
Income from Travels Service	40572363	38244129
Other	11095085	10099968
	<b>399396840</b>	<b>360107431</b>
<b>Details of Other operating revenue</b>		
Unspent liabilities written back	483422	2409286
Delivery charges	343853	237182
Others	4135650	3464238
	<b>4962925</b>	<b>6110706</b>

## 20. Other Income

Interest income		
- on bank deposits	404653	368275
- on current loans and advances	3282653	2686043
Dividend from long term investments	142889	117293
Profit on sale of fixed assets	128017	87630
Other non operating Income		
- Rent received	1974600	1929600
- Others	414332	183244
	<b>6347144</b>	<b>5372085</b>
Less: Expenses directly attributable to other non operating income		
- Rates and Taxes	83536	29131
	<b>6263608</b>	<b>5342954</b>

## 21. Purchase of stock in trade- traded goods

Foreign currency	5463991635	5177361668
Travellers cheques/ Cards	654357983	908474091
Paid Documents	172973179	283051687
	<b>6291322797</b>	<b>6368887446</b>

## 22. (Increase)/ Decrease in Inventories of stock in trade

Inventory at the end of year		
- Foreign Currency	9700176	8830844
- Paid Documents	312896	650944
	<b>10013072</b>	<b>9481788</b>
Inventory at the beginning of the year		
- Foreign Currency	8830844	20153822
- Paid Documents	650944	948553
<b>Total</b>	<b>-531284</b>	<b>11620587</b>



**23. Employee Benefits Expenses**

Salaries,allowances and bonus	96869904	86008924
Contribution to provident and other funds	5614862	6331549
Gratuity Expenses	1506211	1827459
staff recruitment and training	1920195	2540385
Staff Welfare expenses	3937703	2505072
<b>Total</b>	<b>109848875</b>	<b>99213389</b>

**24. Finance Cost**

Interest	33832846	31385979
Other borrowing costs	544502	536648
<b>Total</b>	<b>34377348</b>	<b>31922627</b>

**25. Vehicle Operating Expenses**

Vehicle Trip Expenses	4298405	7338204
Vehicle Taxes	481350	485208
Vehicle Insurance	445145	336358
Vechile Repairs & Maintinance	705210	1058054
	<b>5930110</b>	<b>9217824</b>

**26. Depreciation**

on Tangible assets	9794006	8225303
on Intangible assets	605826	410874
<b>Total</b>	<b>10399832</b>	<b>8636177</b>

**27. Other Expenses**

Rent	18724852	17505622
Repairs to buildings	216830	480032
Repairs and maintenance	26625300	23701720
Insurance	2805626	2146749
Rates and Taxes	652172	739753
Electricity and Water Expenses	3727433	3320028
Printing and Stationery	6039930	7605523
Travelling & conveyance	20949274	19714418
Communication costs	8039258	8736331
Legal and Professional expenses	4433234	3152467
Directors sitting fees	252248	120000
Remuneration to non executive directors	190022	231457
Payment to Auditors		
Audit fee	512393	515974
Tax audit fee	60000	66236
- for taxation matters	55618	50000
- for other matters	40000	40000
- for service tax	80340	0
Loss on derivative contracts	81690	81325
Bad Debts written off	1101685	1393191
Loss on sale of fixed Assets	550592	42322
Bank Charges	1998023	1637845
Exchange difference(Net)	33040	414816
Miscellaneous Expenses	1154252	1936451
Contribution for scientific research and social welfare & Other	228500	300000
Service Tax	1209979	0
Freight Charges	1107905	460425
Commission/Service Charges	149263641	131516667
<b>Total</b>	<b>250133837</b>	<b>225909352</b>

## 28. Explanatory Information

### 1. Contingent Liability:

- a. Corporate Guarantee given for following facilities taken by Wholly Owned Subsidiary Company named Ritco Travels and Tours Private Limited:-
  - I. Bank Guarantee: ₹ 20,00,000/- (as on 31.03.2012: ₹ 20,00,000/-)
  - ii. Over Draft Facility: ₹ 1,25,00,000/- (as on 31.03.2012: ₹ 1,25,00,000/-)
  - iii. Term Loan: ₹ 2,24,00,000/- (Previous Year: ₹NIL)
- b. Bank Guarantee for US\$ 30000 (Previous Year US\$15000) equivalent to ₹ 1631700/- (Previous Year ₹ 763050/-)
- c. Claims against the Company not acknowledged as debts:-  
Amount disputed ₹287412/- (Previous year ₹12,49,212/-), out of this deposited with court ₹33393/- (Previous year ₹33393/-) in respect of claims made by customers and others.
- d. Amounts disputed in appeals, with Income Tax and other Govt. departments ₹ 4293821/- plus consequential interest (as on 31.03.2012 ₹35,21,370/-)
- e. Notice of demand from Commissioner of Central Excise (Adjn.) towards Service Tax ₹2.96 Crore, towards interest & Penalty: ₹2.96 Crores and towards additional penalty of ₹1000/- plus interest. In view of the fact that similar case of another principal agent has been disposed in the favour of the principal agent vide Final Order no. ST/A/699/2012-CU[DB]. Stay/MISC Order No. and dated 21.11.2012 by Central Excise & Service Tax Appellate Tribunal, no provision is made.
- f. Notice of demand from Income Tax Department Alwar, in respect of TDS discrepancies

Amount in ₹)

S. No.	Relevant A.Y.	Demand
1	2011-2012	243953
2	2011-2012	432758
3	2011-2012	187720
4	2012-2013	20539
5	2012-2013	117996
6	2012-2013	67697
	Total	1070663

As Company has taken/will take all required corrective action, no provision is made.

2. Capital Commitments ₹94736436/- (out of which advance paid ₹14931850/-) (as on 31.03.2012: ₹80886500/-)
3. Short Term Loan and advances include--Loans due from M/s Bhoruka Investment Limited ₹NIL (as on 31.03.2012 ₹ 3691545/-), which are covered under the same management within the meaning of sub section (1B) of Section of 370 of the Companies Act, 1956. Maximum amount due during the year ₹32781545/- (for previous year ended on 31.03.2012 ₹ 20221545/-).
4. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations

Particulars	31.03.2013	31.03.2012
Profit/(loss) after tax (in ₹)	16988137	19089682
Weighted average number of equity shares in calculating basic EPS	4068191	4068191
Weighted average number of equity shares in calculating diluted EPS	4068191	4068191

### 5. Related Party disclosures

#### 1. Associates/Investing Party

- Transcorp Enterprises Limited
- TCI Bhoruka Projects Ltd.
- Bhoruka Investment Ltd.

#### 2. Enterprise over which relatives of person having significant influence is able to exercise significant influence :

- Rama Crafts Pvt. Ltd.
- Gati Limited
- TCI Industries Limited
- Transport Corporation of India Limited

- ABC India Limited
- Bhoruka Power Corporation Limited
- TCI International Limited

**3. Key Management Personnel and person having significant influence**

- Mr. Ashok Kumar Agarwal
- Mr. Amitava Ghosh

**4. Relatives of Key management personnel and person having significant influence:**

- Mrs. Manisha Agarwal
- Mrs. Avani Kanoi
- Mr. Ayan Agarwal
- Mr. D.P. Agarwal
- Mr. M.K. Agarwal
- Mr. S.N. Agarwal
- Mr. Anand Agarwal
- Miss. Poloumi Ghosh

**5. Concern over which key management person or their relatives is having significant influence:**

- Ayan Fintrade Pvt. Ltd.
- TCI Infrastructure Finance Limited

Transaction with the above related parties for the year ended 31<sup>st</sup> March 2013 are as follows:-

**A. Sale and purchase of Products and services**

(Amount in ₹)

Sl. No.	Particulars	Associates /investing party		Enterprise over which relative of person having significant influence is able to exercise significant influence		Key Management Personnel and person having significant influence		Relative of person having significant influence		Concern over which key managerial person having significant influence		Total	
		2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
1	Sale/Purchase of Products & Services rendered	9166820	0	3274500	13879000	0	0	148250	331619	0	0	12589570	14210619
2	Services taken	900000	0	4476115	3807515	0	0	288000	228000	0	0	5664115	4035515

**B. Loans given and repayment thereof (Associates/Investing Party)**

(Amount in ₹)

S. No.	Particulars	Loans given		Repayment		Interest accrued		Amount owned by related party (Receivable)	
		31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12
1.	Loans given and repayment thereof	91171545	16530000	91171545	16530000	0.00	0.00	0.00	0.00

**C. Loans taken and repayment thereof ( Associates/Investing Party)**

(Amount in ₹)

S. No.	Particulars	Loans taken		Repayment		Interest accrued		Amount owned by related party (Payables)	
		31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12	31.03.13	31.03.12
1.	Loans taken and repayment thereof	16803740	29410000	7400000	29410000	0	812429	9352315	0.00

**D. Remuneration of Key Managerial Person**

S. No.	Name of Key Managerial Person	Details	For the year ended 31.03.2013 (Amount in ₹)	For the year ended 31.03.2012 (Amount in ₹)
1	Mr. Ashok Kumar Agarwal, Director	Commission for the year 2011-12 paid during the year	173593	0.00
2	Mr. Amitava Ghosh, Executive Director	Salary/Remuneration	2260152	2352946

## E. Other transactions

(Amount in ₹)

S. No.	Particulars	Associates /Investing party		Enterprise over which relative of person having significant influence is able to exercise significant influence		Key Management Personnel and person having significant influence		Relative of person having significant influence		Concern over which key managerial person having significant influence		Total	
		2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
1	Interest Earned	2050559	185050	0	0	0	0	0	0	0	0	2050559	185050
2	Interest Paid	9528	812429	0	0	0	0	0	0	0	0	9528	812429
3	Guarantees Given/continued	0	0	0	0	0	0	0	0	0	0	0	0
4	Salary/Commission/Fee	0	0	0	0	2433745	2352946	3306996	3081000	0	0	5740741	5433946
5	Rent Expenses/Deposit on Rent	0	0	0	0	0	0	2970000	3087000	528000	600000	3498000	3687000
6	Rent/ Other Recovery	0	0	0	0	0	0	0	0	0	21376	0	21376
7	Expenses Recovered/Shared	45000	33663	611985	263000	0	0	240000	240000	5575	0	902560	536663
8	Purchase of Fixed Assets	5890597	12302000	0	0	0	0	0	0	0	0	5890597	12302000
9	Security Deposit given/Transferred	615100	0	0	0	0	0	0	0	0	0	615100	0
10	Investment made	0	0	0	0	0	0	0	0	0	0	0	0
11	Fixed Assets Sold/Transferred	0	0	0	0	0	0	0	0	0	0	0	0
12	Advances given	312222	0	0	0	0	0	0	0	0	0	312222	0
	OUTSTANDING												
1	Receivables/Advances	312222	0	0	164000	0	0	0	0	0	0	312222	164000
2	Deposit given	615100	0	120000	120000	0	0	675000	675000	0	0	1410100	795000

6. Sundry debtors includes certain parties, against whom proceedings are pending in the Court of Law Under Section 138 of the Negotiable Instruments Act 1881 being on account of dishonor of cheques and under C.P.C., for which remedy is available under the said Act, and consequently have been considered good by the management.

7. Sundry Creditors, Advances, Debtors and some bank balances are subject to confirmation/reconciliation. Branch and Head Office balance are at different stages of reconciliation. Management expects no major impact of same on financial statements.

### 8. Derivative Instruments and unhedged foreign currency exposure at the end of accounting year

**Derivative instruments : NIL**

**Unhedged foreign currency exposure :**

**(a) Issuer liability (Net of receivables)**

S. No.	Currency	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	Canadian Dollar	23700	1259751	9900	504529
2	EURO	11031	728750	36918	2506917
3	GBP	14012	1152050	9130	743296
4	USD	213857	11615515	164463	8368701
5	SGD	12599	542512	1500	60701
6	AUD	4836	273570	-	-
7	CHF	2000	114920	-	-
8	AED	12500	184849	-	-
9	JPY	169000	98561	-	-
10	SAR	20600	298372	-	-
	Total	-	16268851	-	12184144

**(b) Trade receivable**

S. No.	Particulars	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
<b>1</b>	<b>USD</b>	<b>5981916</b>	<b>259705916</b>	<b>2402564</b>	<b>122247925</b>

**(c) Security deposits received**

S. No.	Particulars	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
<b>1</b>	<b>USD</b>	<b>80000</b>	<b>4321600</b>	<b>80000</b>	<b>4071200</b>

**(d) Bank deposits in foreign currency**

S. No.	Particulars	As on 31.03.2013		As on 31.03.2012	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
<b>1</b>	<b>USD</b>	<b>62079</b>	<b>3353483</b>	<b>60421</b>	<b>3074220</b>

**(e) Inventory of foreign currency and paid documents.**

Currency	As on 31.03.2013		As on 31.03.2012	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
USD	93237	5036528	96388	4879461
GBP	7673	630265	7494	606999
EUR	23556	1631943	25020	1690301
JPY	2115000	1206998	908500	552331
SGD	5469	236953	6174	247302
AUD	1525	85647	8010	418444
HKD	262	1814	12762	82787
NZD	430	19356	1000	41152
AED	8825	129147	7140	97918
KWD	10	1886	4	680
CHF	1090	61739	1200	67048
CAD	1270	67274	875	44251
LKR	0	0	9600	3909
QAR	822	12136	112	1551
SCP	100	8173	21	1692
THB	20560	37804	120730	197810
BHD	0	0	2	200

Currency	As on 31.03.2013		As on 31.03.2012	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
DKK	5050	46801	1950	17655
OMR	79	11034	25	3266
CNY	1051	9096	2366	18928
SAR	13841	198377	1715	23036
SEK	720	5933	0	0
MYR	31648	550125	17936	294938
ZAR	3990	23248	25590	168282
TWD	0	0	100	171
EGP	15	119	25	208
KRW	14000	678	1000	45
MVR	0	0	2670	8789
<b>Total</b>		<b>10013072</b>		<b>9468524</b>

## 9. Expenditure in foreign currency (accrual basis)

Amount (in ₹)

S. No.	Particulars	31.03.2013	31.03.2012
1	Travelling Expenses	1551703	1152842
2	Membership fee	0	488780
3	Transaction fee	0	142360

## 10. Earning in Foreign Currency (accrual basis)

Amount (in ₹)

S. No.	Particulars	31.03.2013	31.03.2012
1	Commission and allied Income	295686793	271828508

## 11. Employee Benefits:-

For gratuity company has obtained the scheme managed by LIC. As required by AS-15 "Employee Benefits" issued by the Institute of Chartered Accountant of India, the following disclosures have been made as per the information provided by LIC.

### Gratuity:-

(a) Relating to the Holding Company and Subsidiary Company, Transcorp Estate Private Limited:  
Gratuity Report under AS-15 (Revised 2005) for the year ended 31.03.2013 in respect of employees group gratuity trust for Policy No. 313910

S. No.	Description	Details	
		As on 31 <sup>st</sup> March 2013	As on 31 <sup>st</sup> March 2012
1.	<b>Assumption</b>		
A.	Discount Rate	8.00%	8.00%
B.	Salary Escalation	7.00%	7.00%
C.	Mortality Rate	LIC (1994-96) ultimate	
D.	Withdrawal Rate	1% to 3% depending on age	
2	<b>Table showing changes in present value of obligation As on 31.03.2013</b>		
		As on 31 <sup>st</sup> March 2013	As on 31 <sup>st</sup> March 2012
	Present value of obligations as at beginning of year	6410455.00	5159308.00
	Interest Cost	512836.00	412745.00
	Current Service Cost	997651.00	1275843.00
	Benefits Paid	(621982.00)	(811572)
	Actuarial (gain)/loss on obligations	578633.00	374131.00
	Present value of obligations as at end of year	7877593.00	6410455.00

<b>3</b>	<b>Table showing changes in the fair value of plan assets As on 31.03.2013</b>		
	Fair value of plan assets at beginning of year	8082834.00	6880873.00
	Expected return on plan assets	720268.00	565696.00
	Contributions	1722514.00	1447837.00
	Benefits paid	(621982)	(811572)
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair value of plan assets at the end of year	9903634.00	8082834.00
<b>4</b>	<b>Table showing fair value of plan assets</b>		
	Fair value of plan assets at beginning of year	8082834.00	6880873.00
	Actual return on plan assets	720268.00	565696.00
	Contributions	1722514.00	1447837.00
	Benefits paid	(621982)	(811572)
	Fair value of plan assets at the end of year	9903634.00	8082834.00
	Funded status	2026041.00	1672379.00
	Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	NIL	NIL
<b>5</b>	<b>Actuarial Gain/Loss recognized As on 31.03.2013</b>		
	Actuarial (gain)/ loss on obligations	(578633.00)	(374131)
	Actuarial (gain)/ loss for the year-plan assets	NIL	NIL
	Actuarial (gain)/ loss on obligations	578633.00	374131.00
	Actuarial (gain)/ loss recognized in the year	578633.00	374131.00
<b>6</b>	<b>The Amounts to be recognized in the balance sheet and statements of profit and loss</b>		
	Present value of obligations as at the end of year	7877593.00	6410455.00
	Fair value of planned assets as at the end of year	9903634.00	8082834.00
	Funded status	2026041.00	1672379.00
	Net Actuarial (gain)/loss recognized in the year	2026041.00	1672379
	Net Assets/(Liability) recognized in the balance sheet	2026041.00	(1672379)
<b>7</b>	<b>Expense Recognized in the statement of Profit and Loss</b>		
	Current Service Cost	997651.00	1275843
	Interest Cost	512836.00	412745
	Expected return on plan assets	(720268.00)	(565696)
	Net Actuarial (gain)/Loss recognized in the year	578633.00	374131
	Expenses recognized in statement of Profit and Loss	1368852.00	1497023

(b) Relating to Subsidiary Company, Ritco Travels and Tour Private Limited-

For Gratuity Company has obtained the scheme managed by LIC. The Company has received following details from LIC for disclosures to be made as required by the Accounting Standard-15 "Employee benefits"

Policy No-340932

**1. Assumption**

	<u>31.03.2013</u>	<u>31.03.2012</u>
Discount rate	8%	8%
Salary Escalation	7%	7%

**2. Table showing changes in present value of obligation as on 31.03.2013:**

Present value of obligations as at beginning of year	721,010/-
Interest cost	57,681/-
Current service cost	184,759/-
Benefits paid	(123,446/-)
Actuarial (gain) / loss on obligations	(30,653/-)
Present value of obligations as at end of year	8,09,351/-

**3. Table showing changes in the fair value of plan assets as on 31.03.2013:**

Fair value of plan assets at beginning of year	998,807/-
Expected return on plan assets	87,673/-
Contributions	181,716/-
Benefits paid	(123,446/-)
Actuarial gain / (loss) on plan assets	NIL
Fair value of plan assets at the end of year	1,144,750/-

**4. Table showing fair value of plan assets :**

Fair value of plan assets at beginning of year	998,807/-
Actual return on plan assets	87,673/-

Contributions	181,716/-
Benefits paid	(123,446/-)
Funded status	335,399/-
Excess of actual over estimated return on plan assets	NIL
5. Actuarial gain / loss recognized as on 31.03.2013	
Actuarial (gain) / loss on obligations	30,653/-
Actuarial (gain) / loss for the year — plan assets	NIL
Total (gain) / loss for the year	(30,653/-)
Actuarial (gain) / loss recognized in the year	(30,653/-)
6. The amount recognized in the balance sheet and statement of profit and loss	
Present value of obligations as at end of year	809,351/-
Fair value of plan assets as at the end of the year	1,144,750/-
Funded status	335,399/-
Net assets / (liability) recognized in balance sheet	335,399/-
7. Expenses recognized in statement of profit and loss	
Current service cost	184,759/-
Interest cost	57,681/-
Expected return on plan assets	(87,673/-)
Net actuarial (gain) / loss recognized in the year	(30,653/-)
Expenses recognized in statement of Profit and Loss	124,114/-

12. Major components of deferred tax liability is on account of timing difference of depreciation.

### 13. Segment Results

Segment & Nature of Services	Foreign Exchange & Money Transfer		Travel Ticketing & Car Rental		Investments, Building Rent & shares Investment		(Amount in ₹)	
	Total		Total		Total		Total	
	For Year ended 31.03.2013	For Year ended 31.03.2012	For Year ended 31.03.2013	For Year ended 31.03.2012	For Year ended 31.03.2013	For Year ended 31.03.2012	For Year ended 31.03.2013	For Year ended 31.03.2012
<b>REVENUE</b>								
External Revenue	6687156656	6749325052	44756445	41288817	5232500	5199677	6737145601	6795813546
Inter Segment Revenue	9140	26162	376087	336302	347200	330200	732427	692664
<b>Total Revenue</b>	<b>6687165796</b>	<b>6749351214</b>	<b>45132532</b>	<b>41625119</b>	<b>5579700</b>	<b>5529877</b>	<b>6737878028</b>	<b>6796506210</b>
<b>RESULT</b>								
Segment Result	42609707	50191677	2939795	601150	2782315	2424785	48331817	53217612
Unallocated Corporate Expenses	0	0	0	0	0	0	0	0
<b>Operating Profit</b>	<b>42609707</b>	<b>50191677</b>	<b>2939795</b>	<b>601150</b>	<b>2782315</b>	<b>2424785</b>	<b>48331817</b>	<b>53217612</b>
Finance Cost							34377348	31922627
Interest and other Income							6263608	5342954
<b>Profit from Ordinary Activity</b>							<b>20218077</b>	<b>26637939</b>
Extra Ordinary Loss							0	0
<b>Net Profit before taxes</b>							<b>20218077</b>	<b>26637939</b>
Tax provision current & Deferred							3229940	7548257
<b>Profit after taxes</b>							<b>16988137</b>	<b>19089682</b>
<b>OTHER INFORMATION</b>								
Segment Assets	548179230	377716093	132549759	98750039	297305603	288951546	978034592	765417678
Other Assets (Loans, Advance Tax, investments etc)	19403423	20885880	5198719	2887686	0	3691545	24602142	27465111
<b>Total Assets</b>	<b>567582653</b>	<b>398601973</b>	<b>137748478</b>	<b>101637725</b>	<b>297305603</b>	<b>292643091</b>	<b>1002636734</b>	<b>792882789</b>
Segment Liabilities*	253145919	107412635	45514380	75595191	1946727	1848070	300607026	184855896
Other Liabilities (Loan Funds, Deferred tax liability, Interest accrued)	247230101	230654356	45496805	19781640	4948375	144161	297675281	250580157
<b>Total Liabilities</b>	<b>500376020</b>	<b>338066991</b>	<b>91011185</b>	<b>95376831</b>	<b>6895102</b>	<b>1992231</b>	<b>598282307</b>	<b>435436053</b>
Capital Expenditure/CWIP	35781631	30128894	38396201	7556052	1095160	58800	75272992	37743746
Depreciation and amortization	7126883	6026165	2421904	1761629	851045	848383	10399832	8636177
Non cash expenses other than depreciation	800766	1083914	300919	309277	0	0	1101685	1393191

\* Other than Capital and Reserve

Note:-

a) The Company is engaged in business in India only, which in the context of Accounting Standard -17 "Segment Reporting" issued by Institute of Chartered Accountants of India is considered the only Geographical segment.



14. Foreign Currency transactions relating to monetary assets and liabilities as at year end translated as per accounting policy no. 10, resulted in net gain of ₹ 36254.116/- (Previous year net gain ₹ 42014.187/-) which has been accounted under relevant heads in the Profit and Loss Account.
15. Previous year's figures have been regrouped, rearranged or recasted wherever considered necessary.
16. In the opinion of management all current and fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
17. Commission payable to Non-Executive Directors has been accounted for @ 1% of Net Profits as computed u/s 349 & 350 of Companies Act, 1956 as Company's application for approval of higher percentage i.e. 10% is still pending with Central Government.

## 29. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Principal of Consolidation and Details of Subsidiaries-

(a) The consolidated financial statements have been prepared on the following principles :-

(i) In respect of Subsidiary companies, the financial statements have been consolidated on line by line basis by adding together the books values of like items of assets, liabilities, income and expenses, after fully eliminating Intra-group balances and unrealized profits/losses on intra group transactions as per Accounting Standard- AS-21 " Consolidated Financial Statements."

(b) The consolidated financial statements include results of all the subsidiaries of Transcorp International Limited

S.No.	Name of the Company	Country of Incorporation	% Shareholding	Consolidated as
1	Transcorp Estates Private Limited	India	100%	Wholly Owned Subsidiary
2	Ritco Travels and Tours Private Limited	India	100%	Wholly Owned Subsidiary

The financial statements of these companies are for the period as under:-

S.No.	Name of the Company	Period	
		From	To
1	Transcorp Estates Private Limited	01.04.2012	31.03.2013
2	Ritco Travels and Tour Private Limited	01.04.2012	31.03.2013

### 1. Basis of Preparation of Accounts

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India and comply in all material respects with the accounting standards notified under the Companies (Accounting standards) Rules, 2006 as amended and the relevant provisions of Companies Act, 1956. The financial statements have been prepared on accrual basis and under the historical cost convention excepting revalued assets.

### 2. Recognition of Income/Expenditure

Income and Expenditure is recognized on accrual basis of accounting. Revenue from sale of traded goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery. Revenue from services is recognized on rendering the services.

### 3. Fixed Assets and Depreciation

- A. Fixed assets are stated at cost, net of accumulated depreciation. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure is added to book value only if it increases the future benefits from the existing asset. In case of revaluation at fair value, revaluation surplus is credited to revaluation reserve. On disposal/transfer/derecognition of the fixed assets, difference between net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss.
- B. Depreciation on fixed assets is calculated on the straight line basis using the rates prescribed in Schedule XIV to the Companies Act, 1956. Assets costing upto ₹ 5000/- are written off on pro-rata basis in the year of acquisition. However depreciation on account of appreciation upon revaluation is adjusted by transfer from revaluation reserve.

### 4. Inventory Valuation

Stock in trade is valued at lower of cost and net realisable value. As company's stock in trade comprise of foreign currencies and paid documents, net realisable value is calculated using exchange rate prevailing at the end of accounting year.

### 5. Investments

Long term Investments are stated at cost. Provision for diminution in the value of long term Investments is made if, in the opinion of the management, such decline is not temporary in nature.

### 6. Taxation:

- (A). The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.
- (B). Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.
- (C). Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are reviewed at each balance sheet date to reassure the realization.
- (D). Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.
- (E). Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit & loss as current tax. MAT credit available is recognized as an asset only to the extent, there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.

## 7. Dividend Income :

Dividend on investment is accounted for as and when the right to receive the same is established.

## 8. Proposed Dividend:

Dividend as proposed by the Board of Directors is provided in the books of account, pending approval at the Annual General Meeting.

## 9. Employees Benefits :

- a) Short term employees benefits like salaries and various incentives are recognized as expenses in the year of their becoming due and payable.
- b) Long term benefits which are in the nature of defined benefits obligation, in respect of
  - (1) Gratuity liability as per actuarial valuation is recognized at the end of each reporting year in the statement of financial position based on the present value of the defined benefits obligation using Projected Unit Credit Method.
  - (2) The Provident Fund is funded through Provident Fund Trust and Company's contribution is charged to the statement of profit and loss each year.

## 10. Foreign Currency Transactions:

The purchase and sale of foreign currencies and paid documents are recorded at the exchange rate prevailing at the time of transaction. Foreign currencies and Encashed Travelers Cheques (ETCs) at the year end are treated as closing stock, and in accordance with Accounting Standard—11 Accounting for the effects of changes in foreign exchange rates), issued by The Institute Of Chartered Accountants Of India are valued at the closing market rate, which is the general buying rate at the year end.

Current Liabilities in foreign currencies at close of year are converted at the closing settlement rate, on the date of the Balance Sheet. Receivables/payables in foreign currencies are converted at the closing market rate at the year end. Exchange differences, if any, arising from rate fluctuation are dealt with in the Statement of Profit and Loss except in cases where these relate to the acquisition of fixed assets, in which case these are adjusted to the carrying cost of such assets.

11. Contingent liabilities and Provisions: The Company does not recognize contingent liability but disclose its existence in the financial statements. A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

As per our annexed report of even date  
**For Anand Jain & Co.**  
Chartered Accountants  
FRN: 001857C

For and on behalf of the board of directors  
of Transcorp International Limited

**Anand Prakash Jain**  
Proprietor  
M.No. 071045

**Deepak Agarwal**  
Additional Director

**Amitava Ghosh**  
Executive Director

**Dilip Kumar Morwal**  
Company Secretary

Date: 16<sup>th</sup> May 2013  
Place : New Delhi

# TRANSCORP INTERNATIONAL LIMITED

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

## ATTENDANCE SLIP

<b>Folio No.</b>	
<b>DP Id</b>	
<b>Client Id No.</b>	

I certify that I am Registered Shareholder/Proxy for Registered Shareholder of Company holding \_\_\_\_\_ shares. I hereby record my presence at the 18th Annual General Meeting of the Company at Plot No. 3 HAF Pocket, Sector 18A, Phase-II, Dwarka, Near Veer Awas, New Delhi-110075 on Monday, 29th July, 2013 at 10.00 A.M.

<b>Member's / Proxy's name in block letters</b>	<b>Member's / Proxy's Signature</b>
---	-------------------------------------

- NOTES :**
1. Shareholder/Proxy wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same duly signed, at the entrance of the meeting hall.
  2. Shareholders/Proxy desiring to attend the meeting are advised to bring copy of the Annual Report for reference at the meeting.

# TRANSCORP INTERNATIONAL LIMITED

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

## PROXY FORM

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a Member/ Members of the above named company, hereby appoint to \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/ our proxy to vote for me/ us and on my/ our behalf at the 18<sup>th</sup> Annual General Meeting of the company, to be held at Plot No. 3 HAF Pocket, Sector 18A, Phase-II, Dwarka, Near Veer Awas, New Delhi-110075 on Monday, 29th July, 2013 at 10.00 A.M. or any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Folio No./Client No. \_\_\_\_\_

Number of Share held: \_\_\_\_\_

Affix  
1 Rupee  
Revenue  
Stamp

Signature \_\_\_\_\_

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



*Riteo*

TRAVELS AND TOURS

**TRANSCORP**<sup>®</sup>  
FOREX

**WESTERN  
UNION**  
MONEY TRANSFER

If undelivered please return to:  
Transcorp International Ltd.

Share Division Office:

Meghalaya Tower, 2nd Floor, Church Road, Jaipur 302 001, India

Tel: +91-141-4004888, 2363999 Fax: +91-141-2372066

[www.transcorpint.com](http://www.transcorpint.com)

**FORM A**

**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

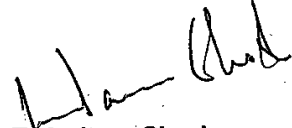
1	Name of the company	Transcorp International Limited
2	Annual financial statements for the year ended	31 <sup>st</sup> March 2013
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable

**For Anand Jain & Co.  
Chartered Accountants  
FRN: 001857C**




**Anand Prakash Jain  
Proprietor  
M. No. 071045**

**For Transcorp International Limited**



**Amitava Ghosh  
Executive Director**



**Ram S. Tarneja  
Director & Chairman of Audit Committee**

**FORM B****Format of covering letter of the annual audit report to be filed with the Stock Exchange**

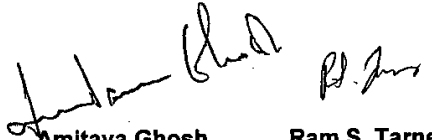
1.	Name of the company	Transcorp International Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2013
3.	Type of Audit qualification	Un-qualified
4.	Frequency of qualification	Not Applicable
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report.	Not Applicable
	Additional comments from the board/audit committee chair:	Not Applicable

**For Anand Jain & Co.**  
**Chartered Accountants**  
**FRN: 001857C**



**Anand Prakash Jain**  
**Proprietor**  
**M. No. 071045**

**For Transcorp International Limited**



**Amitava Ghosh**  
**Executive Director**

**Ram S. Tarneja**  
**Director & Chairman of Audit Committee**