

**CONTENTS**

Notice	3	Explanatory Information and Summary of significant accounting policies	34
Director's Report	7	Financial Statements along with the Auditors' Report, Explanatory Information and Summary of significant accounting policies of Wholly Owned Subsidiaries	42
Auditor's Report	18	Consolidated Financial Statements along with the Auditors' Report, Explanatory Information and Summary of significant accounting policies	72
Balance Sheet	21	Proxy Form	95
Profit & Loss Account	22		
Cash Flow Statement	23		
Note to Financial Statement	25		

## **CORPORATE INFORMATION**

CIN : L51909DL1994PLC235697

## **BOARD OF DIRECTORS**

Dr. Ram S. Tarneja (DIN : 00009395)  
Mr. Ashok Kumar Agarwal (DIN : 01237294)  
Mr. Alope Choudhary (DIN : 00582165)  
Mr. Vineet Agarwal (DIN : 00380300)  
Mr. Deepak Agarwal (DIN : 00454152)  
Mr. Amitava Ghosh, Executive Director (WTD) (DIN : 02193354)

## **COMPANY SECRETARY**

Mr. Dilip Kumar Morwal

## **CHIEF FINANCIAL OFFICER**

Mr. Rajiv Tiwari

## **AUDITORS**

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

## **BANKERS**

HDFC Bank Ltd.  
ICICI Bank Ltd.

## **REGISTERED & CORPORATE OFFICE**

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

## **HEAD OFFICE**

5<sup>th</sup> Floor, Transcorp Towers,  
Moti Doongri Road,  
Jaipur-302004

## NOTICE FOR 19<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 19th Annual General Meeting of the Members of Transcorp International Limited will be held on Saturday, the 19<sup>th</sup> day of July 2014, at the Registered Office of the Company at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi at 10:00 A.M. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31<sup>st</sup> March 2014 including audited Balance Sheet as at 31<sup>st</sup> March 2014, Statement of Profit & Loss 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. Ashok Kumar Agarwal (having DIN: 01237294), who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this connection to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Anand Jain & CO., Chartered Accountants ( Firm Registration No. 001857C) be and is hereby reappointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty second Annual General Meeting of the Company (subject to ratification of their appointment at every Annual General Meeting) on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them.

### SPECIAL BUSINESS

5. Appointment of Dr. Ram S. Tarneja who retires by rotation, as an Independent Director of the Company

To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions if any of the Companies Act ,2013 read with schedule IV and the rules framed thereunder as amended from time to time, and clause 49 of the listing agreement Dr Ram S. Tarneja (DIN No. 00009395) a non executive director of the Company, who retires by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment as independent director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 24<sup>th</sup> annual general meeting in the calendar year 2019.

6. Appointment of Mr. Vineet Agarwal, as an Independent Director of the Company

To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions if any of the Companies Act ,2013 read with schedule IV and the rules framed thereunder as amended from time to time, and clause 49 of the listing agreement, Mr. Vineet Agarwal (DIN No. 00380300) a non executive director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as independent director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 24<sup>th</sup> annual general meeting in the calendar year 2019.

7. Appointment of Mr. Deepak Agarwal, as an Independent Director of the Company

To consider and if thought fit to pass with or without modification (s) the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions if any of the Companies Act ,2013 read with schedule IV and the rules framed thereunder as amended from time to time, and clause 49 of the listing agreement, Mr. Deepak Agarwal (DIN No. 00454152) a non executive director of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as independent director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 24<sup>th</sup> annual general meeting in the calendar year 2019.

**Place:** New Delhi

**Date:** 30.04.2014

### 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. Statement pursuant to Section 102 of the Companies Act, in respect of the special business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of share capital of the Company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by certified copy of Board Resolution authorizing their representative to attend and vote on their behalf/authority, as may be applicable. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.
3. The share transfer books and the register of members will remain close from 18<sup>th</sup> July 2014 to 19<sup>th</sup> July 2014 (both days inclusive). Dividend on equity shares for the year ended 31<sup>st</sup> March 2014, will be paid on or after 19<sup>th</sup> July 2014 to those members whose names appear on the Company's register of members at the close of working hours of the Company on 18<sup>th</sup> July 2014 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.

4. 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.
5. 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, Jaipur-302001.
6. 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.
7. 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.
8. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.
9. Electronic copy of the Annual Report including Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report including notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
10. Members may also note that the Notice of Annual General Meeting will also be available on the Company's website [www.transcorpint.com](http://www.transcorpint.com) in for their download. The physical copies of the aforesaid notice will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [grievance@transcorpint.com](mailto:grievance@transcorpint.com).
11. **Voting through electronic means**

- (I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)/RTA]:
  - (i) Open email and open PDF file viz; 'Transcorp e-Voting.pdf' with your Client ID as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Transcorp International Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
  - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [anandjain175@hotmail.com](mailto:anandjain175@hotmail.com) or [grievance@transcorpint.com](mailto:grievance@transcorpint.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Annual Report [for members whose email IDs are not registered with the Company/Depository Participants(s)/RTA or requesting physical copy]:
  - (i) Initial password is provided as below /at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - (III) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (IV) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - (V) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - (VI) The e-voting period commences on 12<sup>th</sup> July, 2014 (9:00 am) and ends on 15<sup>th</sup> July, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6<sup>th</sup> June, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - (VII) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 6<sup>th</sup> June, 2014.

- (VII) Mr. Anand Prakash Jain, Chartered Accountant (Membership No. 071045) and Proprietor M/s. Anand Jain & Co., Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (VIII) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Executive Director or any Director of the Company.
- (IX). The Results shall be declared at the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.transcorpint.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

Place: New Delhi  
Date: 30.04.2014

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

**DILIP KUMAR MORWAL**  
Company Secretary

## **ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**

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

Name of the Director	Mr. Ashok Kumar Agarwal
DIN	01237294
Date of Birth	05th November 1955
Date of Appointment	20th December 1994
Experience/Expertise	An entrepreneur with more than 35 years of experience
Directorship of other Companies As on 31st March, 2014	1. Sharma East India Hospitals & Medical Research Limited 2. TCI Infrastructure Finance Limited 3. TCI Industries Limited 4. ABC India Limited 5. Transcorp Enterprises Limited
Chairmanship/Membership of Other committees of Companies as on 31st March 2014	I. Shareholders' / Investors' Grievance Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: 1. Sharma East India Hospitals & Medical Research Limited B. Member: None
Number of Equity Shares held in the Company as on 31.03.2014	27504

For other directors appointed as independent directors as per provisions of Sections 149 and 152 of Companies Act, 2013 read with Schedule IV and the rules framed thereunder, information as required by clause 49 of listing agreement is given in Statement under Section 102 of Companies Act, 2013 annexed to and forming part of this notice of annual general meeting.

### Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business related to appointment of Independent Directors mentioned in the accompanying Notice:-

#### **ITEM NO. 5, 6, and 7:-**

Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) being independent directors are proposed to be reappointed as Independent directors to hold office for five consecutive years for a term up to the conclusion of 24<sup>th</sup> annual general meeting in the calendar year 2019 as required by Section 149, 152 read with Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement. All these independent directors are not disqualified from being appointed as director in terms of Section 164 of the Act and have given their consent to act as directors. The Company has also received declarations from these directors that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under clause 49 of the listing agreement.

Company has received requisite notices in writing from members alongwith the deposit of requisite amount under section 160 of the Act proposing the candidature of each of Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) for appointment to the office of director as independent director.

In the opinion of Board, Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) fulfill the conditions of appointment as independent directors as specified in the Act and the listing agreement and are independent of management. Brief profile as required by clause 49 of the listing agreement of these directors is given below:

Name of the Director	Dr. Ram S. Tarneja	Mr. Vineet Agarwal	Mr. Deepak Agarwal
DIN	00009395	00380300	00454152
Date of Birth	7th December 1931	16.09.1973	18.01.1964
Date of Appointment	28th July 2001	10.09.1997	26.03.2013
Experience/Expertise	Vast experience of over 60 years in various industries	Bsc. (Econ.) with vast business experience	Chartered Accountant with vast experience of Finance, Accounts and Audit
Directorship of other Companies As on st 31March, 2014	<ol style="list-style-type: none"> <li>Bharat Gears Ltd.</li> <li>GVO Ltd.</li> <li>HDFC Ltd.</li> <li>Jollyboard Ltd.</li> <li>NESCO Ltd.</li> <li>Otis Elevator Co. (I) Ltd.</li> <li>Phillips Carbon Black Ltd.</li> <li>Phoenix Township Ltd.</li> <li>Sowil Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Transport Corporation of India Limited</li> <li>TCI Developers Limited</li> <li>TCI InfraDevelopers Pvt. Limited</li> <li>Gloxinia Farms Pvt. Ltd.</li> <li>Transystem Logistics International Pvt. Ltd.</li> <li>TCI-CONCOR Multimodal Solutions Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>TCI International Limited</li> <li>Transcorp Fincap Limited</li> <li>Transcorp Estates Pvt. Ltd.</li> </ol>
Chairmanship/Membership of Other committees of Companies as on 31st March 2014	<p>I. Shareholders' / Investors' Grievance Committee:</p> <p>A. Chairman:</p> <ol style="list-style-type: none"> <li>HDFC Ltd.</li> </ol> <p>B. Member: None</p> <p>II. Audit Committee:</p> <p>A. Chairman:</p> <ol style="list-style-type: none"> <li>Bharat Gears Ltd.</li> </ol> <p>B. Member:</p> <ol style="list-style-type: none"> <li>Jolly Board Ltd.</li> <li>NESCO Ltd.</li> <li>Otis Elevators Co. (I) Ltd.</li> </ol>	<p>I. Shareholders' / Investors' Grievance Committee:</p> <p>A. Chairman: None</p> <p>B. Member:</p> <p>Transport Corporation of India Limited</p> <p>2. TCI Developers Limited</p> <p>II. Audit Committee</p> <p>A. Chairman</p> <p>None</p> <p>B. Member:</p> <ol style="list-style-type: none"> <li>TCI Developers Limited</li> </ol>	<p>Shareholders' / Investors' Grievance Committee:</p> <p>A. Chairman:</p> <p>None</p> <p>B. Member:</p> <p>None</p> <p>II. Audit Committee</p> <p>A. Chairman</p> <p>None</p> <p>B. Member:</p> <p>None</p>
Number of Equity Shares held in the Company as on 31.03.2014	31	NIL	NIL

Copy of draft letters for respective appointments of Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) as independent directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) are interested in the resolution which relates to their appointment respectively. Their relatives, if any, are also interested to the extent of their shareholding in the company.

None of the other directors/Key Managerial Personnel, including their relatives, are interested financially or otherwise in these resolutions.

Board of Directors recommend the passing of these resolutions.

**DIRECTOR'S REPORT**

The directors are pleased to present the 19<sup>th</sup> annual report together with the audited statement of accounts for the year ended 31<sup>st</sup> March 2014.

**FINANCIAL RESULTS**

Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
Profit Before Interest, Depreciation and Tax	655.56	537.50
Less: Interest	403.31	308.98
Profit before Depreciation and Tax	252.25	228.52
Less: Depreciation	78.24	71.27
Profit Before Tax (PBT)	174.00	157.25
Less: Provision for Taxation (inclusive of Deferred Tax, Current Tax) (Net of MAT Credit)	71.62	12.16
Profit After Tax (PAT)	102.38	145.08
Add: Previous surplus brought forward	772.20	687.51
Profit available for appropriation	874.59	832.59
Transferred to General Reserve	0	3.65
Proposed Dividend	32.55	48.82
Tax on Proposed Dividend	5.53	7.92
Balance carried to Balance Sheet	836.52	772.20

**DIVIDEND**

The Directors recommend that a dividend of Re. 0.80 per share (previous Year Rs. 1.20 per share) be paid for the financial year ended 31st March 2014.

**OPERATIONS**

Your Company is a Full Fledged Money Changer and thus is an Authorized Money Changer, licensed by Reserve Bank of India (RBI). The company is also licensed 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 the company started the business of Domestic Money Transfer as a Principal Agent of Western Union.

During the year 2013-14, the markets showed moderate growth. There was a growth in foreign exchange markets in few areas. The foreign exchange business did well during the year in comparison to last years. The money transfer business grown by 12.60% in comparison to last year.

During the year under consideration, your company again consolidated the operations in both wholesale as well as retail segment of the foreign exchange business and is aggressively pursuing the inward remittance business.

Last year the Reserve Bank of India came up with new regulations for appointment of Franchisee for inward remittance which has put many entry barriers. The company has complied with all the prescribed norms and trying to expand the network.

The gross revenue of the Company for the year ended 31<sup>st</sup> March, 2014 was Rs. 66308.19 Lacs as compared to 66919.04 Lacs in previous year ended 31<sup>st</sup> March 2013.

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. Ashok Kumar Agarwal (having DIN 01237294) and Dr. Ram S. Tarneja (having DIN 00009395) retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for reappointment. Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) being independent directors are proposed to be re-appointed as Independent directors to hold office for five consecutive years for a term upto the conclusion of 24<sup>th</sup> annual general meeting in the calendar year 2019 as required by Section 149, 152 read with Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement. All these independent directors are not disqualified from being appointed as director in terms of Section 164 of the Act and have given their consent to act as directors. The Company has also received declarations from these directors that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under clause 49 of the listing agreement.

Company has received requisite notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount from members proposing candidature of Dr. Ram S. Tarneja (DIN: 00009395), Mr. Vineet Agarwal (DIN: 00380300) and Mr. Deepak Agarwal (DIN: 00454152) for appointment as independent director.

**AUDITORS**

M/s Anand Jain & Co., Chartered Accountants, Jaipur (having membership no. 071045 of ICAI), 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 a letter from the auditors to the effect that their appointment, if made, would be within the prescribed limits, they fulfill the criteria provided in Section 141 of the Companies Act, 2013 and are not disqualified for such reappointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As per their letter there were no proceedings against them pending with respect to professional matters of conduct. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed there under it is proposed to appoint them from the conclusion of the forthcoming annual general meeting till the conclusion of the twenty second Annual general meeting to be held in the calendar year 2017, subject to ratification of their appointment at every annual general meeting. The observations of Auditors in their Report, read with the relevant notes on accounts in Note 27, 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.

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 2014 of Transcorp Estates Private Limited (TEPL) and Ritco Travels and Tours Private Limited (RTTPL), 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 notes to the accounts. Cash flow statement pursuant to clause 32 of the listing agreement forms part of this annual report.

Particulars	2013 -2014	2012 -2013
Expenditure in Foreign Currency, Traveling etc.	2931812	1231770
CIF Value of imports - capital goods Advance for purchase (Amount in Rs.)	NIL	NIL
Donation	2500389	NIL
Earning in Foreign Currency (excluding reimbursement of expenses)		
Commission/Income (Amount in Rs.)	347700069	295657684

## 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. 952.32 Lacs as on 31<sup>st</sup> March 2014 as compared to Rs. 428.41 Lacs as on 31<sup>st</sup> March, 2013 from the public. However there were no overdue deposits except unclaimed deposits of Rs.16.75 Lacs.

As per the provisions of Companies Act, 2013, the Company has initiated all the required process for accepting the deposits from members as well as from the public. The Company has stopped accepting and renewing the deposits till the time it completes all the formality for accepting the deposits as per new guidelines.

## 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 2014 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, 2014.
- 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 for preventing 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.

## COMPLIANCE

The Company continued to vigorously pursue its commitment in adhering to the highest standards of compliance. The compliance function in the Company plays a pivotal role in ensuring that the overall business of the Company is conducted in accordance with regulatory prescriptions. The Compliance function facilitates improvement in the compliance culture in the Company through various enablers like dissemination of regulatory changes and spreading compliance knowledge through training, newsletters and other means of communication and direct interaction. To ensure that all the businesses of the Company are aware of compliance requirements, the compliance function is involved in vetting of new products and processes, evaluating adequacy of internal controls and examining systemic correction required, based on its analysis and interpretation of the regulatory doctrine and the deviations observed during compliance monitoring and testing programs. This function also ensures that internal policies address the regulatory requirements, besides vetting processes for their robustness and regulatory compliances. During the year the company has invested in software related to compliance which will ensure the proper management of network and also the submission of quality STRs with FIU.

## 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 and having a dedicated team for this.

### **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, Financial Intelligence Unit, our bankers, shareholders, deposit holders, business associates, principals, suppliers 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

**AMITAVA GHOSH**  
Executive Director  
DIN: 02193354

**DEEPAK AGARWAL**  
Director  
DIN: 00454152

Place : New Delhi  
Date : 30<sup>th</sup> April 2014

## 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:

- Conducting the business affairs in the ethical manner
- Internal checks and audits
- Effective and prompt shareholders communication ensuring correct and timely disclosures and disseminations of all the price sensitive information
- Ensuring highest level of accountability and responsibility
- Ensuring total compliance with all the applicable laws & regulations
- 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, three 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.

During the year Mr. Deepak Agarwal, Independent Director of the company was appointed as a Director of Wholly Owned Subsidiary of the Company named Transcorp Estates Private Limited hence the requirement of appointment of one independent director in Wholly Owned Subsidiary which was not met temporarily last year, was met during this year.

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 29<sup>th</sup> July 2013, 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 having DIN 00009395	Chairman (Independent) & Non —Executive	4	Yes	1	8	2	3
Mr. Ashok Kumar Agarwal having DIN 01237294	Promoter	4	Yes	None	5	1	None
Mr. Aloke Choudhary having DIN 00582165	Promoter's Relative & Non —Executive	1	Yes	None	None	None	None
Mr. Vineet Agarwal having DIN 00380300	Independent & Non —Executive	3	Yes	None	3	None	2
Mr. Deepak Agarwal having DIN 00454152	Independent & Non —Executive	4	Yes	None	None	None	None
Mr. Amitava Ghosh having DIN 02193354	WTD (Executive Director)	5	Yes	None	2	2	None

### Note:

\* Audit Committee and Shareholders Grievance Committee.

### 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:-**

Five Board meetings were held during the year on 16<sup>th</sup> May 2013, 29<sup>th</sup> July 2013, 26<sup>th</sup> October 2013, 29<sup>th</sup> January 2014 and on 28<sup>th</sup> February 2014.

The maximum gap between any two Board meetings was less than 4 months.

Mr. Ashok Kumar Agarwal (having DIN 01237294), Mr. Vineet Agarwal (having DIN 00380300), Mr. Alope Choudhary (having DIN 00582165), Dr. Ram Tarneja (having DIN 00009395), Mr. Deepak Agarwal (having DIN: 00454152) and Mr. Amitava Ghosh (having DIN 02193354) attended the 18<sup>th</sup> Annual General Meeting of the company held on 29<sup>th</sup> July, 2013.

**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 operations
- 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 Kumar Morwal, Company Secretary acts as the Secretary of the Committee.

The composition, names of members and particulars of the meetings and attendance of the members during the year are as follows:

S.N o.	Name of Members	Capacity	No. of meetings attended
1.	Dr. Ram S. Tarneja (having DIN00009395)	Member	3
2.	Mr. Vineet Agarwal (having DIN 00380300)	Member	3
3.	Mr. Deepak Agarwal (having DIN 00454152)	Member	4

The Committee met four times on 16<sup>th</sup> May 2013, 29<sup>th</sup> July 2013, 26<sup>th</sup> October 2013 and on 29<sup>th</sup> January 2014 during the financial year 2013-14. All the members of the Audit Committee are financially literate and have accounting or related financial management expertise. Commission (for the year 2012-2013) 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.	No. of shares held
1	Dr. Ram S. Tarneja (having DIN 00009395 )	4275	70000	74275	NIL
2	Mr. Ashok Kumar Agarwal (having DIN 01237294 )	153918	NIL	153918	27604
3	Mr. Alope Choudhary (having DIN 00582165 )	4275	10000	14275	NIL
4	Mr. Vineet Agarwal (having DIN 00380300 )	4275	NIL	4275	NIL
5	Mr. Deepak Agarwal (having DIN 00454152 )	N.A.	20000	20000	NIL

Commission of Rs. 4276/- was paid to Mr. Soumya Dutta (having DIN:00466177) as he was holding directorship till 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 - Explanatory Information.

#### **SHAREHOLDERS' / INVESTORS' GREIVANCE COMMITTEE**

Name of members	Capacity	No. of meetings attended
Mr. Alope Choudhary (having DIN 00582165)	Member	NIL
Mr. Vineet Agarwal (having DIN 00380300)	Member	2
Mr. Deepak Agarwal (having DIN 00454152)	Member	2

The committee is consisting of three members:

The Board has designated Mr. Dilip Kumar Morwal, Company Secretary (having membership no. ACS 17572 of ICSI) 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 Balance Sheet and other matters relating thereto.

The committee met two times on 16<sup>th</sup> May 2013 and on 29<sup>th</sup> January 2014 during the year 2013-14. Number of shareholders complaint received during the year was NIL & complaint not solved to the satisfaction of shareholders were NIL.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The committee is consisting of three members:

S. No.	Name of members	Capacity	No. of meetings attended
1.	Mr. Alope Choudhary (having DIN 00582165)	Member	NIL
3.	Mr. Vineet Agarwal (having DIN 00380300)	Member	1
4.	Mr. Deepak Agarwal (having DIN 00454152)	Member	1

The Nomination and Remuneration Committee of the Company, inter-alia, evaluates, recommends to the Board and approves the remuneration of Executive Directors and related parties holding place of profit in the Company and reviews the fit and proper criteria of all the directors as per the provisions of various circulars issued by Reserve Bank of India as well as, as per provisions of Companies Act, 2013 and clause 49 of listing agreement. It also formulate the criteria for determining qualifications, positive attributes and independence of a director

The committee met only once on 16<sup>th</sup> May 2013 during the financial year 2013-14.

#### **DISCLOSURES**

##### **A. Related Party Transactions :**

The related party disclosures are provided in notes to account 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), HT Mint (Delhi) and Veer Arjun (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**  
**I. 19<sup>th</sup> ANNUAL GENERAL MEETING**

Date	19 <sup>th</sup> July 2014
Time	10:00 A.M.
Venue	Plot No. 3, HAF Pocket, Sector 18A, Dwarka, Phase -II, New Delhi-110075
<u>Financial Calendar</u>	
Financial Year	From 1 <sup>st</sup> April 2013 to 31 <sup>st</sup> March 2014
For the year ended 31 <sup>st</sup> March 2014, results were announced on:	
First Quarter:	29 <sup>th</sup> July 2013 (Un-audited)
Half Yearly:	26 <sup>th</sup> October 2013 (Limitedly reviewed)
Third Quarter	29 <sup>th</sup> January 2014 (Limitedly reviewed)
Fourth Quarter and Annual	30 <sup>th</sup> April 2014 (Audited)
For the year ending 31 <sup>st</sup> March 2015, results will be announced in:	
For First Quarter	By 14 <sup>th</sup> August 2014 (Un-audited)
Half Yearly	By 15 <sup>th</sup> November 2014 (Un-audited)
Third Quarter	By 15 <sup>th</sup> February 2015 (Un-audited)
Fourth Quarter and Annual	By the end of May 2015 (Audited)
Date of Book Closure	From 18 <sup>th</sup> July 2014 to 19 <sup>th</sup> July 2014 (Both days inclusive)
Dividend Payment Date	On or after 19 <sup>th</sup> July 2014
Listing on Stock Exchange	Mumbai & Hyderabad (Recognition granted to HSE is withdrawn w.e.f. 29 <sup>th</sup> August 2007)
Trade Code	532410 of BSE
Share Division Office	C-300, 2 <sup>nd</sup> Floor, Meghalaya Tower, Church Road, Jaipur - 302001
Demat ISIN No.	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:-

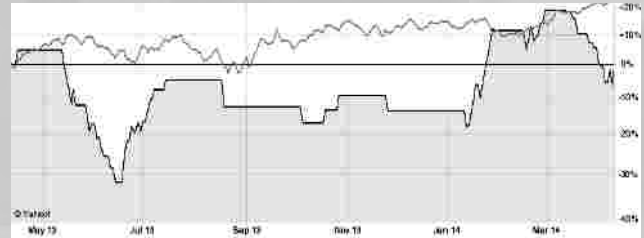
Year	AGM/EGM	Location	Date	Time	Special Resolution
2013	18 <sup>th</sup> AGM	Plot No. 3, Sector 18A, HAF Pocket, Phase -II, Dwarka, New Delhi-110075	29 <sup>th</sup> July 2013	10:00 A.M.	Yes, Three
2012	17 <sup>th</sup> AGM	Plot No. 3, Sector 18A, HAF Pocket, Phase -II, Dwarka, New Delhi-110075	23 <sup>rd</sup> July 2012	11:00 A.M.	Yes, Three
2011	16 <sup>th</sup> AGM	Surana Udhyag Auditorium, The Federation of Andhra Pradesh, Chambers of Commerce & Industries, 11 -6-841, 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

## Market Price Data The Stock Exchange, Mumbai

Month	High Price (in ₹)	Low Price (in ₹)
Apr - 13	35.20	33.55
May - 13	33.45	25.70
Jun - 13	28.00	22.95
Jul - 13	32.00	28.00
Aug - 13	29.30	29.30
Oct - 13	30.45	27.85
Nov - 13	28.95	28.95
Dec - 13	28.95	28.95
Jan - 14	37.50	27.55
Feb - 14	40.20	35.00
Mar - 14	39.75	35.45

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

■ TRANSCORP BO ■ BSESN



**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 2014

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	1928	95.30%	844220	2.08%
2	5001 to 10000	47	2.32%	356210	0.88%
3	10001 to 20000	19	0.94%	259990	0.64%
4	20001 to 30000	7	0.35%	175460	0.43%
5	30001 to 40000	4	0.20%	141030	0.35%
6	40001 to 50000	2	0.10%	100000	0.25%
7	50001 to 100000	1	0.05%	87720	0.22%
8	100001 and above	15	0.74%	38717280	95.17%
	Total	2023	100.00%	40681910	100.00%

### Shareholding pattern as on 31<sup>st</sup> March 2014

Category	No. of shares	% of holding
Promoters	2978690	73.22%
Banks, FIIs & FIs	637	0.02%
Pvt. Corporate Bodies	783682	19.26%
Indian Public	301721	7.42%
NRIs (Both Repatriable and Non Repatriable)	3461	0.08%
Total	4068191	100.00%

### 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/ : Not Applicable

Warrants or any convertible

Instruments, conversion date

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@transcorpint.com](mailto:grivance@transcorpint.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 Agent of Western Union Financial Services for Inward Money Remittance and is one of the leading players in this particular 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 25 locations.

Foreign Exchange comprises of various sub-sectors like Wholesale Currency, Retail currency, Travelers Cheques, Prepaid (VTM) 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 product to the company's bottom line. During the year under consideration the Foreign Exchange division did very well and contributed positively in bottom line of the company.

**2. Inward Money Remittance**

India remained one of the biggest recipients of remittances from abroad during the year 2013-2014 and this market is still 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.

During the year also Western Union remain 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.

During the year, although the company reduced its sub-agent network in compliance of the changed norms issued by Reserve Bank of India but still our strength lies in our own locations spread across India, backed by a huge network of more than 6500 quality sub-agent locations.

Since this business is highly regulated one and as last year Reserve Bank of India issued very high standards of audit and due diligence of the network, the compliance would be very expensive and will impact on the bottom line. The company is already having a strong compliance and audit function which will be sufficient to fulfill all the expectations of regulators.

The Company continues to focus on refining and improving its risk and compliance systems not only to ensure compliance with regulatory requirements, but also to ensure better risk-adjusted return and optimal capital utilization, keeping in view business objectives.

**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 (EXECUTIVE DIRECTOR ) 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, 2014 and all its schedule and notes on accounts, 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:

- 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;
- Significant changes in internal control during the year;
- 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;
- Significant changes in accounting policies during the year.

Place: New Delhi  
Date: 30.04.2014

For **TRANSCORP INTERNATIONAL LIMITED**

**AMITAVA GHOSH**  
Executive Director  
DIN: 02193354

## 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 current year.

Place: New Delhi  
Date: 30.04.2014

For **TRANSCORP INTERNATIONAL LIMITED**

**AMITAVA GHOSH**  
Executive Director  
DIN: 02193354

### 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 31<sup>st</sup> March 2014 as stipulated in clause 49 of the listing agreement of the company entered into 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 an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us 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 of 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: 30.04.2014  
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 2014
3) Shares of Subsidiary Company held by Transcorp International Limited as on 31 <sup>st</sup> March 2014	
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 2014 amounted to:	
i) For the subsidiary's financial year ended 31st March 2014;	₹ 1020665
ii) For the previous financial years of the subsidiary since it became the subsidiary company of Transcorp International Limited.	₹ 4726141
b) Dealt in the accounts of Transcorp International Limited for the year ended 31 <sup>st</sup> March 2014 amounted to:	
i) For the subsidiary's financial year ended 31st March 2014;	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 2014
3) Shares of Subsidiary Company held by Transcorp International Limited as on 31 <sup>st</sup> March 2014	
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 2014 amounted to:	
i) For the subsidiary's financial year ended 31st March 2014;	₹ 129478
ii) For the previous financial years of the subsidiary since it became the subsidiary company of Transcorp International Limited.	₹ 513414
b) Dealt in the accounts of Transcorp International Limited for the year ended 31st March 2014 amounted to:	
i) For the subsidiary's financial year ended 31st March 2014;	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, 2014, 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 auditors 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 auditors 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 but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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 abasis 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, 2014.
- b) In the case of Statement of the Profit & Loss, 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, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, 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: 30<sup>th</sup> April 2014

**ANNEXURE TO THE AUDITORS' REPORT****(Referred to in Auditors Report of even date on the accounts of Transcorp International Limited, for the year ended 31<sup>st</sup> March, 2014)**

- 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. 269.50 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. 853.77 lacs and year end balance was Rs. 248.05 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. 148.80 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 inventory is foreign currencies & paid document and fixed assets and for sale of the inventories/supply of service. 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:-  
- Demand disputed with ITO TDS Alwar for Rs. 4.67 Lacs on respect of ITDS discrepancies 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. 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.

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

- 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 2014.

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

**Anand Prakash Jain**  
Proprietor  
M.No. 071045  
Place : New Delhi  
Date: 30<sup>th</sup> April 2014

**BALANCE SHEET AS AT 31st MARCH, 2014**

Particulars	Note No.	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>I. EQUITY AND LIABILITIES</b>			
1 Shareholders' funds			
(a) Share capital	1	40681910	40681910
(b) Reserves and surplus	2	364863577	358432962
		<b>405545487</b>	<b>399114872</b>
2 Non-current liabilities			
(a) Long-term borrowings	3	77810708	40404602
(b) Deferred tax liabilities		13709242	12597149
(c) Other Long term Liabilities	4	8671840	5985253
		100191790	<b>58987004</b>
3 Current liabilities			
(a) Short-term borrowings	5	186438755	167843263
(b) Trade payables	6	233319315	225015078
(c) Other current Liabilities	7	48047151	39739289
(d) Short-term provisions	8	7224457	8791386
		<b>475029678</b>	<b>441389016</b>
<b>TOTAL</b>		<b>980766955</b>	<b>899490892</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
1 (a) Fixed assets			
Tangible Assets	9	132678001	135480096
Intangible Assets	10	1030037	1210625
(b) Non-current investments	11	307713906	307713906
(c) Long-term loans and advances	12	23753498	25326265
(d) Other Non Current Assets	13	24916478	23792224
		<b>490091920</b>	<b>493523116</b>
2 Current assets			
(a) Inventories	14	16368859	10013072
(b) Trade receivables	15	300286538	282515866
(c) Cash and Bank Balances	16	70023610	63554933
(d) Short-term loans and advances	17	103993011	49879785
(e) Other Current Assets	18	3017	4120
		<b>490675035</b>	<b>405967776</b>
<b>TOTAL</b>		<b>980766955</b>	<b>899490892</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**

Director  
DIN: 00454152

**Amitava Ghosh**

Executive Director  
DIN: 02193354

**Dilip Kumar Morwal**

Company Secretary  
ACS:17572

Date: 30<sup>th</sup> April 2014  
Place : New Delhi

# TRANSCORP® INTERNATIONAL LTD.

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2014

Particulars	Note No.	for the year 2013-14 ₹	for the year 2012-13 ₹
<b>Revenue</b>			
I revenue from operations	19	6627079764	6687165796
II Other income	20	3738894	4737804
<b>III Total Revenue (I + II)</b>		<b>6630818658</b>	<b>6691903600</b>
Expenses:			
Purchase of Stock in Trade	21	6190839206	6291322797
(Increase)/Decrease in Inventories of Stock in Trade	22	-6355787	-531284
Employee benefits expense	23	89154464	90193735
Finance costs	24	40331567	31442650
Advertisement and Publicity Expenses		23296452	21211633
Depreciation	25	7823528	7126883
Other expenses	26	268329055	235412325
<b>IV Total expenses</b>		<b>6613418485</b>	<b>6676178739</b>
<b>V Profit before tax(III-IV)</b>		<b>17400172</b>	<b>15724861</b>
Tax expense:			
Current tax		5933832	3117602
Deferred tax		1112093	1405134
MAT Credit		-	-3341424
Income tax for earlier year		115968	35163
<b>VI Total Tax Expenses</b>		<b>7161893</b>	<b>1216475</b>
<b>VII Profit for the year (V-VI)</b>		<b>10238279</b>	<b>14508386</b>
<b>VIII Earnings per equity share:</b>			
Basic		2.52	3.57
Diluted		2.52	3.57
Weighted Average no. of Equity Shares		4068191	4068191
Nominal Value per equity Share		10	10

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**  
 Director  
 DIN: 00454152

**Amitava Ghosh**  
 Executive Director  
 DIN: 02193354

**Dilip Kumar Morwal**  
 Company Secretary  
 ACS:17572

Date: 30<sup>th</sup> April 2014  
 Place : New Delhi

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2014

	31.03.2014	31.03.2013
	₹	₹
<b>I. Cash Flow from operating activities</b>		
Net profit before tax and extraordinary items	17400172	15724861
Adjustments for:-		
Depreciation	7823528	7126883
(profit) / Loss on sale of assets	-15279	498692
Bad debts written off	135544	800766
Property income	-138000	-476955
Unspent liabilities written back	-2300919	-351066
Dividend income	-198654	-142889
Interest income	-3358252	-3651728
Interest expenses & other borrowing costs	40331567	31442650
<b>Operating profit before working capital changes</b>	<b>59679707</b>	<b>50971214</b>
Adjustments for:-		
Trade and other receivables	-18322429	-148438402
Inventories(increase)/Decrease	-6355787	-531284
Other current liabilities	8307862	12548546
Trade and other payables	10605156	138694781
Other current assets	-1304924	-6877009
Other long term advances	175685	304477
Other long term liabilities	2686587	448650
<b>Cash generated from operations</b>	<b>55471857</b>	<b>47120973</b>
Direct tax paid	-3862712	-5287516
<b>Net cash flow from operating activities</b>	<b>51609145</b>	<b>41833457</b>
<b>II. Cash flow from investment activities</b>		
Purchase of fixed assets	-4945452	-35827431
Transfer of fixed asset to subsidiary	2	34491
sale of fixed assets	119884	780614
rental income (net of expenses)	138000	476955
Dividend income	198654	142889
Interest	3358252	3651728
Loan to body corporate and other	-55457602	5255025
Loan to Subsidiaries	1910795	-2090351
long term loans & advances	247690	158310
Bank deposits (including interest accrued)	-1115746	-501305
<b>Net cash flow from investing activities</b>	<b>-55545523</b>	<b>-27919075</b>
<b>III. Cash flow from financing activities</b>		
Proceeds from short term borrowings (Net of Repayment)	18595492	-3999882
Proceeds from long term borrowings(Net of Repayment)	37406106	15345264
Interest & other borrowing costs	-40331567	-31442650
Dividend & corporate dividend tax paid	-5673784	-5673784
<b>Net cash flow from financing activities</b>	<b>9996247</b>	<b>-25771052</b>
<b>Net increase /(decrease) in cash and cash equivalents</b>	<b>6059869</b>	<b>-11856670</b>
Cash & cash equivalents(opening)	63428043	75284713
<b>Cash &amp; cash equivalents(closing)</b>	<b>69487912</b>	<b>63428043</b>
<b>Components of cash and cash equivalents</b>		
Cash & cheque on hand	16695612	23054451
Balances with banks on unclaimed dividend & fractional shares proceeds A/C	525745	233424
Bank balances in current accounts	52266555	40140168
Bank deposits with maturity less than 3 months	0	0
<b>Components of cash and cash equivalents</b>	<b>69487912</b>	<b>63428043</b>

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

## **Notes:**

1. The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2014 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
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**  
Director  
DIN: 00454152

**Amitava Ghosh**  
Executive Director  
DIN: 02193354

**Dilip Kumar Morwal**  
Company Secretary  
ACS:17572

Date: 30<sup>th</sup> April 2014  
Place : New Delhi



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2014

	31.03.2014	31.03.2013
	₹	₹
<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>	40,681,910	40,681,910

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

PARTICULARS	31.03.2014		31.03.2013	
	NO.	₹	NO.	₹
<b>Equity Share at the beginning of the year</b>	4,068,191	40,681,910	4,068,191	40,681,910
<b>Equity Shares at the end of the year</b>	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)	
	31.03.2014	31.03.2013
	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 31.03.2014		AS AT 31.03.2013	
	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
Mr.Ashok Kumar Agarwal jointly with Mrs. Manisha Agarwal	209960	5.16	209960	5.16
TCI Bhoruka Projects Limited	203869	5.01	203869	5.01
Vitro Suppliers Private Limited	528821	13.00	246948	6.07

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 31.03.2014	As at 31.03.2013
	₹	₹
<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	258772676	258407676
Add: transfer from surplus balance in the statement of profit and loss		365000
<b>Total</b>	<b>258772676</b>	<b>258772676</b>
<b>Total Reserves</b>	<b>281212036</b>	<b>281212036</b>
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS</b>		
Balance as per last Financial Statement	77220926	68751324
Add-Profit for the Year	10238279	14508386
Profit available for appropriations	<b>87459205</b>	<b>83259710</b>
<b>Less— Appropriations</b>		
(a) Proposed Final Equity Dividend Rs. .80 per equity share (previous year Rs.1 per equity share)	3254553	4881829
(b) Tax on Proposed equity dividend	553111	791955
(c) Amount transferred to General Reserve	0	365000
<b>Net surplus in the statement of Profit and Loss</b>	<b>83651541</b>	<b>77220926</b>
<b>Total Reserves and Surplus</b>	<b>364863577</b>	<b>358432962</b>

## NOTES TO FINANCIAL STATEMENT FOR YEAR ENDED 31.03.2014

## 3. Long Term Borrowings

Particulars	Non Current		Current Maturities*	
	As at 31.03.2014 ₹	As at 31.03.2013 ₹	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<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.	206665	776745	570077	2406026
Against Equitable mortgage of specific building and personal guarantee of director, repayable in 36 monthly instalments of Rs. 180000/- from the date of loan inclusive of interest @ 11% p.a. ( Previous year Rs. 208333/-)	2490000	0	2160000	748593
<b>ICIC Bank</b>				
Against equitable mortgage of specific building and repayable in 60 monthly instalments of Rs. 323971/-from the date of loan inclusive of interest @12.50% p.a.	10765595	0	2377887	0
<b>Term Loan from other Parties</b>				
<b>TATA Capital Limited</b>				
Against hypothecation of specific vehicle and repayable in 48 monthly instalments of Rs.20650/- from the date of loan inclusive of interest @ 10.50%	0	196999	196998	215162
<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.	782287	1623910	841671	746945
<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
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		1539711
<b>Deferred Payment Installments</b>				
Haryana Urban Development Authority Repayable in 10 half yearly instalments of Rs.354373/- from the date of allotment carrying interest @ 9% p.a. for the allotment of both site		0		0
	<b>14244547</b>	<b>12548080</b>	<b>6146633</b>	<b>6317033</b>
<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	63566161	27856522	10730547	7789406
	<b>63566161</b>	<b>27856522</b>	<b>10730547</b>	<b>7789406</b>
<b>Total</b>	<b>77810708</b>	<b>40404602</b>	<b>16877180</b>	<b>14106439</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 31.03.2014 ₹	As at 31.03.2013 ₹
Interest Accrued but not due on long term Public Deposits maturing after 1 year	2922208	676121
Security Deposits	5749632	5309132
<b>Total</b>	<b>8671840</b>	<b>5985253</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.)

166655136 161512205

### 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.

523676 444881

Total

167178812 161957086

### Unsecured

Public Deposits

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

19259943 5886177

Total

19259943 5886177

**TOTAL**

**186438755 167843263**

## 6. Trade Payables

Trade Payables

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

233319315 225015078  
NIL NIL

**233319315 225015078**

## 7. Other Current Liabilities

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

16877180 14106439

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

1617511 1181477

Unclaimed public deposits

1675131 1308493

Interest accrued and due on unclaimed public deposits

148641 87748

TDS /PF/ESI /Bonus and other statutory obligations

4858514 5148288

Unclaimed dividends

518554 226233

Unclaimed fractional Bonus share proceeds

7190 7190

Security Deposits

100000 100000

Advances Against DMT

627239 0

Expenses and other payables

17868344 13899070

Bank book overdrafts

3748847 3674351

**Total**

**48047151 39739289**

## 8. Short Term Provisions

Proposed Equity Dividend

3254553 4881829

Provision for Tax on Proposed Equity Dividend

553111 791955

Provision for Taxation

3416793 3117602

**TOTAL**

**7224457 8791386**

9. Tangible Assets

TANGIBLE ASSETS	Freehold Land		Leasehold land		Building		Air Conditioners		Furniture and Fixtures		Office Equipments		Computers		Vehicles		Total		
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014
Gross Block																			
At the beginning of the year	0	4725000	85613125	68791353	7585030	5782112	29343583	18762654	15967049	13241927	17300916	15893829	15947328	16014348	176482031	143211223			
Transactions during the year																			
Add: Additions		374102	174282	17579251	1496688	1824018	1511104	10625810	975409	2931316	177911	1505662	0	611171	4709496	35077228			
Less: Transfer to subsidiary					0	21100	0	18208	52000		49715	66650	0	0	101715	105958			
Less: Sale/disposal					0	757479	121852	96933	26673	27791	206194	595652	31925	0	842228	1700462			
Cost/valuation as at the year end	0	5099102	4725000	85787407	85613125	8959866	7585030	30757754	29343583	16862667	15967049	16833460	17300916	15947328	180247584	176482031			
Accumulated Depreciation																			
At beginning of the year																			
Add: Depreciation for the year																			
Less: Adjusted for assets transferred to subsidiary																			
Less: Adjusted on sale/disposal																			
Depreciation at year end	0	0	0	0	0	21683	66721	55026	24031	20235	54561	595641	31925	0	288956	737623	421156		
Net Block	0	5099102	4725000	80415532	81639356	5697047	4617264	19700553	20034005	9837375	9827327	3281284	4597404	8647108	132678001	135480096			

10. Intangible Assets

INTANGIBLE ASSETS	Computer Software	
	31.03.2014	31.03.2013
Gross Block	₹ 3707307	₹ 2957104
At beginning of the year		
Transactions during the year		
Add: Additions	235956	750203
Cost/valuation as at the year end	3943263	3707307
Depreciation		
At beginning of the year	2496682	2019497
Add: Depreciation for the year	416544	477185
Less: Adjusted for transfer to subsidiary		
Less: Adjusted on sale/disposal		
Depreciation at year end	2913226	2496682
Net Block	1030037	1210625

(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.15669682 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 value 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 23363900), vehicle for Rs.10368796 (Previous year Rs. 6770905) are hypothecated/mortgaged to the lenders or are under deferred payment obligation. Buildings costing Rs.53358892 (Previous year Rs.28398609) are mortgaged for collaterally securing working capital facilities from HDFC Bank.

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

## Notes to financial statements for the year ended 31st march, 2014

### 11. Non Current Investments

Name of body corporate Unquoted Equity instruments At Cost, Non Trade Fully Paid up Investment in subsidiaries	Face Value	No. of shares		Amount	
		As at 31.3.2014	As at 31.3.2013	As at 31.3.2014	As at 31.3.2013
1. Transcorp Estates Private Limited	10	1000000	1000000	285220000	285220000
2. Ritco Travels and Tours Private Limited	10	1000000	1000000	19900000	19900000
				<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	1500	122198	122198
Larsen and Toubro Ltd.	2	3000	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
				<b>2593906</b>	<b>2593906</b>
<b>Debentures(Quoted)</b>					
9.25 non convertible bonus debentures of Dr. Reddy laboratories Ltd. 24 March, 2014	5	7800	7800	0	0
<b>TOTAL INVESTMENTS</b>				<b>307713906</b>	<b>307713906</b>
<b>Aggregate amount of market value of quoted shares</b>				<b>15666008</b>	<b>11783049</b>

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

### 12. Long Term Loans And Advances

Unsecured, considered good Advance recoverable in cash or in kind for value to be received or pending adjustments Capital Advances Security Deposits Loan to employees ITDS refundable/adjustable Prepaid expenses Total	As at 31.03.2014	As at 31.03.2013
	₹	₹
	12285563	13043917
	5000	252690
	2633628	2418489
	195033	41596
	7187062	8489891
	1447212	1079682
<b>Total</b>	<b>23753498</b>	<b>25326265</b>

### 13. Other Non Current Assets

Unsecured, considered good Trade receivables - outstanding for a period exceeding six months from the date they are due for payment Other bank balances (Refer to Note no 16) Interest accrued on fixed deposits Total	As at 31.03.2014	As at 31.03.2013
	₹	₹
	16922347	16506134
	7309781	6854566
	684350	431524
<b>Total</b>	<b>24916478</b>	<b>23792224</b>

**14. Inventories**

At cost or market value which ever is lower

**Traded Goods**

Foreign Currencies	15554668	9700176
Paid Documents	814191	312896
<b>Total</b>	<b>16368859</b>	<b>10013072</b>

**15. Trade Receivables****Unsecured, Considered good**

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

Others	300286538	282515866
<b>Total</b>	<b>300286538</b>	<b>282515866</b>

**16. Cash And Bank Balances**

Cash and cash equivalents	Current		Non Current*	
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
	₹	₹	₹	₹
Balance with banks:				
on Current accounts	52266555	40140168	0	0
on unclaimed dividend accounts	518555	226234	0	0
on unclaimed fractional share proceeds account	7190	7190	0	0
Cheques/drafts in hand	2947448	4841041	0	0
Cash on hand	13748164	18213410	0	0
	<b>69487912</b>	<b>63428044</b>	<b>0</b>	<b>0</b>
<b>Fixed deposits with maturity up to 12 months</b>	535698	126890		
<b>Total</b>	<b>70023610</b>	<b>63554933</b>		
<b>Other bank balances</b>	0	0	2488673	2488673
Deposits with original maturity for more than 12 months	0	0	4821108	4365893
Margin money deposits/encumbered deposits	0	0	<b>7309781</b>	<b>6854566</b>
<b>Total</b>	<b>70023610</b>	<b>63554933</b>	<b>7309781</b>	<b>6854566</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**

	31.03.2014	31.03.2013
Advances recoverable in cash or in kind or for value to be received or pending adjustments	10974310	10656094
Loans and advances to body corporates and others	58589340	3500000
Loans and advances to related parties - Subsidiary companies	24804844	26715639
Advance Income Tax/ITDS	3758615	4343683
Service Tax Refundable/Adjustable	149656	0
Prepaid expenses	2986446	1884881
Loans to employees	415748	200923
Security Deposits	2314052	2578565
<b>Total</b>	<b>103993011</b>	<b>49879785</b>

**18. Other Current Assets****Unsecured, considered good**

Interest Accured on Fixed Deposits into bank	3017	4120
<b>Total</b>	<b>3017</b>	<b>4120</b>

	For The Year 2013-14 ₹	Previous Year 2012-13 ₹
<b>19. Revenue From Operations</b>		
Sale of Products - Traded goods	6234457020	6332785836
Sales of Services	389633026	353671720
Other Operating revenue	2989718	708240
	<b>6627079764</b>	<b>6687165796</b>
<b>Details of Products sold</b>		
Currency	5547134640	5496380135
Traveller cheques/Cards	588889010	661000740
Paid Documents	98433370	175404961
	<b>6234457020</b>	<b>6332785836</b>
<b>Details of Services rendered</b>		
Money Transfer services	377068019	342506032
Other	12565007	11165688
	<b>389633026</b>	<b>353671720</b>
<b>Details of Other operating revenue</b>		
Unspent liabilities written back	2300919	351066
Delivery charges	286854	343853
Others	401945	13321
	<b>2989718</b>	<b>708240</b>
<b>20. Other Income</b>		
Interest income		
- on bank deposits	462575	386127
- on current and non current loans and advances	1535827	2859798
- on current loans and advances to subsidiaries	1359850	405803
Dividend from long term investments	198654	142889
Profit on sale of fixed assets	43988	51900
Other non operating income		
- Rent received	150000	535000
- Others	0	414332
	<b>3750894</b>	<b>4795849</b>
Less: Expenses directly attributable to other non operating income		
- Rates and Taxes	12000	58045
	<b>3738894</b>	<b>4737804</b>
<b>21. Purchase of stock in trade- traded goods</b>		
Foreign currency	5511609065	5463991635
Travellers cheques/ Cards	581648838	654357983
Paid Documents	97581303	172973179
	<b>6190839206</b>	<b>6291322797</b>
<b>22. (Increase)/ Decrease in Inventories of stock in trade</b>		
<b>Inventory at the end of year</b>		
- Foreign Currency	15554668	9700176
- Paid Documents	814191	312896
	<b>16368859</b>	<b>10013072</b>
<b>Inventory at the beginning of the year</b>		
- Foreign Currency	9700176	8830844
- Paid Documents	312896	650944
<b>Total</b>	<b>-6355787</b>	<b>-531284</b>



	For The Year 2013-14	Previous Year 2012-13
	₹	₹
<b>23. Employee Benefits Expenses</b>		
Salaries, allowances and bonus	79818128	7950206
Contribution to provident funds	4259866	4294319
Gratuity Expenses	1218721	1381825
staff recruitment and training	1710426	1465463
Staff Welfare expenses	2147323	3550067
<b>Total</b>	<b>89154464</b>	<b>90193735</b>
<b>24. Finance Cost</b>		
interest	38962190	30898148
Other borrowing costs	1369377	544502
<b>Total</b>	<b>40331567</b>	<b>31442650</b>
<b>25. Depreciation</b>		
on Tangible assets	7406984	6649698
on Intangible assets	416544	477185
<b>Total</b>	<b>7823528</b>	<b>7126883</b>
<b>26. Other Expenses</b>		
Rent	15419189	15725251
Repairs to buildings	229461	14872
Repairs and maintenance	22825676	24803317
Insurance	2610085	2410809
Rates and Taxes	154963	343670
Electricity and Water Expenses	3570115	2992238
Printing and Stationery	3748547	5619215
Travelling & conveyance	21359105	19306578
Communication and postage costs	6727042	6840264
Legal and Professional expenses	7191607	4688095
Directors sitting fees	112360	222248
Remuneration to non executive directors	201794	190022
Payment to Auditors		
- As auditor		
Audit fee	460000	460000
Tax audit fee	75000	50000
- for taxation matters	140000	50000
- for other matters	0	40000
- for service tax	83430	74160
Loss on derivative contracts	254009	81690
Bad Debts written off	135544	800766
Loss on sale of fixed Assets	28709	550592
Bank Charges	1162134	1283745
Exchange difference(Net)	92104	33040
Miscellaneous Expenses	2933927	518758
Contribution for scientific research and social welfare	3021917	228500
Freight Charges	1950516	1107905
Commission/Service Charges	173841822	146976590
<b>Total</b>	<b>268329055</b>	<b>235412324</b>

## 27. Explanatory information

### 1. Contingent Liability:

- a. Guarantees given (given during last year) / being co-applicant for facilities taken by Wholly Owned Subsidiary Company named Ritco Travels and Tours Private Limited:-
  - i. Bank Guarantee: ₹20,00,000/- (continued from Kotak Mahendra Bank Limited) (as on 31.03.2013: ₹Rs. 20,00,000/-)
  - ii. Over Draft Facility: ₹1,25,00,000/- (continued from Kotak Mahendra Bank Ltd.) (as on 31.03.2013: ₹1,25,00,000/-)
  - iii. Over Draft Facility: ₹1,50,00,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - iv. DLOD Facility: ₹1,50,00,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - v. Term Loan: ₹2,24,00,000/- (continued from Kotak Mahendra Bank Ltd.) (as on 31.03.2013: ₹2,24,00,000/-)
  - vi. Term Loan: ₹2,08,79,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - vii. Bank Guarantee: ₹75,00,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - viii. Co-applicant in Loan Applications: ₹35,75,000/- (as on 31.03.2013: ₹35,75,000/-)
- b. Amounts disputed in appeals, with Income Tax and other Govt. departments ₹NIL (as on 31.03.2013 ₹4293821/-)
- c. Notice of demand from Income Tax Department Alwar, in respect of TDS discrepancies: (Amount in ₹)

S. No.	Relevant A.Y.	Demand		Action taken during the year
		As on 31.03.2014	As on 31.03.2013	
1	2010-2011	30510	329564	Balance amount was paid during the year
2	2011-2012	170730	864431	Balance amount was paid during the year
3	2012-2013	0	20539	Demand was paid during the year
4	2012-2013	0	117996	Demand was paid during the year
5	2012-2013	0	67697	Demand was paid during the year
6	2013-2014	5030	0	Received during the year
7	2014-2015	260970	0	Received during the year
	Total	467240	1400227	

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

- d. Service Tax Demand: ₹NIL (Previous year ₹5.96 Crores)
2. Capital Commitment: ₹21700 (out of which advance paid ₹5000) (as on 31.03.2013: ₹258171/-)
3. Short Term Loan and advances include- Loans due from M/s Boruka Investment Limited ₹NIL (as on 31.03.2013 ₹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 ₹26950000/- (for previous year ended on 31.03.2013 ₹27985000/-).

### 4. Earnings per share (EPS)

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

Particulars	31.03.2014	31.03.2013
Profit/(loss) after tax (in ₹)	10238279	14508386
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.
- Gati Limited
- TCI Industries Limited
- Transport Corporation of India Limited
- ABC India Limited
- Boruka 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 2014 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	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	Sale/purchase of Products & Services rendered	5867221	9166820	8613453	3274500	94001	0	149674	148250	0	0	272813	837970	14997162	13427540
2	Services taken	201916	0	5554463	4476115	0	0	600000	288000	0	0	9387106	18885531	15743485	23649646

**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)	
		31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1.	Loans given and repayment thereof	90995000	27985000	90995000	27985000	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)	
		31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1.	Loans taken and repayment thereof	64930000	7400000	64930000	7400000	0	0	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.	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
Balance at the end of accounting year	23321272	26323879	1483572	391760
Maximum amount outstanding	66240260	31495495	19137285	6593002
repayable on demand	23321272	26323879	1483572	391760

## E. Remuneration of Key Managerial Person

S. No.	Name of Key Managerial Person	Details	For the year ended 31.03.2014 (Amount in )	For the year ended 31.03.2013 (Amount in )
1	Mr. Ashok Kumar Agarwal, Director	Commission for the year 2012-13	153918	173593
2	Mr. Amitava Ghosh, Executive Director	Salary/Remuneration	2372390	2260152

## 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	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	Interest Earned	584190	1751389	0	0	0	0	0	0	0	0	425250	405802	1009440	2157191
2	Interest Paid	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3	Guarantees Given	0	0	0	0	0	0	0	0	0	0	58379000	40475000	58379000	40475000
4	Salary/Commission/Fee	0	0	0	0	2526308	2433745	3279000	3306996	0	0	0	0	5805308	5740741
5	Rent Expenses/Deposit on Rent	0	0	0	0	0	0	3087000	2970000	580800	528000	605250	570119	4273050	4068119
6	Rent/ Other Recovery	0	0	0	0	0	0	0	0	0	0	502000	490000	502000	490000
7	Expenses Recovered/Shared	518081	45000	1047260	611985	0	0	240000	240000	0	5575	1406040	1527141	3211381	2429701
8	Purchase of Fixed Assets	0	5890597	0	0	0	0	0	0	0	0	0	45800	0	5936397
9	Security Deposit given/Transferred	0	615100	0	0	0	0	0	0	0	0	0	72600	0	687700
10	Investment made	0	0	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	2	34491	2	34491
12	Advances Transferred	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	OUTSTANDING														
1	Receivables	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2	Guarantees Given	0	0	0	0	0	0	0	0	0	0	98854000	40475000	98854000	40475000
3	Deposit given	615100	615100	120000	120000	0	0	675000	675000			72600	72600	1482700	1482700

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 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	CAD	0	0	23700	1259751
2	EURO	8080	668193	11031	728750
3	GBP	1900	189571	14012	1152050
4	USD	35800	2145405	213857	11615515
5	SGD	1800	85675	12599	542512
6	AUD	0	0	4836	273570
7	CHF	0	0	2000	114920
8	AED	0	0	12500	184849
9	JPY	0	0	169000	98561
10	SAR	0	0	20600	298372
	<b>Total</b>	-	<b>3088844</b>	-	<b>16268851</b>

**(b) Trade receivable**

S. No.	Particulars	As on 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	USD	NIL	NIL	5981916	259705916

**(c) Security deposits received**

S. No.	Particulars	As on 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	USD	80000	4769600	80000	4321600

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

S. No.	Particulars	As on 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	USD	63390	3779297	62079	3353483

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

Currency	As on 31.03.2014		As on 31.03.2013	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
USD	114980	6855124	93237	5036528
GBP	4820	478468	7673	630265
EUR	20990	1726952	23556	1631943
JPY	852000	489694	2115000	1206998
SGD	44293	2086803	5469	236953
AUD	9365	513946	1525	85647
HKD	36522	279246	262	1814
NZD	750	38471	430	19356
AED	69080	1115674	8825	129147
KWD	0	0	10	1886
CHF	1000	67158	1090	61739
CAD	1180	63553	1270	67274
LKR	390190	177036	0	0
QAR	12368	201480	822	12136
SCP	50	4938	100	8173
THB	627010	1145141	20560	37804
BHD	147	23126	0	0

Currency	As on 31.03.2014		As on 31.03.2013	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
DKK	620	6816	5050	46801
PLN	40	785	0	0
OMR	161	24756	79	11034
CNY	6121	58401	1051	9096
BND	12	563	0	0
SAR	15137	239425	13841	198377
SEK	370	3386	720	5933
TRY	50	1392	0	0
ISR	50	852	0	0
MYR	38975	706762	31648	550125
ZAR	10500	58783	3990	23248
TWD	0	0	0	0
EGP	15	128	15	119
KRW	0	0	14000	678
MVR	0	0	0	0
<b>Total</b>		16368861		10013072

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

Amount (in ₹)

S. No.	Particulars	31.03.2014	31.03.2013
1	Travelling Expenses	2931812	1231770
2	Donation	2500389	0

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

(Amount in ₹)

S. No.	Particulars	31.03.2014	31.03.2013
1	Commission and allied income	347700069	295657684

## 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 31.03.2014 in respect of employees group gratuity trust for Policy No. 313910

S. No.	Description	Details	
		As on 31 <sup>st</sup> March 2014	As on 31 <sup>st</sup> March 2013
<b>1.</b>	<b>Assumption</b>		
<b>A.</b>	Discount Rate	8.00%	8.00%
<b>B.</b>	Salary Escalation	7.00%	7.00%
<b>C.</b>	<b>Mortality Rate</b>	<b>LIC (1994-96) ultimate</b>	
<b>D.</b>	<b>Withdrawal Rate</b>	<b>1% to 3% depending on age</b>	
<b>2</b>	<b>Table showing changes in present value of obligation As on 31.03.2014</b>		
		As on 31 <sup>st</sup> March 2014	As on 31 <sup>st</sup> March 2013
	Present value of obligations as at beginning of year	7877593.00	6410455.00
	Interest Cost	630207.00	512836.00
	Current Service Cost	1305773.00	997651.00
	Benefits Paid	(1325483.00)	(621982.00)
	Actuarial (gain)/loss on obligations	(521261.00)	578633.00
	Present value of obligations as at end of year	7966829.00	7877593.00

<b>3 Table showing changes in the fair value of plan assets As on 31.03.2014</b>			
	Fair value of plan assets at beginning of year	9903634.00	8082834.00
	Expected return on plan assets	809570.00	720268.00
	Contributions	387479.00	1722514.00
	Benefits paid	(1325483.00)	(621982)
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair value of plan assets at the end of year	9775200.00	9903634.00
<b>4 Table showing fair value of plan assets</b>			
	Fair value of plan assets at beginning of year	9903634.00	8082834.00
	Actual return on plan assets	809570.00	720268.00
	Contributions	387479.00	1722514.00
	Benefits paid	(1325483.00)	(621982)
	Fair value of plan assets at the end of year	9775200.00	9903634.00
	Funded status	1808371.00	2026041.00
	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 Actuarial Gain/Loss recognized As on 31.03.2014</b>			
	Actuarial (gain)/ loss on obligations	521261.00	(578633.00)
	Actuarial (gain)/ loss for the year-plan assets	NIL	NIL
	Actuarial (gain)/ loss on obligations	(521261.00)	578633.00
	Actuarial (gain)/ loss recognized in the year	(521261.00)	578633.00
<b>6 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	7966829.00	7877593.00
	Fair value of planned assets as at the end of year	9775200.00	9903634.00
	Funded status	1808371.00	2026041.00
	Net Actuarial (gain)/loss recognized in the year	1808371.00	2026041.00
	Net Assets/(Liability) recognized in the balance sheet	1808371.00	2026041.00
<b>7 Expense Recognized in the statement of Profit and Loss</b>			
	Current Service Cost	1305773.00	997651.00
	Interest Cost	630207.00	512836.00
	Expected return on plan assets	(809570.00)	(720268.00)
	Net Actuarial (gain)/Loss recognized in the year	(521261.00)	578633.00
	Expenses recognized in statement of Profit and Loss	605149.00	1368852.00

**Note:** Rs. 517478/- paid towards Group Gratuity Scheme managed by LIC of India in respect of new employees in addition to above disclosure which has been debited to Profit & Loss Account in full.

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 ₹27932137/- (Previous year net gain ₹36254116/-) 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.

## 28. 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**  
 Director  
 DIN: 00454152

**Amitava Ghosh**  
 Executive Director  
 DIN: 02193354

**Dilip Kumar Morwal**  
 Company Secretary  
 ACS:17572

Date: 30<sup>th</sup> April 2014  
 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, 2014, 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 but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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, 2014.
- b) In the case of the statement of Profit & Loss 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, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, 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: 25<sup>th</sup> April, 2014

**TRANSCORP ESTATES PRIVATE LIMITED**  
**(A Wholly owned subsidiary of Transcorp International Ltd.)**  
**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, 2014)

- 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 has inventory of land which were physically verified during the year by the management and in our opinion frequency of verification is reasonable. As explained to us, the procedures for physical verification followed by the management are, in our opinion, reasonable and adequate in relation to the size of the company and nature of its business. The Company is maintaining proper records of inventory and according to the information and explanations given to us, no discrepancy was noticed on physical verification as compared to book records hence there was no question of dealing of discrepancy properly, in the books of account.
- iii) a) Company has not granted unsecured loans to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. No. of Parties and the amount involved in transactions is therefore NIL and NIL respectively.
- b) Similarly question of rates of interest and other terms and conditions of loans given by the Company, secured or unsecured, being not prima facie prejudicial to the interest of company does not arise; and
- c) In view of no loans given question of receipt of principal and interest being regular does not arise;
- d) As no loans were given question of over due amount and 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. 5938575/- respectively with year end balance Rs. 2502312/-. Maximum amount involved from holding company was Rs. 19137285/- with year end balance Rs. 1483572/-.
- 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 inventory and 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.
- ix) 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 except for income tax on regular assessment under Income Tax Act, 1961 for A.Y. 2011-2012 for Rs. 406250 disputed with Commissioner of Income Tax Appeals Ist, Jaipur. A sum of Rs.200000/- has been deposited against the same.
- 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.

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

- 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 ( repayable on demand) have been used during the year for long term investment i.e. in capital work in progress for fixed assets of company . Amount used as on 31.3.2014 out of funds raised on short term basis is Rs.43.81 lacs
- 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: 25<sup>th</sup> April 2014

Place : Jaipur

**TRANSCORP ESTATES PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2014**

Particulars	Note No.	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	1	10,000,000	10,000,000
(b) Reserves and surplus	2	280,966,806	279,946,141
<b>2. Current liabilities</b>			
a) Short Term Borrowings	3	23,453,757	5,240,335
b) Trade payables	4	16,080,725	-
c) Other current liabilities	5	2,009,077	2,019,327
d) Short Term provisions	6	-	99,800
<b>TOTAL</b>		<b>332,510,365</b>	<b>297,305,603</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) <u>Fixed assets</u>			
Tangible assets	7	255,849,889	256,135,488
Capital Work in progress		5,505,460	1,095,160
(b) Non-current investments	8	23,709,114	23,709,114
(c) Long-term loans and advances	9	11,306,266	15,723,688
<b>2. Current assets</b>			
(d) Inventories - land		35,289,480	
(e) Trade receivables	10	51,216	244,315
(f) Cash and cash equivalents	11	798,940	85,616
(g) Short-term loans and advances	12	-	312,222
<b>TOTAL</b>		<b>332,510,365</b>	<b>297,305,603</b>

Notes on Accounts - Note No. 18  
Significant Accounting Policies - Note No. 19  
The accompanying notes 1 to 19 are an integral part of the Financial statement

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

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

Date: 25<sup>th</sup> April 2014  
Place : Jaipur

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

**Deepak Agarwal**  
Director  
DIN: 00454152

**Ram Narayan Dewanda**  
Director  
DIN: 03132967

**TRANSCORP ESTATES PRIVATE LIMITED**  
**(A Wholly owned subsidiary of Transcorp International Ltd.)**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2014**

Particulars	Note No.	For the year 2013-14 ₹	For the year 2012-13 ₹
I. Revenue from operations	13	6048000	5878870
II. Increase in Stock		35289480	0
<b>III. Total Revenue (I + II)</b>		<b>41337480</b>	<b>5878870</b>
<b>IV. Expenses:</b>			
Employee benefits expense	14	1650558	1296856
Depreciation and amortization expense	7	848164	851045
Purchase Account	15	30630000	
Finance Cost - Interest	16	4664603	429100
Other expenses	17	2166843	649484
<b>Total expenses</b>		<b>39960168</b>	<b>3226485</b>
<b>Profit before exceptional and extraordinary items and tax</b>			
V. (III-IV)		1377312	2652385
VI. Exceptional items		0	0
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>1377312</b>	<b>2652385</b>
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII- VIII)		1377312	2652385
X Tax expense:			
(1) Current tax		362500	673140
(2) Deferred tax			
(3) Income tax for earlier year		-5853	16910
<b>XI Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>1020665</b>	<b>1962335</b>
XII Profit/(loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>0</b>	<b>0</b>
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>1020665</b>	<b>1962335</b>
XVI Earnings per equity share:			
(1) Basic		1.02	1.96
(2) Diluted		1.02	1.96
(3) Weighted/average number of Equity shares		1000000	1000000
(4) Nominal Value per equity shares		10	10

Notes on Accounts - Note No. 18

Significant Accounting Policies - Note No. 19

The accompanying notes 1 to 19 are an integral part of the Financial statement

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

**Deepak Agarwal**

Director  
DIN: 00454152

**Ram Narayan Dewanda**

Director  
DIN: 03132967

Date: 25<sup>th</sup> April 2014  
Place : Jaipur

**TRANSCORP ESTATES PRIVATE LIMITED**  
**(A Wholly owned subsidiary of Transcorp International Ltd.)**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2014**

Particulars	As at 31.03.2014	As at 31.03.2013
	₹	₹
<b>I. Cash flows from operating activities</b>		
Net profit before tax and extraordinary items	1377312	2652385
Adjustments for :		
Depreciation	848164	851045
(Profit)/Loss on sale of assets		
Interest income	0	-299170
Interest expense		429100
Unspent liabilities written back	-22048	0
Operating profit before working capital changes	2203428	3633360
Adjustments for :		
Increase(-)/ Decrease(+) in Inventories	-35289480	0
Trade and other receivables	193099	448757
Trade and other payables	16080725	0
Other Current Liabilities	11798	171257
Cash generated from operations	-16800430	4253374
Direct taxes paid	-896525	-734411
Net cash flow from operating activities	<u>-17696955</u>	<u>3518963</u>
<b>II. Cash flows from investing activities</b>		
Purchase of fixed assets(including capital work in progress)	-4972865	-1095160
purchase of investments	0	0
Interest income	0	299170
Capital advances	4857500	-8337500
advance against professional services	312222	-312222
Loans to body corporates and others	0	3691545
Net cash flow from investing activities	<u>196857</u>	<u>-5754167</u>
<b>III. Cash flows from financing activities</b>		
Proceeds from short term borrowings	18213422	2573281
Interest expense	0	-429100
Net cash flow from financing activities	<u>18213422</u>	<u>2144181</u>
Net increase /(decrease)in cash and cash equivalents(I-II-III)	713324	-91023
Cash and cash equivalents (opening)	85616	176639
Cash and cash equivalents (closing)	<u>798940</u>	<u>85616</u>
<b>Components of Cash and Cash Equivalents</b>		
Cash in hand	12461	15062
Bank balances in current accounts	786479	70554
	<u>798940</u>	<u>85616</u>

**Notes:**

- The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2014 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.
- Interest paid being related to stock in hand and part of direct cost is not added back in cash flow from operating activities

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

**Deepak Agarwal**  
Director  
DIN: 00454152

**Ram Narayan Dewanda**  
Director  
DIN: 03132967

Date: 25<sup>th</sup> April 2014  
Place : Jaipur

**TRANSCORP ESTATES PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2014**

**NOTE NO. 1 - Share Capital**

a)

Particulars	As at 31.03.2014		As at 31.03.2013	
	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 31.3.2014 Equity Shares		As at 31.3.2013 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 31.03.2014		As at 31.03.2013	
	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 31.03.2014	As at 31.03.2013
Fully paid Equity Shares of Rs. 10/- each :	990000	990000



## TRANSCORP ESTATES PRIVATE LIMITED

BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2014

## NOTE NO.2 : RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at 31.03.2014	As at 31.03.2013
<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	4726141	2763806
Add : Profit for the year	1020665	1962335
<b>Net surplus in the statmenets of profit and loss</b>	5746806	4726141
<b>Total reserve and surplus</b>	<b>280966806</b>	<b>279946141</b>

## NOTE NO.3 : SHORT TERM BORROWINGS

From Holding Company - Transcorp International Ltd. repayable on demand carrying interest 12% (previous year 11%)	1483572	391760
Bhoruka Investment Limited repayable on demand carrying interest @ 12%	2502312	4848575
Other loans	19467873	0
	<b>23453757</b>	<b>5240335</b>

## NOTE NO.4 : TRADE PAYABLES

Municipal Corporation Ludhiana	16080725	0
	<b>16080725</b>	<b>0</b>

## NOTE NO.5 : OTHER CURRENT LIABILITIES

Security Deposits from tenants(including Rs.72600/- previous year Rs. 72600/- from holding company)	1771600	1851600
Other Liabilities	0	8144
Bonus payable	3499	2710
ITDS payable	230828	153756
Unearned rent	3150	3117
	<b>2009077</b>	<b>2019327</b>

## NOTE NO.6 : SHORT TERM PROVISIONS

Provision for Taxation		
Opening Balance	99800	144161
Additions during the year ( Net of ITDS)*	NIL	99800
	<b>99800</b>	<b>243961</b>
Paid /adjusted during the year	99800	144161
* Refer note No.9 also	0	99800

**TRANSCORP ESTATES PRIVATE LIMITED**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2014**

**NOTE NO.7 : FIXED ASSETS**

Sr. No.	PARTICULARS	Freehold land		Lease Hold Land		Building		Furniture		Total	
		31.03.2014	31.3.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
a	Tangible Assets										
	Cost at opening of year	183648326	183648326	22581249	22581249	52023827	52023827	3900	3900	258257302	258257302
	Additions during the year	0	0	0	0	562565	0	0	0	562565	0
	Cost as at the year end	183648326	183648326	22581249	22581249	52586392	52023827	3900	3900	258819867	258257302
	Depreciation as at opening of year	0	0	0	0	2117915	1269927	3899	842	2121814	1270769
	Depreciation during the year@1.63	0	0	0	0	848164	847988	0	3057	848164	851045
	Depreciation as at year end	0	0	0	0	2966079	2117915	3899	3899	2969978	2121814
	<b>Net Block</b>	<b>183648326</b>	<b>183648326</b>	<b>22581249</b>	<b>22581249</b>	<b>49620313</b>	<b>49905912</b>	<b>1</b>	<b>1</b>	<b>255849889</b>	<b>256135488</b>

- There was no impairment/revaluation during the period
- Land and buildings are still to be transferred in the name of company.

**NOTE-8 : Non Current Investments Other Investments**

Name of the Body Corporate	Nature and Extent of Holding		Amount in ₹	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
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 31.03.2014 Rs.37108000/-  
Previous year Rs.24680000 /-)There was no diminution in value of Investment, other than temporary.

**NOTE-9 : Long Term Loans and Advances**

Particulars	Amount in ₹	
	As at 31.03.2014	As at 31.03.2013
Unsecured, considered good	₹	₹
a. Capital Advances		
Premises Booking at Mumbai	9840000	7040000
Premises allotment money at Ludhiana	0	7657500
b. Other loans and advances		
Sundry Advances to Collector Stamp	1026188	1026,188
c. Income Tax deducted at source A.Y. 2014-15(Net of Provision for taxation Rs.362500/-)	229772	0
d. Income Tax refundable A.Y.2013-14	10306	0
e. Income Tax A.Y.2011-12 ( Against demand)	200000	0
<b>TOTAL</b>	<b>11306266</b>	<b>15723688</b>

**TRANSCORP ESTATES PRIVATE LIMITED**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2014**

	As at 31.03.2014	As at 31.03.2013
<b>NOTE 10 - Trade Receivable</b>		
Unsecured, considered good	₹	₹
Outstanding for a period exceeding six months from the date they are due for payment	0	244315
Others	51216	0
	<b>51216</b>	<b>244315</b>
<b>NOTE 11 - Cash &amp; Cash Equivalents</b>		
Balances with banks		
With Scheduled Banks on current Accounts	786479	70554
Cash in hand	12461	15062
	<b>798940</b>	<b>85616</b>
<b>NOTE 12 - Short Term Loans and Advances</b>		
Particulars		
<b>Unsecured, considered good</b>		
<b>a. Loans and advances to related parties</b>		
Advance against professional services	0	312222
	<b>0</b>	<b>312222</b>
	for the year 2013-14	for the year 2012-13
<b>NOTE 13 - Revenue from operations</b>		
Rent Received	6025952	5579700
Other operating revenues	22048	299170
	<b>6048000</b>	<b>5878870</b>
<b>Details of other operating revenues</b>		
Interest on loans	0	299170
Unspent liabilities written back	22048	0
	<b>22048</b>	<b>299170</b>
<b>NOTE 14 - Employee benefits expense</b>		
(a) Salaries and incentives	1579559	1227064
(b) Contributions to -		
(i) Superannuation scheme	67500	59756
(ii) ESI	0	4813
(c) Bonus	3499	2710
(d) Staff welfare expenses	0	2513
	<b>1650558</b>	<b>1296856</b>
<b>NOTE 15 - Purchase Account</b>		
Purchase of property	30630000	0
	<b>30630000</b>	<b>0</b>
<b>NOTE 16 - Finance Cost</b>		
Interest on TDS	26	13769
Interest on Stock in Trade - Ludhiana Property SCO 4	1649265	0
Interest on stock in trade- Ludhiana Property SCO 5	1650365	0
Interest of Income Tax	5097	0
Interest	1624070	415331
	<b>4928823</b>	<b>429100</b>
Less : transferred to Capital work in progress	264220	0
	<b>4664603</b>	<b>429100</b>

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

	for the year 2013-14	for the year 2012-13
<b>NOTE 17 - Other Expenses</b>		
Advertisement Expenses	64757	113827
Rates and Taxes	219971	308502
Building Repair & Maintenance	204571	141469
Conveyance Expenses	12341	1571
Director's sitting fees	12500	15000
Travelling Expenses	9737	0
Board Meeting Expenses	899	0
Security Charges	343704	0
Legal & Professional Expenses	55130	29841
Income Tax demand and appeal fees	1254	0
Printing & Stationery	140	1314
Postage & Courier	0	2287
Miscellaneous Expenses	1090	1271
Service Tax	10323	1981
Rent Paid Account	1123600	0
BANK CHARGES	16671	12760
DEMAT CHARGES	730	450
Valuation Fees	48343	0
Insurance Expenses	18610	0
Books & Periodicals	0	1200
Payment to Auditors- Audit fee	16854	12393
-taxation matters	5618	5618
<b>TOTAL</b>	<b>2166843</b>	<b>649484</b>

**TRANSCORP ESTATES PRIVATE LIMITED**

**Other explanatory information to financial statements for the year ended on 31<sup>st</sup> March, 2014**

**NOTE NO. : 18 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.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 Rs.NIL (Previous year Rs.4796545/-) .
- 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 business of immovable properties being the only segment
- c) **Related Party Information:**
  1. Holding Company  
Transcorp International Limited
  2. **Fellow subsidiary of holding company**  
Ritco Travels and Tours Private Limited
  3. **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		Fellow subsidiary of holding co.	
		31.3.2014	31.3.2013	31.03.2014	31.3.2013	31.3.2014	31.3.2013
1	Loan given a) (Max. Amount) b) Year end balance	NIL NIL	NIL NIL	NIL NIL	Rs. 4796545/- NIL		
2	Short term borrowings a) (Max. Amount) b) Year end balance	Rs. 19137285/- Rs. 1483572/-	Rs. 6593002/- Rs. 391760/-	Rs. 5938575/- Rs. 2502312/-	Rs. 4900000/- Rs. 4848575/-		
3	Rent Received	Rs. 425250/-	Rs. 347200/-	NIL	NIL	Rs. 1123600/-	NIL
4	Expenses Sharing	Rs. 1406040/-	Rs. 1294146/-	NIL	NIL		
5	Interest Paid/credited	Rs. 1359850/-	Rs. 405803/-	Rs. 1899197	Rs. 9528/-		
6	Interest Received/debited	NIL	NIL	NIL	Rs. 299170/-		
7	Security Deposit received	Rs. 72600/-	Rs. 72600/-	NIL	NIL		
8	Advance against Professional services	NIL	NIL	NIL	Rs. 312222/-		
9	Services taken (Capital work in progress)	NIL	NIL	Rs. 4146080/-	Rs. 900000/-		

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) Earning per Share

Particulars		2013 - 2014	2012 - 2013
Net Profit After Tax available for equity share holders- for basic and diluted EPS	Rupees	1020665	1962335
Weighted average no. Number of Equity Shares for basic and diluted EPS	Nos.	1000000	1000000
Basic/diluted Earnings per Equity Shares	Rupees	1.02	1.96

f) Capital commitments Rs. 63643000/- (Previous year Rs. 94273000/-), advance given Rs. 9840000/- (Previous year Rs. 14697500/-) Net Rs. 53803000 (Previous year Rs. 79575500/-)

g) Contingent Liabilities: Income Tax for A.Y. 2011-12 disputed in appeal Rs. 406250/-, paid Rs. 200000/-

#### NOTE NO. : 19 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 :

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.

## TRANSCORP ESTATES PRIVATE LIMITED

- 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

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

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

**Deepak Agarwal**  
Director  
DIN: 00454152

**Ram Narayan Dewanda**  
Director  
DIN: 03132967

Date: 25<sup>th</sup> April 2014  
Place : Jaipur

**INDEPENDENT AUDITOR'S REPORT****To the members 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, 2014, 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014
- (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, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, 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: Jaipur  
Dated: 2th April, 2014

**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, 2014)

- 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, 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 ₹ 6,62,40,260/- respectively. The amount outstanding as on 31.03.2014 is ₹ 2,33,21,272/-.
- 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 been used during the year for long term investment i.e. in non current assets of the Company. Amount used as on 31.03.2014 out of the funds raised on short term basis is ₹ 242.41 lacs.
- 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 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 2014.

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

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

Place: Jaipur  
Dated: 25th April, 2014

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)  
**BALANCE SHEET AS AT 31ST MARCH 2014**

	Notes	As at 31.3.2014 ₹	As at 31.3.2013 ₹
<b>I. EQUITY AND LIABILITIES</b>			
Share Capital	2	10,000,000	10,000,000
Reserve and Surplus	3	10,542,892	10,413,414
		<b>20,542,892</b>	<b>20,413,414</b>
<b>Non-current liabilities</b>			
Long-term Borrowings	4	19,751,560	24,082,557
Deferred Tax liability	5	2,838,286	1,652,876
Other Long term liabilities	6	671,550	671,550
		<b>23,261,396</b>	<b>26,406,983</b>
<b>Current liabilities</b>			
Short-term Borrowings	7	55,104,953	42,084,185
Trade Payables	8	23,106,038	32,258,676
Other Current Liabilities	9	44,788,708	16,234,451
Short Term Provisions	10	148,070	350,770
		<b>123,147,769</b>	<b>90,928,082</b>
<b>TOTAL</b>		<b>166,952,057</b>	<b>137,748,479</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
Fixed Assets			
-Tangible Assets	11	43,858,627	46,657,666
-Intangible Assets	12	2,683,205	1,474,266
Long Term Loans and Advances	13	9,698,678	7,078,953
Other Non Current Assets	14	11,805,139	15,722,562
		<b>68,045,649</b>	<b>70,933,448</b>
<b>Current Assets</b>			
Trade Receivables	15	86,805,562	44,982,782
Cash and bank balances	16	2,924,043	10,774,826
Short Term Loans and Advances	17	9,176,803	11,057,423
		<b>98,906,408</b>	<b>66,815,031</b>
<b>TOTAL</b>		<b>166,952,057</b>	<b>137,748,479</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

**Amresh Gupta**  
Managing Director  
DIN : 01571434

**Manisha Agarwal**  
Director  
DIN : 00453971

**Hem Kumar Bhargav**  
Director  
DIN : 03230480

**Tamanna Girdhani**  
Company Secretary  
ACS23350

Date: 25<sup>th</sup> April 2014  
Place : Jaipur

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March 2014**

	Notes	For the year 2013-14 ₹	For the year 2012-13 ₹
<b>INCOME</b>			
Revenue from Operations	18	52,313,179	45,132,532
Other Income	19	3,340,944	2,302,437
<b>Total Revenue (A)</b>		<b>55,654,123</b>	<b>47,434,969</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	20	22,746,883	18,402,037
Finance Cost	21	5,522,481	2,911,401
Depreciation Expense	22	3,314,403	2,421,904
Vehicle Operating Expense	23	8,639,687	5,930,110
Other Expenses	24	14,653,626	15,928,686
<b>Total Expenses (B)</b>		<b>54,877,079</b>	<b>45,594,138</b>
<b>Profit (+)/Loss (-) before tax [(A)-(B)]</b>		<b>777,044</b>	<b>1,840,831</b>
<b>Tax Expenses</b>			
Income Tax of Earlier Years		77,866	109,769
Current Tax [Minimum Alternate Tax (MAT) Payable]		148,070	350,770
MAT credit entitlement		(763,780)	-
Deferred Tax		1,185,410	862,876
<b>Total Tax Expense</b>		<b>647,566</b>	<b>1,323,415</b>
<b>Profit (+)/Loss (-) after tax</b>		<b>129,478</b>	<b>517,416</b>
<b>Earnings per Equity share</b>			
[Nominal value of share ₹ 10/- (Previous Year ₹ 10/-)]			
<b>Basic</b>			
Profit (+) / Loss (-) after tax (I)		129,478	517,416
Weighted Average number of Equity shares (II)		1,000,000	1,000,000
Basic Earning per Equity share [(I)/(II)]		0.13	0.52
<b>Diluted</b>			
Profit (+) / Loss (-) after tax (III)		129,478	517,416
Weighted Average number of Equity shares (IV)		1,000,000	1,000,000
<b>Diluted Earning per Equity share [(III)/(IV)]</b>		<b>0.13</b>	<b>0.52</b>

**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

Date: 25<sup>th</sup> April 2014

Place : Jaipur

**Amresh Gupta**

Managing Director  
DIN : 01571434

**Manisha Agarwal**

Director  
DIN : 00453971

**Hem Kumar Bhargava**

Director  
DIN : 03230480

**Tamanna Girdhani**

Company Secretary  
ACS23350

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2014**

	As at 31.3.2014	As at 31.3.2013
	₹	₹
<b><u>Cash Flow from operating activities</u></b>		
Profit(+) / Loss(-) before tax	777,044	1,840,831
Non-cash adjustments to reconcile profit before tax to net cash flows:		
Depreciation	3,314,403	2,421,904
Profit on sale of fixed assets	(39,999)	(76,117)
Loss on sale of fixed assets	190,059	-
Bad debts written off	30,000	300,919
Unspent Liabilities written back	(1,658,320)	(132,357)
Other Income	(46,382)	-
Gratuity provision	-	(335,399)
Interest Expense	5,499,054	2,911,401
Rental Income	(3,223,400)	(2,084,109)
Other borrowing costs	23,427	-
Interest Income	(31,163)	(142,211)
Operating profit before working capital changes	4,834,723	4,704,862
<b>Movements in working capital:</b>		
Increase(+) / Decrease(-) in trade payables	(7,494,318)	2,100,353
Increase(+) / Decrease(-) in other current liabilities	28,554,257	5,331,648
Increase(+) / Decrease(-) in other long term current liabilities	-	-
Decrease(+) / Increase(-) in trade receivables	(37,942,205)	(428,104)
Decrease(+) / Increase(-) in long term loans and advances	449,439	295,972
Decrease(+) / Increase(-) in short term loans and advances	1,653,174	(5,289,866)
Decrease(+) / Increase(-) in other current assets	-	-
Decrease(+) / Increase(-) in other non-current assets	-	(1,932,030)
Direct taxes paid	(2,564,372)	-
<b>Net cash flow from (+) / used in (-) operating activities (A)</b>	<b>(12,509,302)</b>	<b>4,782,835</b>
<b><u>Cash Flow from investing activities</u></b>		
Purchase of fixed assets	(2,084,360)	(38,384,892)
Capital advance	-	-
Investment in bank deposits having original maturity of more than three months	(15,000)	(128,000)
Proceed from redemption of bank deposits	46,967	79,275
Proceed from sale of fixed assets	210,000	529,000
Rental Income	3,223,400	2,084,109
Loans to employees(net)	57,796	-
Interest Income	6,044	142,211
Other Income	46,382	-
<b>Net cash flow from (+) / used in (-) investing activities (B)</b>	<b>1,491,229</b>	<b>(35,678,297)</b>
<b><u>Cash Flow from financing activities</u></b>		
Proceeds from issue of share capital	-	-
Interest paid	(5,499,054)	(2,911,401)
Other Borrowing costs	(23,427)	-
Proceeds(+)/Repayment(-) from/of short term borrowings (net)	13,020,768	7,540,676
Proceeds(+)/Repayment(-) from/of long term borrowings (net)	(4,330,997)	19,764,260
<b>Net cash flow from (+) / used in (-) financing activities (C)</b>	<b>3,167,290</b>	<b>24,393,535</b>
<b>Net increase(+) /decrease (-) in cash and cash equivalents (A+B+C)</b>	(7,850,783)	(6,501,927)
Cash and cash equivalents at the beginning of the year	10,774,826	17,276,753
<b>Cash and cash equivalents at the end of the year</b>	<b>2,924,043</b>	<b>10,774,826</b>
<b><u>Components of cash and cash equivalents</u></b>		
Cash in hand	818,956	1,438,639
Balances with banks on current accounts	2,105,087	9,336,187
Balances with banks on deposits accounts	-	-
Total cash and cash equivalents (Refer note No.16)	<b>2,924,043</b>	<b>10,774,826</b>

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
**(A Wholly owned subsidiary of Transcorp International Ltd.)**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2014**

**Notes:**

1. The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2014 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 borrowings are considered under other current liabilities.

**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

**Amresh Gupta**

Managing Director

DIN : 01571434

**Manisha Agarwal**

Director

DIN : 00453971

**Hem Kumar Bhargav**

Director

DIN : 03230480

**Tamanna Girdhani**

Company Secretary

ACS23350

Date: 25<sup>th</sup> April 2014

Place : Jaipur

## Notes to Financial Statements for the Year Ended 31st March, 2014

### 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. 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**  
(a wholly owned subsidiary of transcorp international limited)

**Notes to Financial Statements for the year ended 31st March,2014**

**2. Share Capital**

	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>a. Authorised</b>		
1,000,000 (Previous year 1,000,000) Equity Shares of ₹ 10/- each	<b>10,000,000</b>	<b>10,000,000</b>
<b>b. Issued,Subscribed &amp; Fully Paid up</b>		
1,000,000 (Previous year 10,00,000) Equity Shares of ₹ 10/- each	10,000,000	10,000,000
	<b>10,000,000</b>	<b>10,000,000</b>

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

Particulars	As at 31.03.2014		As at 31.03.2013	
	Nos.	₹	Nos.	₹
Equity shares at the beginning of the year	1,000,000	1,00,00,000	10,000,00	100,000,00
<b>Add: Issued during the year</b>	0	0	0	0
Equity shares outstanding at the end of the year	<b>1,000,000</b>	<b>1,00,00,000</b>	<b>10,000,00</b>	<b>100,000,00</b>

**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 31.03.2014 Nos.	As at 31.03.2013 Nos.
Fully paid up Equity shares of ₹ 10/- each	990,000	990,000

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

Particulars	As at 31.03.2014		As at 31.03.2013	
	Nos.	% holding in the class	Nos.	% holding in the class
<b>Equity share of ₹ 10/-each fully paid up</b>				
Transcorp International Limited, Holding Company	1,000,000	100%	10,000,00	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.

## RITCO TRAVELS AND TOURS PRIVATE LIMITED

(a wholly owned subsidiary of transcorp international limited)

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

### 3. Reserves and Surplus

	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>Reserves</b>		
Securities Premium Account	9,900,000	9,900,000
Balance as per Last financial statements	<u>9,900,000</u>	<u>9,900,000</u>
<b>Closing Balance</b>	<u>9,900,000</u>	<u>9,900,000</u>
<b>Surplus (+)/Deficit (-) in the statement of Profit and Loss</b>		
Balance as per Last financial statements	513,414	-4,002
<b>Add : Profit for the year</b>	129,478	517,416
<b>Net Surplus(+)/Deficit(-) in the statement of Profit and Loss</b>	<u>642,892</u>	<u>513,414</u>
<b>Total Reserves and Surplus</b>	<u>10,542,892</u>	<u>10,413,414</u>

### 4. Long term Borrowings

	Non Current portion		Current Maturities*	
	As at 31.03.2014 ₹	As at 31.03.2013 ₹	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>Secured</b>				
Term Loan from bank				
<b>HDFC Bank Limited</b>				
[Against hypothecation of specific vehicle and repayable in 36 to 48 (P.Y. 36 to 48) monthly instalments ranging from R 13,170/- to R 44,980/- (P.Y.R 13,170/- to R 44, 980/-) 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.)]	523,883	1,132,210	608,327	686,534
<b>HDFC Bank Limited</b>				
(Against exclusive charge of specific building, repayable in 109 monthly instalment of R 191550.46/- exclusive of Interest @12.63%)	18,580,394	-	2,298,606	-
<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%)]	-	-	-	264,482
<b>KOTAK Mahindra Bank</b>				
Against hypothecation of specific immovable property & corporate guarantee of holding company & repayable in 120 monthly installments of ₹ 329,437/- from date of loan inclusive of interest @ 12.5% p.a.	-	20,855,762	20,855,762	1,258,373
<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.)]	647,283	2,094,585	1,447,302	1,440,907
<b>TOTAL</b>	<u>19,751,560</u>	<u>24,082,557</u>	<u>25,209,997</u>	<u>3,650,296</u>

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

### 5. Deferred Tax Liability

	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>Deferred Tax Liability</b>		
<b>Fixed assets</b> : Impact of difference between depreciation allowable as per income tax act & rules framed therein and depreciation charged for the financial reporting, calculated at the applicable tax rates.	2,838,286	1,652,876
<b>Gross Deferred Tax Liability</b>	<u>2,838,286</u>	<u>1,652,876</u>
<b>Deferred Tax Assets</b>	-	-
<b>Net Deferred Tax Liability</b>	<u>2,838,286</u>	<u>1,652,876</u>



**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(a wholly owned subsidiary of transcorp international limited)

**Notes to Financial Statements for the year ended 31st March, 2014**

**6. Other Long Term Liabilities**

	As at 31.03.2014 ₹	As at 31.03.2013 ₹
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.Y. 12.75%))

-                      11,256,565

**HDFC BANK**

[Secured by hypothecation of existing as well as future book debts and all other current assets of company, equitable mortgage of specific immovable property, corporate guarantee of the Holding Company)  
(It is repayable on demand and carries interest @ 11.50% )

6,620,475                      -

**6,620,475**                      **11,256,565**

**Unsecured**

**Loans and advances from Related Party :**

From Holding Company-Transcorp International Limited  
(It is interest free and repayable on demand)

23,321,272                      26,323,879

Bhoruka Investment Ltd.  
(It carries interest @ 13% and is repayable on demand))

7,394,176                      4,503,740

Loans from Body corporates  
(It carries interest ranging from 9% to 13.4% and is repayable on demand)

17,769,030                      -

**48,484,478**                      **30,827,619**

**TOTAL**

**55,104,953**                      **42,084,185**

**8. Trade Payables**

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

23,106,038                      32,258,676

0                      0

**23,106,038**                      **32,258,676**

**9. Other Current Liabilities**

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

25,209,997                      3,650,296

Security Deposits

386,400                      404,480

TDS / PF/ESI/Bonus and other statutory obligations

124,511                      854,706

Advances from Customers

16,396,845                      8,325,064

Expenses and other payables

2,670,955                      2,999,905

**44,788,708**                      **16,234,451**

**10. Short Term Provisions**

Provisions for taxation (Minimum Alternate Tax Payable)

148,070                      350,770

**148,070**                      **350,770**

## RITCO TRAVELS AND TOURS PRIVATE LIMITED (A Wholly owned subsidiary of Transcorp International Ltd.)

### 11. Tangible Assets

	Air Conditioners		Furniture and Fixtures		Office Equipments		Building <sup>^</sup>		Computers		Vehicles & Motor Taxies <sup>^</sup>		Total	
	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at	As at
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
<b>Gross Block</b>														
Cost/valuation														
At Beginning of the year	182,939	91,316	1,850,019	1,095,146	1,173,388	1,020,459	33,964,282	-	2,328,435	2,158,407	11,027,834	9,844,371	50,526,898	14,209,700
Transactions during the year														
Add: Additions	-	81,200	66,183	749,349	90,315	152,813	-	33,964,282	272,830	197,400	-	1,863,263	429,328	37,008,307
Add: Acquired from Holding Company *	-	10,423	-	5,524	1	115	-	-	1	18,429	-	-	2	34,491
Less: Sale/disposal	-	-	-	-	-	-	-	-	-	45,800	550,892	679,800	550,892	725,600
<b>Cost/valuation as at the year end (a)</b>	<b>182,939</b>	<b>182,939</b>	<b>1,916,202</b>	<b>1,850,019</b>	<b>1,263,704</b>	<b>1,173,388</b>	<b>33,964,282</b>	<b>33,964,282</b>	<b>2,601,266</b>	<b>2,328,436</b>	<b>10,476,942</b>	<b>11,027,834</b>	<b>50,405,336</b>	<b>50,526,898</b>
Accumulated Depreciation														
At opening of the year	9,611	4,086	219,175	119,251	201,793	135,375	221,558	-	698,305	342,700	2,518,789	1,146,874	3,869,231	1,748,286
Add: Charge for the year	8,690	5,525	205,569	99,924	72,522	66,418	553,618	221,558	411,938	355,605	1,615,974	1,544,232	2,868,310	2,293,262
Less: Adjusted on sale/disposal	-	-	-	-	-	-	-	-	-	-	-	190,832	172,316	190,832
<b>Accumulated Depreciation at year end (b)</b>	<b>18,301</b>	<b>9,611</b>	<b>424,744</b>	<b>219,175</b>	<b>274,315</b>	<b>201,793</b>	<b>775,176</b>	<b>221,558</b>	<b>1,110,242</b>	<b>698,305</b>	<b>3,943,931</b>	<b>2,518,790</b>	<b>6,546,709</b>	<b>3,869,232</b>
<b>Net Block [(a)-(b)]</b>	<b>164,638</b>	<b>173,328</b>	<b>1,491,458</b>	<b>1,630,845</b>	<b>989,389</b>	<b>971,595</b>	<b>33,189,106</b>	<b>33,742,724</b>	<b>1,491,025</b>	<b>1,630,131</b>	<b>6,533,011</b>	<b>8,509,045</b>	<b>43,858,627</b>	<b>46,657,666</b>

### 12. Intangible Assets

	Computer Software	
	As at	As at
	31.03.2014	31.03.2013
	₹	₹
<b>Gross Block</b>		
Cost/valuation		
At Beginning of the year	1,614,713	226,819
Transactions during the year		
Add: Additions	1,655,030	1,387,894
Add: Received from Holding Company	-	-
Less: Sale/disposal	-	-
<b>Cost/valuation as at the year end (c)</b>	<b>3,269,743</b>	<b>1,614,713</b>
Accumulated Depreciation		
At opening of the year	140,447	11,806
Add: Charge for the year	446,091	128,641
Less: Adjusted on sale/disposal	-	-
<b>Accumulated Depreciation at the year end (d)</b>	<b>586,538</b>	<b>140,447</b>
<b>Net Block [(c)-(d)]</b>	<b>2,683,205</b>	<b>1,474,266</b>

- \* Assets acquired from holding Company are still to be transferred in name of the Company
- <sup>^</sup> Building/Vehicle/Motor Taxis is hypothecated / mortgaged to the lenders.
- There was no impairment/revaluation during the year.

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)

	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<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	2,733,360	2,702,421
MAT credit entitlement	763,780	-
Security Deposits	1,526,018	2,006,398
Income tax refundable A.Y.2012-2013	2,338,860	2,338,860
Income tax refundable A.Y.2013-2014	2,336,660	-
Loan to employees	-	31,274
	<b>9,698,678</b>	<b>7,078,953</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	11,457,141	15,367,716
Other bank balances (Refer Note No. 16)	307,949	335,949
Interest accrued on fixed deposits	40,049	18,897
	<b>11,805,139</b>	<b>15,722,562</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	-	-
Others	86,805,562	44,982,782
	<b>86,805,562</b>	<b>44,982,782</b>

**16. Cash and Bank Balances**

	Current		Non Current*	
	As at 31.03.2014 ₹	As at 31.03.2013 ₹	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>Cash and cash equivalents</b>				
Balance with banks:				
on Current accounts	2,105,087	9,336,187	67,949	67,949
Cash on hand	818,956	1,438,639	-	-
	<b>2,924,043</b>	<b>10,774,826</b>	<b>67,949</b>	<b>67,949</b>
<b>Other bank balances</b>				
Margin money deposits/encumbered deposits	-	-	240,000	268,000
	-	-	240,000	268,000
	<b>2,924,043</b>	<b>10,774,826</b>	<b>307,949</b>	<b>335,949</b>

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

**17. Short Term Loans And Advances**

	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>Unsecured, considered good</b>		
Advances recoverable in cash or in kind or for value to be received or pending adjustments	6,186,909	7,902,550
Prepaid Expenses	384,005	321,538
Advance rent	4,750	4,750
Loans to employees	36,767	63,289
Income Tax Deducted at Source	2,564,372	2,765,296
	<b>9,176,803</b>	<b>11,057,423</b>

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
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	For the year 2013-14 ₹	For the year 2012-13 ₹
<b>18. Revenue from Operatoin</b>		
Sale of Service	50,654,859	45,000,176
Other Operating Revenue	1,658,320	132,357
<b>Total</b>	<b>52,313,179</b>	<b>45,132,533</b>
<b>Details of Services rendered</b>		
Ticketing	34,753,338	31,290,099
Tours, Hotels & Allied Activities	4,779,415	6,098,816
Vehicle Rentals	10,341,469	6,962,560
Other	780,637	648,701
	<b>50,654,859</b>	<b>45,000,176</b>
<b>Details of Other Operating Revenue</b>		
Unspent Liabilities written back	1,658,320	132,357
	<b>1,658,320</b>	<b>1,32,357</b>
<b>19. Other Income</b>		
Interest Income		
On Bank Deposits	27,702	18,526
On Current & Non Current Loans and Advances	3,461	8,058
Others	-	115,627
Profit on Sale of Asset	39,999	76,117
Other Non-Operating Income		
Rent Income	3,254,320	2,109,600
<b>Less : Expenses directly attributable to such income</b>		
Rates and Taxes	(30,920)	(25,491)
Others	46,382	-
	<b>3,340,944</b>	<b>2,302,437</b>
<b>20. Employee Benefit Expenses</b>		
Salaries, Allowances & Bonuses	19,819,337	16,133,256
Contribution to Provident Fund & Other Fund	1,476,871	1,260,787
Gratuity	381,802	124,386
Staff Recruitment & Training Expenses	487,045	454,732
Staff Welfare Expenses	581,828	428,876
	<b>22,746,883</b>	<b>18,402,037</b>
<b>21. Finance Costs</b>		
Interest Expense	5,499,054	2,911,401
Other borrowings costs	23,427	-
	<b>5,522,481</b>	<b>2,911,401</b>
<b>22. Depreciation</b>		
On Tangible Assets (Refer Note No. 11)	2,868,311	2,293,263
On Intangible Assets (Refer Note No. 12)	446,092	128,641
	<b>3,314,403</b>	<b>2,421,904</b>
<b>23. Vehicle Operating Expenses</b>		
Vehicle Trip Expenses	7,573,759	4,298,405
Vehicle Taxes	226,099	481,350
Vehicle Insurance	292,163	445,145
Vehicle Repairs and Maintenance	547,666	705,210
	<b>8,639,687</b>	<b>5,930,110</b>

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)

**24. Other Expenses**

	For the year 2013-14	For the year 2012-13
Rent Paid	3,085,647	4,016,801
Repairs to Building	116,963	60,489
Repairs and Maintenance	2,102,259	1,821,982
Insurance	265,673	394,817
Electricity & Water	756,838	735,195
Printing & Stationery	312,687	419,401
Travelling and Conveyance	2,851,698	1,973,459
Communication costs	1,693,045	1,196,707
Legal and Professional fees	703,083	923,296
Payment to Auditors		
-Audit Fee	51,180	44,944
-Tax Audit Fee	16,236	11,236
Bad debts written off	30,000	300,919
Bank Charges	574,918	701,518
Advertisement & Publicity	445,464	414,157
Directors Sitting Fees	14,250	15,000
Loss on sale of Fixed Assets	190,059	
Miscellaneous Expenses	763,079	504,767
Commission, brokerage & discounts	519,990	2,296,191
Membership and Subscriptions	160,557	97,807
	<b>14,653,626</b>	<b>15,928,686</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>31.03.2014</u>	<u>31.03.2013</u>
Discount rate	8%	8%
Salary Escalation	7%	7%

**2. Table showing changes in present value of obligation as on 31.03.2014:**

Present value of obligations as at beginning of year	8,09,351/-	7,21,010/-
Interest cost	64,748/-	57,681/-
Current service cost	2,47,726/-	1,84,759/-
Benefits paid	(1,48,095/-)	(1,23,446/-)
Actuarial (gain) / loss on obligations	(18,295/-)	(30,653/-)
Present value of obligations as at end of year	9,55,435/-	8,09,351/-

**3. Table showing changes in the fair value of plan assets as on 31.03.2014:**

Fair value of plan assets at beginning of year	11,44,750/-	9,98,807/-
Expected return on plan assets	94,926/-	87,673/-
Contributions	1,37,981/-	1,81,716/-
Benefits paid	(1,48,095/-)	(1,23,446/-)
Actuarial gain / (loss) on plan assets	NIL	NIL
Fair value of plan assets at the end of year	12,29,562/-	11,44,750/-

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

Fair value of plan assets at beginning of year	11,44,750/-	9,98,807/-
Actual return on plan assets	94,926/-	87,673/-
Contributions	1,37,981/-	1,81,716/-
Benefits paid	(148,095/-)	(1,23,446/-)
Fair value of plan assets at the end of year	12,29,562/-	11,44,750/-
Funded status	2,74,127/-	3,35,399/-
Excess of actual over estimated return on plan assets	NIL	NIL

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)

**5. Actuarial gain / loss recognized as on 31.03.2013**

Actuarial (gain) / loss on obligations	18,295/-	30,653/-
Actuarial (gain) / loss for the year - plan assets	NIL	NIL
Total (gain) / loss for the year	(18,295/-)	(30,653/-)
Actuarial (gain) / loss recognized in the year	(18,295/-)	(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	9,55,435/-	8,09,351/-
Fair value of plan assets as at the end of the year	12,29,562/-	11,44,750/-
Funded status	2,74,127/-	3,35,399/-
Net assets / (liability) recognized in balance sheet	2,74,127/-	3,35,399/-

**7. Expenses recognized in statement of profit and loss**

Current service cost	2,47,726/-	1,84,759/-
Interest cost	64,748/-	57,681/-
Expected return on plan assets	(94,926/-)	(87,673/-)
Net actuarial (gain) / loss recognized in the year	(18,295/-)	(30,653/-)
Expenses recognized in statement of Profit and Loss	1,99,253/-	1,24,114/-

**d. Related party disclosures:**

**Name of related parties and related party relationship**

**(A) Related parties where control exist:**

Particulars	Name
Holding Company	Transcorp International Limited

**Related party transactions:**

Particulars	Holding Company	
	31.03.2014	31.03.2013
	₹	₹
<b>I. Sale/purchase of services:</b>		
Services rendered	93,87,106/-	18,892,155/-
Services taken (net)	2,72,813/-	802,505/-
<b>II. Loans and advances in nature of loans taken:</b>		
Balance at the end of accounting year	2,33,31,272/-	26,323,879/-
Maximum amount outstanding	6,62,40,260/-	31,495,495/-
Repayable on demand	2,33,31,272	26,323,879/-
<b>III. Other transactions:</b>		
Guarantees Received	9,88,54,000/-	1,82,25,000/-
Rent received	1,80,000/-	180,000/-
Rent paid	5,02,000/-	490,000/-
Sharing of expenses	-	208,750/-
Acquisition of fixed assets	2	34,491/-
Fixed assets transferred	-	45,800/-
Outstanding:		
Guarantee taken	9,88,54,000/-	1,82,25,000/-
<b>B) Associates/Investing party of Holding Co.</b>		
Bhoruka Investment Limited		
<b>Related party transactions:</b>		
<b>Loans and advances in nature of loans taken:</b>		
Balance at the end of accounting year	73,94,176/-	4,503,740/-
Maximum amount outstanding	73,94,176/-	4,503,740/-
Repayable on demand	73,94,176/-	4,503,740/-

**RITCO TRAVELS AND TOURS PRIVATE LIMITED**  
(A Wholly owned subsidiary of Transcorp International Ltd.)

**c) Fellow Subsidiary of Holding Company**

Transcorp Estates Private Limited

**Related party transactions**

Rent received	10,00,000/-	-
Service	1,23,600/-	-
Payables/Receivables	-	-

**e. Capital and other commitments: ₹ NIL (Previous Year NIL).**

**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):**

	31.03.2014	31.03.2013
Tours and travelling	4,64,579/-	319,933/-
Total	4,64,579/-	319,933/-

**h. Earnings in Foreign Currency- ₹ 7,435/- (Previous Year ₹ 29,109)**

**I. Contingent Liabilities:**

I. Bank guarantee for \$10000 (Previous Year \$30000) equivalent to ₹ 5,99,376/- (Previous Year ₹ 16,31,700/-).

II. Claims against the Company not acknowledged as debts:

-Amount disputed ₹ 287,412/- (Previous Year ₹ 287,412/-), 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.

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

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

**Amresh Gupta**  
Managing Director  
DIN : 01571434

**Manisha Agarwal**  
Director  
DIN : 00453971

**Hem Kumar Bhargav**  
Director  
DIN : 03230480

**Tamanna Girdhani**  
Company Secretary  
ACS23350

Date: 25<sup>th</sup> April 2014  
Place : Jaipur

## 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, 2014 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

The Company's 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, but not for the purpose of expressing an opinion on the effectiveness of the internal control. 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:

- a. in the case of the consolidated Balance Sheet, of the state of affairs of the company as at March 31, 2014
- b. in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. 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 Rs. 20542892 as at March 31, 2014, total revenues of Rs. 55654123 and net cash outflows amounting to Rs. 7850783 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 on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary company 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: 30<sup>th</sup> April 2014



**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2014**

Particulars	Note No.	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	1	40681910	40681910
(b) Reserves and surplus	2	371253275	363672517
		411935185	404354427
<b>2. Non-current liabilities</b>			
(a) Long-term borrowings	3	97562268	64487159
(b) Deferred tax liabilities		16547528	14250025
(c) Other Long term Liabilities	4	9343390	6656803
		123453186	85393987
<b>3. Current liabilities</b>			
(a) Short-term borrowings	5	240192621	188452143
(b) Trade payables	6	272506078	257273754
(c) Other current liabilities	7	94772336	57920467
(d) Short-term provisions	8	7372527	9241956
		614843562	512888320
<b>TOTAL</b>		<b>1150231933</b>	<b>1002636734</b>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
Tangible Assets	9	432386517	438273250
Intangible Assets	10	3713242	2684891
Capital work in progress		5505460	1095160
(b) Non-current investments	11	26303020	26303020
(c) Long-term loans and advances	12	44758442	48128906
(d) Other Non Current Assets	13	36721617	39514786
		549388298	556000013
<b>2. Current assets</b>			
(a) Inventories	14	51658339	10013072
(b) Trade receivables	15	387143316	327742963
(c) Cash and Bank Balances	16	73746593	74415374
(d) Short-term loans and advances	17	88292370	34461192
(e) Other Current Assets	18	3017	4120
		600843635	446636721
<b>TOTAL</b>		<b>1150231933</b>	<b>1002636734</b>

Other Explanatory Information- Note No. 28

Summary of Significant accounting policies- Note No. 29

The accompanying notes 1 to 29 are 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**Director  
DIN: 00454152**Amitava Ghosh**Executive Director  
DIN: 02193354**Dilip Kumar Morwal**Company Secretary  
ACS:17572Date: 30<sup>th</sup> April 2014

Place : New Delhi

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

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March, 2014

Particulars	Note No.	for the year 31.03.2014 ₹	previous year 31.03.2013 ₹
<b>Revenue</b>			
I Revenue from operations	19	6684647205	6737145601
II Other income	20	4407988	6263608
<b>III Total Revenue (I + II)</b>		<b>6689055193</b>	<b>6743409209</b>
<b>Expenses:</b>			
Purchase of Stock in Trade	21	6221469206	6291322797
(Increase)/Decrease in Inventories of Stock in Trade	22	-41645267	-531284
Employee benefits expense	23	113551905	109848875
Finance costs	24	49158800	34377348
Advertisement and Publicity Expenses		23806673	21709617
Vehicle Operating Expenses	25	8639687	5930110
Depreciation	26	11986095	10399832
Other expenses	27	282533566	250133837
<b>IV Total expenses</b>		<b>6669500666</b>	<b>6723191132</b>
<b>V Profit before tax(III-IV)</b>		<b>19554528</b>	<b>20218077</b>
<b>Tax expense:</b>			
Current tax		6444402	4141512
Deferred tax		2297503	2268010
MAT Credit		-763780	-3341424
Income tax for earlier year		187981	161842
<b>VI Total Tax Expenses</b>		<b>8166106</b>	<b>3229940</b>
<b>VII Profit for the year (V-VI)</b>		<b>11388422</b>	<b>16988137</b>
<b>VIII Earnings per equity share:</b>			
Basic		2.80	4.18
Diluted		2.80	4.18
Weighted Average no. of Equity Shares		4068191	4068191
Nominal Value per equity Share		10	10

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**  
 Director  
 DIN: 00454152

**Amitava Ghosh**  
 Executive Director  
 DIN: 02193354

**Dilip Kumar Morwal**  
 Company Secretary  
 ACS:17572

Date: 30<sup>th</sup> April 2014  
 Place : New Delhi

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2014

	As at 31.03.2014	As at 31.03.2013
	₹	₹
<b>I Cash flows from operating activities</b>		
Net profit before tax and extraordinary items	19554528	20218077
Adjustments for :		
Depreciation	11986095	10399832
(Profit)/Loss on sale of assets	134781	422575
Bad Debts written off	165545	1101685
Property Income	-2049400	-1891064
Unspent liabilities Written back	-3981287	-483422
Dividend Income	-198654	-142889
Interest Income	-2029565	-3687306
Interest expense and other borrowing costs	49158801	34377348
Other Income	-46382	
<b>Operating profit before working capital changes</b>	<b>72694461</b>	<b>60314836</b>
Adjustments for :		
Trade and other receivables	-56071535	-150531056
Inventories(Increase)/Decrease	-41645267	-531284
Other Current Liabilities	36873917	17978852
Trade and other payables	19191563	140835193
Other Current Assets including short term advances	348250	-9903557
Other long term advances	625124	426421
Other Long term liabilities	2686587	448650
<b>Cash generated from operations</b>	<b>34703100</b>	<b>59038055</b>
Direct taxes paid	-7323609	-8787221
<b>Net cash flow from operating activities</b>	<b>27379491</b>	<b>50250834</b>
<b>II Cash flows from investing activities</b>		
Purchase of fixed assets	-12002675	-75272992
Sale of fixed assets	329884	1364214
Rental Income (Net of expenses)	2049400	1891064
Dividend Income	198654	142889
Interest	2004446	3687306
Other income	46382	0
Loans to body corporate and others	-55399806	9026114
Other Long term loans & Advances	5417412	-7979190
Bank deposits including interest accrued	-1083779	-641974
<b>Net cash flow from investing activities</b>	<b>-58440082</b>	<b>-67782569</b>
<b>III Cash flows from financing activities</b>		
Proceeds from short term borrowings (Net of Repayments)	51740477	4023723
Proceeds from long term borrowings (Net of Repayments)	33075109	35109524
Interest & other borrowing costs	-49158801	-34377348
Dividend & Corporate dividend tax paid	-5673784	-5673784
<b>Net cash flow from financing activities</b>	<b>29983001</b>	<b>-917885</b>
<b>Net increase /(decrease)in cash and cash equivalents</b>	<b>-1077590</b>	<b>-18449620</b>
Cash and cash equivalents (opening)	74288485	92738105
Cash and cash equivalents (closing)	<b>73210895</b>	<b>74288485</b>
<b>Components of Cash and Cash Equivalents</b>		
Cash & cheques on hand	17527029	24508152
Balances with banks on unclaimed dividend & fractional shares proceeds A/c	525745	233424
Bank balances in current accounts	55158121	49546909
Bank deposits with maturity less than 3 months	0	0
	<b>73210895</b>	<b>74288485</b>

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

## **Notes:**

1. The above cash flow statement has been compiled from and is based on the balance sheet as at 31.03.2014 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
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**  
Director  
DIN: 00454152

**Amitava Ghosh**  
Executive Director  
DIN: 02193354

**Dilip Kumar Morwal**  
Company Secretary  
ACS:17572

Date: 30<sup>th</sup> April 2014  
Place : New Delhi

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

## 1. Share Capital

	31.03.2014	31.03.2013
	₹	₹
<b>(A) Authorised</b>		
10000000 (PY 10000000) Equity Shares of Rs.10/- each	100000000	100000000
<b>(B) Issued, Subscribed &amp; Fully Paid up</b>		
4068191 (PY 4068191) Equity Shares of Rs.10 each fully paid	40681910	40681910
<b>Total</b>	40681910	40681910

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

Particulars	31.03.2014		31.03.2013	
	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)	
	31.03.2014	31.03.2013
	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 31.03.2014		As at 31.03.2013	
	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	0	0	125000	3.07
Mr. Ashok Kumar Agarwal jointly with Mrs. Manisha Agarwal	209960	5.16	209960	5.16
TCI Bhoruka Projects Limited	203869	5.01	203869	5.01
Vitro Suppliers Pvt. Ltd.	528821	13.00	246948	6.07

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 31.03.2014	As at 31.03.2013
	₹	₹
<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	258772676	258407676
Add: transfer from surplus balance in the statement of profit and loss	0	365000
Total	258772676	258772676
<b>Total Reserves</b>	<b>281212036</b>	<b>281212036</b>
<b>SURPLUS IN STATEMENT OF PROFIT AND LOSS</b>		
Balance as per last Financial Statement	82460481	71511128
Add-Profit for the Year	11388422	16988137
<b>Profit available for appropriations</b>	<b>93848903</b>	<b>88499265</b>
Less- Appropriations		
(a) Proposed Final Equity Dividend Rs. 0.80 per equity share (previous year Rs.1.20 per equity share)	3254553	4881829
(b) Tax on Proposed equity dividend	553111	791955
(c) Amount transferred to General Reserve	0	365000
Net surplus in the statement of Profit and Loss	90041239	82460481
<b>Total Reserves and Surplus</b>	<b>371253275</b>	<b>363672517</b>

### 3. Long Term Borrowings

	Non Current		Current Maturities*	
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
	₹	₹	₹	₹
<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.	730548	1908955	1178404	3092560
Against Equitable mortgage of specific building and personal guarantee of director, repayable in 36 to 109 monthly instalments of Rs. 180000/- to Rs. 191550.46/- from the date of loan inclusive of interest @ 11% to 12.63% p.a. ( Previous year Rs. 208333/-)	21070394	0	4458606	748593
<b>ICICI Bank Limited</b>				
Against equitable mortgage of specific building and repayable in 60 monthly instalments of Rs. 323971/-from the date of loan inclusive of interest @12.50% p.a. Against hypothecation of specific vehicle and repayable in 35 (p.y. 35) monthly installments of Rs. 25718/- (p.y. Rs. 25718/-) from the date of loan inclusive of interest @ 11.75% p.a. (p.y.@11.75%)	10765595	0	2377887	264482
<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.	0	20855762	20855762	1258373
<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 ranging from Rs. 14570 to Rs. 54600/-from the date of loan inclusive of interest ranging from 10% to 14.50% p.a., (Previous year repayable in 36 to 48 monthly installments inclusive of interest ranging from 9.87% to 14.5%)	647283	2291584	1644300	1656069

## NOTES TO FINANCIAL STATEMENT FOR YEAR ENDED 31.03.2014

	Non Current		Current Maturities*	
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
	₹	₹	₹	₹
<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.	0	1623910	841671	746945
<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	0	660596
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	0	1539711
	<b>33996107</b>	<b>36630637</b>	<b>31356630</b>	<b>9967329</b>
<b>Unsecured Public Deposits</b> carrying interest @11.5% to 12% p.a. and repayable after 2 to 3 years from the date of deposit	63566161	27856522	10730547	7789406
	<b>63566161</b>	<b>27856522</b>	<b>10730547</b>	<b>7789406</b>
Total	<b>97562268</b>	<b>64487159</b>	<b>42087177</b>	<b>17756735</b>
*Amount of Current maturities is disclosed under the head 'other current liabilities' (Refer to note no.7)				

### 4. Other Long Term Liabilities

Interest Accrued but not due on long term Public Deposits maturing after 1 year  
Security Deposits

	As at 31.03.2014	As at 31.03.2013
	₹	₹
Interest Accrued but not due on long term Public Deposits maturing after 1 year	2922208	676121
Security Deposits	6421182	5980682
<b>Total</b>	<b>9343390</b>	<b>6656803</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.)

	173275611	161512205
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#### 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.)

	0	11256565
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Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
<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.	523676	444881
<b>Total</b>	<b>173799287</b>	<b>173213651</b>
<b>Unsecured</b>		
Public Deposits (Carrying interest @ 11 % p.a. repayable on maturity within one year )	19259943	5886177
Loans from Body corporates (It carries interest ranging from 9% to 13.4% and is repayable on demand)	47133391	9352315
<b>Total</b>	<b>66393334</b>	<b>15238492</b>
<b>TOTAL</b>	<b>240192621</b>	<b>188452143</b>
 <b>6. Trade Payables</b>		
Trade Payables	272506078	257273754
Amount of principal and interest due/paid to micro and small enterprises under MSMED Act, 2006	0	0
	<b>272506078</b>	<b>257273754</b>
 <b>7. Other Current Liabilities</b>		
(a) Current maturities of long-term borrowings (Refer Note no. 3)	42087177	17756735
Interest accrued but not due on short term public deposits and on deposits maturing within one year	1617511	1181477
Unclaimed public deposits	1675131	1308493
Interest accrued and due on unclaimed public deposits	148641	87748
TDS /PF/ESI /Bonus and other statutory obligations	5217352	6159460
Unclaimed dividends	518554	226233
Unclaimed fractional Bonus share proceeds	7190	7190
Security Deposits	2185400	2283480
Advances Against DMT	627239	0
Expenses and other payables	20542449	16910236
Bank book overdrafts	3748847	3674351
Advances from Customers	16396845	8325064
<b>Total</b>	<b>94772336</b>	<b>57920467</b>
 <b>8. Short Term Provisions</b>		
Proposed Equity Dividend	3254553	4881829
Provision for Tax on Proposed Equity Dividend	553111	791955
Provision for Taxation	3564863	3568172
<b>TOTAL</b>	<b>7372527</b>	<b>9241956</b>



9. Tangible Assets

TANGIBLE ASSETS	Freehold Land		Leasehold land		Building		Air Conditioners		Furniture and Fixtures		Office Equipments		Computers		Vehicles		Motor Taxies		Total	
	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013	31.3.2014	31.3.2013		31.3.2014
Gross Block	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
At the beginning of the year	183648326	183648326	27306249	27306249	171601235	120815180	7778646	5873428	31210187	19861701	17140317	14262382	18052236	15947329	16014349	11027834	98444371	4853376%	415678222	
Transactions during the year																				
Add: Additions	0	0	374102	0	736847	51549533	1496688	1905218	1577287	11375159	1065724	3084129	450741	1657262	0	611171	1863263	5701389	72039735	
Less: Value impairment to transfer to subsidiary	0	0	0	0	0	0	0	0	0	0	51999	0	49714	0	0	0	0	101713	0	
Less: Sale/disposal	0	0	0	0	0	75478	121852		96933	26673	27791	206194	595652	31925	0	678191	550892	1393120	2380261	
<b>Cost/valuation as at the year end</b>	183648326	183648326	27680351	27306249	172338082	171601235	9153482	7778646	32690541	31210187	18126251	17140317	19482948	19677573	15947329	10476942	11027834	489544252	4853376%	
Accumulated Depreciation																				
At beginning of the year	0	0	0	0	6313239	4063568	2988054	2640575	9545222	8064911	6341216	5486318	13450039	11690098	5907586	4771569	2518790	11466874	47064446	37863913
Add: Depreciation for the year	0	0	0	0	2799888	2271354	370464	347479	2008217	1504342	1030326	909759	1905956	1791866	1392634	1424973	1615974	15442232	11123459	9794005
Add: Value impairment to transfer to subsidiary																				
Less: Adjusted on sale/disposal	0	0	0	0	0	0	0	0	0	0	51999	0	0	0	0	0	0	101713	0	
Depreciation at year end	0	0	0	0	9113127	6313239	3291797	2988054	11498413	9545222	7299608	6341216	14760354	13450039	7300220	5907586	3943932	2518790	57157737	47064446
<b>Net Block</b>	183648326	183648326	27680351	27306249	163224955	1652879%	5861685	4790592	21192128	21664965	10826643	10798801	4772308	6227534	8647109	10039743	65333010	8509044	432386515	438273250

10. Intangible Assets

INTANGIBLE ASSETS	Computer Software	
	31.03.2014	31.03.2013
Gross Block	₹	₹
At beginning of the year	5322020	3183923
Transactions during the year		
Add: Additions	1890986	2138097
Cost/valuation as at the year end	7213006	5322020
Depreciation		
At beginning of the year	2637129	2031303
Add: Depreciation for the year	862635	605826
Less: Adjusted for transfer to subsidiary		
Less: Adjusted on sale/disposal		
Depreciation at year end	3499764	2637129
<b>Net Block</b>	3713242	2684891

For Transcorp International Ltd. Standalone :

- (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.15669682 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 value so 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 23363900), vehicle for Rs. 10368796 (Previous year Rs. 6770905) are hypothecated/mortgaged to the lenders or are under deferred payment obligation. Buildings costing Rs. 53358892 (Previous year Rs.28398609 ) are mortgaged for collaterally securing working capital facilities from HDFC Bank.
- (D) There was no impairment/revaluation during the year.

For Ritco Travels and Tours Pvt. Ltd.

- (A) Assets acquired from holding Company are still to be transferred in name of the Company
- (B) Building/Vehicle/Motor Taxies is hypothecated / mortgaged to the Lenders.
- (C) There was no impairment/revaluation during the year.

For Transcorp Estates Private Limited

- (A) There was no impairment / revaluations during the period
- (B) Land and buildings are still to be transferred in the name of company.

# TRANSCORP® INTERNATIONAL LTD.

Notes to financial statements for the year ended 31st march, 2014

## 11. Non Current Investments

Name of body corporate	Face Value	No. of shares As at 31.3.2014	Amount As at 31.3.2013	No. of shares As at 31.3.2014	Amount As at 31.3.2013
<b>Unquoted Equity instruments</b>					
<b>At Cost, Non Trade</b>					
<b>Fully Paid up</b>					
<b>Investment in subsidiaries</b>					
1.Transcorp Estates Private Limited		0	0		
2.Ritco Travels and Tours Private Limited		0	0		
Bhoruka Investment Limited	10	500000	5000000	500000	5000000
Transcorp Enterprises Limited	10	195000	1950000	195000	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	122198	1500	122198
Larsen and Toubro Ltd.*	2	3000	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
TCI Industries Limited	10	26000	16633043	26000	16633043
TCI Bhoruka Projects Limited	10	50000	126071	50000	126071
			<b>19353020</b>		<b>19353020</b>
<b>Debentures(Quoted)</b>					
9.25 non convertible bonus debentures of Dr. Reddy laboratories Ltd.		5	7800	7800	0
<b>TOTAL INVESTMENTS</b>			<b>26303020</b>		<b>26303020</b>
<b>Aggregate amount of market value of quoted shares</b>			<b>52774008</b>		<b>36463049</b>

There was no diminution in value of investments as at the end of year  
\* 1000 bonus shares received during the year

## 12. Long Term Loans And Advances

Unsecured, considered good	As at 31.03.2014	As at 31.03.2013
	₹	₹
Advance recoverable in cash or in kind for value to be received or pending adjustments	16045111	16772526
Capital Advances	9845000	14950190
Security Deposits	4159646	4424887
Loan to employees	195033	72870
ITDS refundable/adjustable including MAT credit	13066440	10828751
Prepaid expenses	1447212	1079682
<b>Total</b>	<b>44758442</b>	<b>48128906</b>

## 13. OTHER NON CURRENT ASSETS

Unsecured, considered good		
Trade receivables - outstanding for a period exceeding six months from the date they are due for payment	28379488	31873850
Other bank balances (Refer to Note no 16 )	7617730	7190515
Interest accrued on fixed deposits	724399	450421
<b>Total</b>	<b>36721617</b>	<b>39514786</b>

## ANNUAL REPORT 2013-2014

	As at 31.03.2014	As at 31.03.2013
	₹	₹
<b>14. Inventories</b>		
At cost or market value which ever is lower		
<b>Traded Goods</b>		
Foreign Currencies	15554668	9700176
Paid Documents	814191	312896
Land	35289480	0
<b>Total</b>	<b>51658339</b>	<b>10013072</b>

<b>15. Trade Receivables</b>		
<b>Unsecured, Considered good</b>		
outstanding for a period exceeding six months from the date they are due for payment	0	244315
Others	387143316	327498648
<b>Total</b>	<b>387143316</b>	<b>327742963</b>

	Current		Non Current	
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
	₹	₹	₹	₹
<b>16. Cash And Bank Balances</b>				
<b>Cash and cash equivalents</b>				
Balance with banks:				
on Current accounts	55158121	49546909	67949	67949
on unclaimed dividend accounts	518555	226234	0	0
on unclaimed fractional share proceeds account	7190	7190	0	0
Cheques/drafts in hand	2947448	4841041	0	0
Cash on hand	14579581	19667111	0	0
	<b>73210895</b>	<b>74288485</b>	<b>67949</b>	<b>67949</b>
<b>Fixed deposits with maturity upto 12 months</b>	535698	126890		
<b>Total</b>	<b>73746593</b>	<b>74415374</b>	<b>67949</b>	<b>67949</b>
Other bank balances				
Deposits with original maturity for more than 12 months			2488673	2488673
Margin money deposits/encumbered deposits			240000	4633893
			7549781	7122566
<b>Total</b>	<b>73746593</b>	<b>74415374</b>	<b>7617730</b>	<b>7190515</b>

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

<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	17165969	18875616
Loans and advances to body corporates and others	58589340	3500000
Advance Income Tax/ITDS	6322987	7108979
Service Tax Refundable/Adjustable	149656	0
Prepaid expenses	3370451	2206419
Loans to employees	452515	264212
Security Deposits	2241452	2505965
<b>Total</b>	<b>88292370</b>	<b>34461191</b>

<b>18. Other Current Assets</b>		
Unsecured, Considered good	3017	4120
Interest accrued on fixed deposit into bank	3017	4120

	For the year 2013-14 ₹	For the year 2012-13 ₹
<b>19. Revenue From Operations</b>		
Sale of Products - Traded goods	6234457020	6332785836
Sales of Services	445520099	399396840
Other Operating revenue	4670086	4962925
	6684647205	6737145601
<b>Details of Products sold</b>		
Currency	5547134640	5496380135
Traveller cheques/Cards	588889010	661000740
Paid Documents	98433370	175404961
	6234457020	6332785836
<b>Details of Services rendered</b>		
Money Transfer services	377065774	342496892
Rental Income	5600702	5232500
Income from Travels Service	50288616	40572363
Other	12565007	11095085
	445520099	399396840
<b>Details of Other operating revenue</b>		
Unspent liabilities written back	3981287	483422
Delivery charges	286854	343853
Others	401945	4549982
	4670086	5377257
<b>20. Other Income</b>		
Interest income		
- on bank deposits	490277	404653
- on current and non current loans and advances	1539288	3282653
Dividend from long term investments	198654	142889
Profit on sale of fixed assets	83987	128017
Other non operating income		
- Rent received	2092320	1974600
- Others	46382	414332
	4450908	6347144
Less: Expenses directly attributable to other non operating income	0	0
- Rates and Taxes	42920	83536
	4407988	6263608
<b>21. Purchase of stock in trade- traded goods</b>		
Foreign currency	5511609065	5463991635
Travellers cheques/ Cards	581648838	654357983
Paid Documents	97581303	172973179
Purchase of property	30630000	
	6221469206	6291322797
<b>22. (Increase)/ Decrease in Inventories of stock in trade</b>		
Inventory at the end of year		
- Foreign Currency	15554668	9700176
- Paid Documents	814191	312896
- Land	35289480	
	51658339	10013072
Inventory at the beginning of the year		
- Foreign Currency	9700176	8830844
- Paid Documents	312896	650944
Total	-41645267	-531284

	For the year 2013-14 ₹	For the year 2012-13 ₹
<b>23. Employee Benefits Expenses</b>		
Salaries, allowances and bonus	101220523	96869904
Contribution to provident and other funds	5804237	5614862
Gratuity Expenses	1600523	1506211
staff recruitment and training	2197471	1920195
Staff Welfare expenses	2729151	3937703
<b>Total</b>	<b>113551905</b>	<b>109848875</b>
<b>24. Finance Cost</b>		
Interest	47765997	33832846
Other borrowing costs	1392804	544502
<b>Total</b>	<b>49158800</b>	<b>34377348</b>
<b>25. Vehicle Operating Expenses</b>		
Vehicle Trip Expenses	7573759	4298405
Vehicle Taxes	226099	481350
Vehicle Insurance	292163	445145
Vehicle Repairs & Maintenance	547666	705210
<b>Total</b>	<b>8639687</b>	<b>5930110</b>
<b>26. Depreciation</b>		
on Tangible assets	11123459	9794006
on Intangible assets	862636	605826
<b>Total</b>	<b>11986095</b>	<b>10399832</b>
<b>27. Other Expenses</b>		
Rent	17891186	18724852
Repairs to buildings	550995	216830
Repairs and maintenance	25271639	26625300
Insurance	2894368	2805626
Rates and Taxes	374934	652172
Electricity and Water Expenses	4326953	3727433
Printing and Stationery	4061374	6039930
Travelling and Conveyance	23866638	20949274
Communication costs	8420087	8039258
Legal and Professional expenses	8008486	5643213
Directors sitting fees	139110	252248
Remuneration to non executive directors	201794	190022
Payment to Auditors		
- As auditor		
Audit fee	526180	512393
Tax audit fee	91236	60000
- for taxation matters	145000	55618
- for other matters	0	40000
- Service Tax	85902	80340
Loss on derivative contracts	254009	81690
Bad Debts written off	165544	1101685
Loss on sale of fixed Assets	218768	550592
Bank Charges	1753723	1998023
Exchange difference(Net)	92104	33040
Miscellaneous Expenses	3861536	1154252
Contribution for scientific research and social welfare	3021917	228500
Freight Charges	1950516	1107905
Commission/Service Charges	174359567	149263641
<b>Total</b>	<b>282533566</b>	<b>250133837</b>

## 28. Explanatory Information

### 1. Contingent Liability:

- a. Guarantees given (given during last year)/ being co-applicant for facilities taken by Wholly Owned Subsidiary Company named Ritco Travels and Tours Private Limited:-
  - i. Bank Guarantee: ₹20,00,000/- (continued from Kotak Mahendra Bank Limited) (as on 31.03.2013: ₹ 20,00,000/-)
  - ii. Over Draft Facility: ₹ 1,25,00,000/- (continued from Kotak Mahendra Bank Ltd.) (as on 31.03.2013: ₹ 1,25,00,000/-)
  - iii. Over Draft Facility: ₹ 1,50,00,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - iv. DLOD Facility: ₹1,50,00,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - v. Term Loan: ₹ 2,24,00,000/- (continued from Kotak Mahendra Bank Ltd.) (as on 31.03.2013: ₹2,24,00,000/-)
  - vi. Term Loan: ₹ 2,08,79,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - vii. Bank Guarantee: ₹ 75,00,000/- (from HDFC Bank Ltd.) (as on 31.03.2013: NIL)
  - viii. Co-applicant in Loan Applications: ₹ 35,75,000/- (as on 31.03.2013: ₹ 35,75,000/-)
- b. Bank Guarantee for US\$ 10000 (Previous Year US\$ 30000) equivalent to ₹ 599376/- (Previous Year ₹ 1631700/-)
- c. Claims against the Company not acknowledged as debts:- Amount disputed ₹ 287412/- (Previous year ₹287412/-), 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 ₹ 406250/- related to A.Y. 2011-12 out of which paid ₹ 200000 (as on 31.03.2013 ₹ 4293821/-)
- e. Notice of demand from Income Tax Department Alwar, in respect of TDS discrepancies:

Amount in ₹)

S. No.	Relevant A.Y.	Demand		Action taken during the year
		As on 31.03.2014	As on 31.03.2013	
1	2010 -2011	30510	329564	Balance amount was paid during the year
2	2011 -2012	170730	864431	Balance amount was paid during the year
3	2012 -2013	0	20539	Demand was paid during the year
4	2012 -2013	0	117996	Demand was paid during the year
5	2012 -2013	0	67697	Demand was paid during the year
6	2013 -2014	5030	0	Received during the year
7	2014 -2015	260970	0	Received during the year
	<b>Total</b>	<b>467240</b>	<b>1400227</b>	

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

- f. Service Tax Demand: 'NIL' (Previous year ₹5.96 Crores)
2. Capital Commitments ₹63664700/- (PY ₹94736436) (out of which advance paid ₹ 9845000/- (P.Y. ₹ 14931850) (as on 31.03.2013: ₹ 79833671/-)
3. Short Term Loan and advances include--Loans due from M/s Bhoruka Investment Limited NIL (as on 31.03.2013 NIL), 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 ₹26950000/- (for previous year ended on 31.03.2013 ₹ 32781545/-).
4. Earnings per share (EPS)

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

Particulars	31.03.2014	31.03.2013
Profit/(loss) after tax (in ₹)	11388422	16988137
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 2014 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		Total	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	Sale/Purchase of Products & Services rendered	5867221	9166820	8613453	3274500	94001	0	149674	148250	0	0	14724349	12589570
2	Services taken	4347996	900000	5554463	4476115	0	0	600000	288000	0	0	10502459	5664115

**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)	
		31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1.	Loans given and repayment thereof	90995000	91171545	90995000	91171545	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)	
		31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1.	Loans taken and repayment thereof	78262751	16803740	68366263	7400000	0	0	98966488	9352315

**D. Remuneration of Key Managerial Person**

S. No.	Name of Key Managerial Person	Details	For the year ended 31.03.2014 (Amount in ₹)	For the year ended 31.03.2013 (Amount in ₹)
1	Mr. Ashok Kumar Agarwal, Director	Commission for the year 2012-13 paid during the year	153918	173593
2	Mr. Amitava Ghosh, Executive Director	Salary/Remuneration	2372390	2260152

**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	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	Interest Earned	584190	2050559	0	0	0	0	0	0	0	0	584190	2050559
2	Interest Paid	189919	9528	0	0	0	0	0	0	0	0	189919	9528
3	Guarantees Given	0	0	0	0	0	0	0	0	0	0	0	0
4	Salary/Commission/Fee	0	0	0	0	2526308	2433745	3279000	3306996	0	0	5805308	5740741
5	Rent Expenses/Deposit on Rent	0	0	0	0	0	0	3087000	2970000	580800	528000	3667800	3498000
6	Rent/ Other Recovery	0	0	0	0	0	0	0	0	0	0	0	0
7	Expenses Recovered/Shared	518081	45000	1047260	611985	0	0	240000	240000	0	5575	1805341	902560
8	Purchase of Fixed Assets	0	5890597	0	0	0	0	0	0	0	0	0	5890597
9	Security Deposit given/Transferred	0	615100	0	0	0	0	0	0	0	0	0	615100
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 Transferred/given	0	312222	0	0	0	0	0	0	0	0	0	312222
	<b>OUTSTANDING</b>												
1	Receivables/Advances	0	312222	0	0	0	0	0	0	0	0	0	312222
2	Deposit given	615100	615100	120000	120000	0	0	675000	675000			1410100	1410100

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 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
1	CAD	0	0	23700	1259751
2	EURO	8080	668193	11031	728750
3	GBP	1900	189571	14012	1152050
4	USD	35800	2145405	213857	11615515
5	SGD	1800	85675	12599	542512
6	AUD	0	0	4836	273570
7	CHF	0	0	2000	114920
8	AED	0	0	12500	184849
9	JPY	0	0	169000	98561
10	SAR	0	0	20600	298372
	Total	-	3088844	-	16268851



**(b) Trade receivable**

S. No.	Particulars	As on 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
<b>1</b>	<b>USD</b>	<b>NIL</b>	<b>NIL</b>	<b>5981916</b>	<b>259705916</b>

**(c) Security deposits received**

S. No.	Particulars	As on 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
<b>1</b>	<b>USD</b>	<b>80000</b>	<b>4769600</b>	<b>80000</b>	<b>4321600</b>

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

S. No.	Particulars	As on 31.03.2014		As on 31.03.2013	
		FX Amount	Amount (in ₹)	FX Amount	Amount (in ₹)
<b>1</b>	<b>USD</b>	<b>63390</b>	<b>3779297</b>	<b>62079</b>	<b>3353483</b>

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

Currency	As on 31.03.2014		As on 31.03.2013	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
USD	114980	6855124	93237	5036528
GBP	4820	478468	7673	630265
EUR	20990	1726952	23556	1631943
JPY	852000	489694	2115000	1206998
SGD	44293	2086803	5469	236953
AUD	9365	513946	1525	85647
HKD	36522	279246	262	1814
NZD	750	38471	430	19356
AED	69080	1115674	8825	129147
KWD	0	0	10	1886
CHF	1000	67158	1090	61739
CAD	1180	63553	1270	67274
LKR	390190	177036	0	0
QAR	12368	201480	822	12136
SCP	50	4938	100	8173
THB	627010	1145141	20560	37804
BHD	147	23126	0	0

Currency	As on 31.03.2014		As on 31.03.2013	
	FX amount	Amount (in ₹)	FX amount	Amount (in ₹)
DKK	620	6816	5050	46801
PLN	40	785	0	0
OMR	161	24756	79	11034
CNY	6121	58401	1051	9096
BND	12	563	0	0
SAR	15137	239425	13841	198377
SEK	370	3386	720	5933
TRY	50	1392	0	0
ISR	50	852	0	0
MYR	38975	706762	31648	550125
ZAR	10500	58783	990	23248
TWD	0	0	0	0
EGP	15	128	15	119
KRW	0	0	14000	678
MVR	0	0	0	0
<b>Total</b>		<b>16368861</b>		<b>10013072</b>

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

Amount (in ₹)

S. No.	Particulars	31.03.2014	31.03.2013
1	Travelling Expenses	3396391	1871636
2	Donation	2500389	0

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

S. No.	Particulars	31.03.2014	31.03.2013
1	Commission and allied income	347707504	295686793

**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 31.03.2014 in respect of employees group gratuity trust for Policy No. 313910

S. No.	Description	Details	
		As on 31 <sup>st</sup> March 2014	As on 31 <sup>st</sup> March 2013
<b>1.</b>	<b>Assumption</b>		
<b>A.</b>	Discount Rate	8.00%	8.00%
<b>B.</b>	Salary Escalation	7.00%	7.00%
<b>C.</b>	<b>Mortality Rate</b>	<b>LIC (1994-96) ultimate</b>	
<b>D.</b>	<b>Withdrawal Rate</b>	<b>1% to 3% depending on age</b>	
<b>2</b>	<b>Table showing changes in present value of obligation As on 31.03.2014</b>		
		As on 31 <sup>st</sup> March 2014	As on 31 <sup>st</sup> March 2013
	Present value of obligations as at beginning of year	7877593.00	6410455.00
	Interest Cost	630207.00	512836.00
	Current Service Cost	1305773.00	997651.00
	Benefits Paid	(1325483.00)	(621982.00)
	Actuarial (gain)/loss on obligations	(521261.00)	578633.00
	Present value of obligations as at end of year	7966829.00	7877593.00

<b>3 Table showing changes in the fair value of plan assets As on 31.03.2014</b>			
	Fair value of plan assets at beginning of year	9903634.00	8082834.00
	Expected return on plan assets	809570.00	720268.00
	Contributions	387479.00	1722514.00
	Benefits paid	(1325483.00)	(621982)
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair value of plan assets at the end of year	9775200.00	9903634.00
<b>4 Table showing fair value of plan assets</b>			
	Fair value of plan assets at beginning of year	9903634.00	8082834.00
	Actual return on plan assets	809570.00	720268.00
	Contributions	387479.00	1722514.00
	Benefits paid	(1325483.00)	(621982)
	Fair value of plan assets at the end of year	9775200.00	9903634.00
	Funded status	1808371.00	2026041.00
	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 Actuarial Gain/Loss recognized As on 31.03.2014</b>			
	Actuarial (gain)/ loss on obligations	521261.00	(578633.00)
	Actuarial (gain)/ loss for the year-plan assets	NIL	NIL
	Actuarial (gain)/ loss on obligations	(521261.00)	578633.00
	Actuarial (gain)/ loss recognized in the year	(521261.00)	578633.00
<b>6 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	7966829.00	7877593.00
	Fair value of planned assets as at the end of year	9775200.00	9903634.00
	Funded status	1808371.00	2026041.00
	Net Actuarial (gain)/loss recognized in the year	1808371.00	2026041.00
	Net Assets/(Liability) recognized in the balance sheet	1808371.00	2026041.00
<b>7 Expense Recognized in the statement of Profit and Loss</b>			
	Current Service Cost	1305773.00	997651.00
	Interest Cost	630207.00	512836.00
	Expected return on plan assets	(809570.00)	(720268.00)
	Net Actuarial (gain)/Loss recognized in the year	(521261.00)	578633.00
	Expenses recognized in statement of Profit and Loss	605149.00	1368852.00

**Note:** Rs. 517478/- paid towards Group Gratuity Scheme managed by LIC of India in respect of new employees in addition to above disclosure which has been debited to Profit & Loss Account in full.

(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**

	31.03.2014	31.03.2013
Discount rate	8%	8%
Salary Escalation	7%	7%

**2. Table showing changes in present value of obligation as on 31.03.2014:**

Present value of obligations as at beginning of year	8,09,351/-	721,010/-
Interest cost	64,748/-	57,681/-
Current service cost	2,47,726/-	184,759/-
Benefits paid	(1,48,095/-)	(123,446/-)
Actuarial (gain) / loss on obligations	(18,295/-)	(30,653/-)
Present value of obligations as at end of year	9,55,435/-	8,09,351/-

**3. Table showing changes in the fair value of plan assets as on 31.03.2014:**

Fair value of plan assets at beginning of year	11,44,750/-	998,807/-
Expected return on plan assets	94,926/-	87,673/-
Contributions	1,37,981/-	181,716/-
Benefits paid	(1,48,095/-)	123,446/-
Actuarial gain /(loss) on plan assets	NIL	NIL
Fair value of plan assets at the end of year	12,29,562/-	1,144,750/-

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

Fair value of plan assets at beginning of year	11,44,750/-	998,807/-
Actual return on plan assets	94,926/-	87,673/-
Contributions	1,37,981/-	181,716/-
Benefits paid	(148,095/-)	(123,446/-)
Fair value of plan assets at the end of year	12,29,562/-	1,144,750/-
Funded status	2,74,127/-	335,399/-
Excess of actual over estimated return on plan assets	NIL	NIL

## 5. Actuarial gain / loss recognized as on 31.03.2014

Actuarial (gain) / loss on obligations	18,295/-	30,653/-
Actuarial (gain) / loss for the year — plan assets	NIL	NIL
Total (gain) / loss for the year	(18,295/-)	(30,653/-)
Actuarial (gain) / loss recognized in the year	(18,295/-)	(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	9,55,435/-	809,351/-
Fair value of plan assets as at the end of the year	12,29,562/-	1,144,750/-
Funded status	2,74,127/-	335,399/-
Net assets / (liability) recognized in balance sheet	2,74,127/-	35,399/-

## 7. Expenses recognized in statement of profit and loss

Current service cost	2,47,726/-	184,759/-
Interest cost	64,748/-	57,681/-
Expected return on plan assets	(94,926/-)	(87,673/-)
Net actuarial (gain) / loss recognized in the year	(18,295/-)	(30,653/-)
Expenses recognized in statement of Profit and Loss	1,99,253/-	124,114/-

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

### 13. Segment Results

(Amount in ₹)

Segment & Nature of Services	Foreign Exchange & Money Transfer		Travel Ticketing & Car Rental		Investments, Building Rent & shares Investment		Total	
	For Year ended	For Year ended	For Year ended	For Year ended	For Year ended	For Year ended	For Year ended	For Year ended
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
REVENUE								
External Revenue	6627077519	6687156656	51946936	44756445	5622750	5232500	6684647205	6737145601
Inter Segment Revenue	2245	9140	366243	376087	425250	347200	793738	732427
Total Revenue	6627079764	6687165796	52313179	45132532	6048000	5579700	6685440943	6737878028
RESULT								
Segment Result	54172843	42609707	3090581	2939795	3742285	2782315	61005709	48331817
Unallocated Corporate Expenses	0	0	0	0	0	0	0	0
Operating Profit	54172843	42609707	3090581	2939795	3742285	2782315	61005709	48331817
Finance Cost							45859170	34377348
Interest and other Income							4407988	6263608
Profit from Ordinary Activity							19554527	20218077
Extra Ordinary Loss								0
Net Profit before taxes							19554527	20218077
Tax provision current & Deferred							8166106	3229940
Profit after taxes							11388421	16988137
OTHER INFORMATION								
Segment Assets	577504062	548179230	158911618	132549759	332070287	297305603	1068485967	978034592
Other Assets (Loans, Advance Tax, investments etc)	73265449	19403423	8040439	5198719	440078	0	81745966	24602142
Total Assets	650769511	567582653	166952057	137748478	332510365	297305603	1150231933	1002636734
Segment Liabilities*	266271891	253145919	43356299	45514380	18017202	1946727	327645392	300607026
Other Liabilities (Loan Funds, Deferred tax liability, Interest accrued)	308949577	247230101	79731594	45496805	21970185	4948375	410651356	297675281
Total Liabilities	575221468	500376020	123087893	91011185	39987387	6895102	738296748	598282307
Capital Expenditure/CWIP	4945452	35781631	2084358	38396201	4972865	1095160	12002675	75272992
Depreciation and amortization	7823528	7126883	3314403	2421904	848164	851045	11986095	10399832
Non cash expenses other than depreciation	135544	800766	30000	300919	0	0	165544	1101685

\* Other than Capital and Reserve \*\* Finance cost is net of interest included in cost of stock in trade Rs. 3299630/-

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 ₹ 27932137/- (Previous year net gain ₹ 36254116/-) 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.

## 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	01.04.2013	31.03.2014
2	Ritco Travels and Tour Private Limited	01.04.2013	31.03.2014

### 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 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 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**  
Director  
DIN: 00454152

**Amitava Ghosh**  
Executive Director  
DIN: 02193354

**Dilip Kumar Morwal**  
Company Secretary  
ACS:17572

Date: 30<sup>th</sup> April 2014  
Place : New Delhi

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

Regd. Office: Plot No. 3, HAF Pocket, Sec. 18A, Dwarka, Phase-II, New Delhi-110075 CIN: L51909DL1994PLC235697  
 Web-site: www.transcorpint.com, e-mail: grievance@transcorpint.com, Phone: 91-11- 30418901—05, Fax: 91-11-30418906

**PROXY FORM**

Name of Member (s):
Registered address:
E-mail Id:
Folio No./Client Id:
DP ID:

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

(1) Name ..... Address.....

E-mail Id..... Signature: ....., or failing him;

(2) Name ..... Address.....

E-mail Id ..... Signature ..... , or failing him;

(3) Name ..... Address.....

E-mail Id ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, 19<sup>th</sup> July 2014 at 10:00 A.M. at the Registered Office of the Company at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, Phase-II, New Delhi-110075 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Resolutions	Optional *	
		For	Against
1	Adoption of Financial Statements for the year ended 31st March 2014		
2	Approval of Dividend for the year ended 31st March 2014		
3	Re-appointment of Mr. Ashok Kumar Agarwal (having DIN 01237294), who retires by rotation		
4	Appointment of M/s Anand Jain & Co., Chartered Accountants as Auditors and fixing their remuneration.		
5	Appointment of Dr. Ram S. Tarneja as an independent Director (having DIN 00009395)		
6	Appointment of Mr. Vineet Agarwal as an independent Director (having DIN 00380300)		
7	Appointment of Mr. Deepak Agarwal as an Independent Director (having DIN 00454152)		

Signed this ..... day of ..... 2014

Signature of shareholder .....

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

Affix  
revenue  
stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at Transcorp International Limited, Plot No. 3, HAF Pocket, Sector 18A, Dwarka, Phase-II, New Delhi-110075, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions and Notes, please refer to the Notice of Annual General Meeting.
- \* 3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in a manner as he/she thinks appropriate.
- Please complete all details including details of members(s) in above box before submission.



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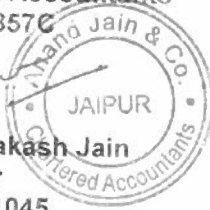
FORM A

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 2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable

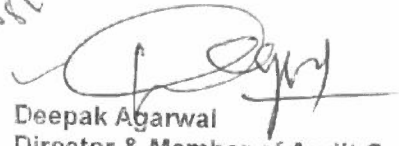
For Anand Jain & Co.  
Chartered Accountants  
FRN: 001857C

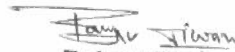
Anand Prakash Jain  
Proprietor  
M. No. 071045



For Transcorp International Limited

  
Amitava Ghosh  
Executive Director  
DIN: 02193354

  
Deepak Agarwal  
Director & Member of Audit Committee  
DIN: 00454152

  
Rajeev Tiwari  
CFO

**FORM B**

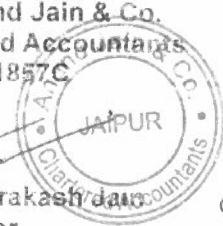
**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

1.	Name of the company	Transcorp International Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2014
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

**For Transcorp International Limited**

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



*Amitava Ghosh*  
**Amitava Ghosh**  
 Executive Director  
 DIN: 02193354

*Deepak Agarwal*  
**Deepak Agarwal**  
 Director & Member of Audit Committee  
 DIN: 00454152

*Rajeev Tiwari*  
**Rajeev Tiwari**  
 CFO