

TRANSPEK FINANCE LIMITED

17th
ANNUAL REPORT
2007-2008

SEVENTEENTH ANNUAL REPORT

Board of Directors :	Shri Mukesh D. Patel	Chairman & Managing Director
	Shri Dushyant D. Patel	Executive Director
	Shri K. L. Puri	Director
	Shri Upendra C. Patel	Director
	Shri Yashwant F. Patel	Director
Auditors :	Messrs Deepak Desai & Co.	
	Chartered Accountants, Vadodara	
Registered Office :	First Floor, ABS Towers, Old Padra Road,	
	Baroda - 390 007.	
Registrar and :	MCS Limited	
Share Transfer Agents	Unit : Transpek Finance Limited	
	Neelam Appartment, 88, Sampatrao Colony,	
	Above Chhappan Bhog, Vadodara-390007.	

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TRANSPEK FINANCE LIMITED

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of **TRANSPEK FINANCE LIMITED** will be held on Wednesday, 23rd July, 2008, at 11.00 a.m. at the Registered Office of the Company at 1st Floor, ABS Towers, Old Padra Road, Vadodara – 390 007, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2008, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of K. L. Puri, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 as amended and subject to such permissions, consents and approvals from various authorities, as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents and approvals and which the Board of Directors (which term shall be deemed to include Remuneration Committee) is hereby authorized to accept, the Company hereby accords its consent and approval to the re-appointment of Shri Mukesh D. Patel as Chairman & Managing Director for a further period of five years, with effect from 5th January, 2008 on the terms and conditions set out below:

1. Salary:

Rs. 30,000/- per month [in the scale of Rs. 30,000-6000-60,000]. The annual increments, effective from 1st April each year, will be decided by the Board and will be merit based and after taking into account the Company's performance.

2. Allowances:

House Rent Allowance (HRA) of Rs. 18,000/- per month.

3. Perquisites:

Re-imbursment of medical expenses incurred for himself and family, subject to the ceiling of one month's Salary.

4. Gratuity & Provident Fund:

Gratuity at the rate of half month's salary for each completed years of services, as per rules of the Company. The contribution to provident fund will be as per rules of the Company.

5. Leave:

Leave with full pay.

6. Conveyance and Communication Facilities:

The Company shall provide suitable conveyance and communication facilities such as telephones, fax, e-mail, car with driver etc. at office and at his residence, as may be required.

7. Other Perquisites:

Subject to overall ceiling on remuneration mentioned herein below, Shri Mukesh D. Patel may be given any other allowances, benefits and perquisites as the Board of Directors (which includes Remuneration committee thereof) may from time to time decide.

8. Overall Remuneration:

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed from time to time under sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being in force.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year, if the Company has no profit or its profit are inadequate, the Company will pay Shri Mukesh D. Patel, Chairman & Managing Director the above said remuneration by way of salary, perquisites and other allowances as minimum remuneration, not exceeding limits specified under Section II part II of the Schedule XIII to the Companies Act, 1956.

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

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

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007
Date : 07.05.2008**

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

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

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21.07.2008 (Monday) to 23.07.2008 (Wednesday) [Both days inclusive].
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
4. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends for the financial year ended 31st March, 1998, 31st March, 1999 and lastly for the year ended 31st March, 2000, which remained unclaimed for a period of seven years had been respectively transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

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

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

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

TRANSPEK FINANCE LIMITED

ANNEXURE TO THE NOTICE

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

Item No. 4

The tenure of Shri Mukesh D. Patel as Chairman & Managing Director of the Company expired on 4th January, 2008. The Remuneration Committee of the Board has, in its meeting held on 01.01.2008, accorded its consent for the re-appointment of Shri Mukesh D. Patel as Chairman & Managing Director including his terms of remuneration. Accordingly, the Board of Directors at its meeting held on 12.01.2008 has appointed Shri Mukesh D. Patel as Chairman & Managing Director of the Company for a period of five years with effect from 5th January, 2008 at the terms of remuneration and perquisites as stated in the resolution at item no. 04. The Agreement recording the terms and conditions of re-appointment will be executed with Shri Mukesh D. Patel, subject to necessary approval of the shareholders being sought herein.

Shri Mukesh D. Patel, aged 58 years, has been associated with the Company as one of the Promoter Directors since its incorporation. He is a graduate in Chemical Engineering. Besides having over 33 years of experience in various areas of finance and Corporate Management at Director level, he had been very active in various industry related associations like ICMA, CHEMEXIL. He is also associated with trade related associations. He is Director on the Board of Transpek Industry Limited, Shilchar Technologies Limited, Punjab Chemicals and Crops Protection Limited, Gujarat Automotive Gears Limited, Infinity Consultants Limited, Aimco Pesticides Limited, Universal Esters Private Limited, Torrential Investments Private Limited. He is a Chairman of the Audit Committee of Aimco Pesticides Limited and Punjab Chemicals and Crops Protection Limited, respectively. He is a Chairman of the Remuneration Committee of Aimco Pesticides Limited. Besides, he is a Chairman of the Shareholders and Investors Grievance Committee of Shilchar Technologies Limited and Aimco Pesticides Limited.

Considering his involvement to look after and monitor the day to day operations of the Company, it was thought fit by the Board and Remuneration Committee to avail the services of Shri Mukesh D. Patel as Chairman & Managing Director for a period of five years with suitable terms of remuneration, making effective from 5th January, 2008.

The said remuneration and the perquisites payable to Shri Mukesh D. Patel are in consonance with the provisions of the Companies Act, 1956.

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

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

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

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

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007
Date: 07.05.2008**

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

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

DIRECTORS' REPORT

To,

The Members,

The Directors are pleased to present the Seventeenth Annual Report and the Audited Accounts of the Company for the year ended on 31st March, 2008.

1. FINANCIAL RESULTS

	[Rupees in Lacs]	
Particulars	31.03.08	31.03.07
Total Income	23.61	21.70
Expenditure	24.19	20.24
Finance Charges	0.59	0.77
Gross Profit / (Loss) after interest but before depreciation and taxation	(1.17)	0.69
Depreciation	5.62	5.49
Profit / (Loss) before tax	(6.79)	(4.80)
Provisions and write offs	NIL	NIL
Provision for tax (current)	NIL	NIL
Fringe Benefit Tax	0.30	0.34
Deferred Tax Added back / written off	NIL	NIL
Profit / (Loss) after tax	(7.09)	(5.14)
Excess (short) provision of earlier written off / back (net)	2.96	NIL
Balance brought forward from previous year	(144.85)	(139.71)
Loss carried to Balance Sheet	(148.98)	(144.85)

2. DIVIDEND

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

3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) Industry Structure

The Reserve Bank of India (RBI), the apex bank, governs the NBFC sector. With the strict monitoring and the supervisory framework deployed by RBI, the excessive risk taking practices are curbed and interest of deposit holders is now well protected. The sector has become quite matured and offers wide range of products such as hire purchase, lease finance, vehicle finance, finance against shares and immovable properties, mutual funds, securities trading, insurance, retail banking etc. However, with the passage of time, the small and medium sized companies are facing number of hurdles in carrying out the NBFC activities. Moreover, companies having nationwide spectrum and diversified portfolios have been reduced to a few numbers.

b) Opportunities and Threats

The successive performance of Industrial, Infrastructure and Service Sectors will continue to provide many new opportunities for growth.

TRANSPEK FINANCE LIMITED

The threat from the banks is continued, having poised themselves in advantageous position with low cost funds and nationwide network. Additionally, on economic front, the increasing inflationary pressure and rising trend in interest rates has envisaged overall slow down in industrial growth, which would in turn affect growth of NBFC sector.

c) Outlook

The Company continued its focus on recovering outstanding dues from the customers and has disposed off part of the non-yielding investments. At the same time, the Company has re-focused its strategy for yielding better returns out of its existing investments and fund available at its disposal.

d) Risks and Concerns

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

e) Adequacy of Internal Control

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

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

g) Human Resource Development

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

h) Discussion on financial performance with respect to operational Performance

The Company has generated total income of Rs. 23.61 lacs in this financial year. The Loss after depreciation and interest stood at Rs. 9.44 lacs. There is no need for any provision for Non-Performing Assets and Bad Debts. After providing for Fringe Benefit Tax of Rs.0.30 lacs, writing back of excess provision of earlier year of Rs. 5.32 lacs and carried forward loss of Rs. 144.85 lacs, the total loss of Rs. 148.98 lacs has been carried over.

4. DIRECTORS

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

5. PUBLIC DEPOSITS

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

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

6. AUDITORS

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

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

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

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

8. PARTICULARS OF EMPLOYEES

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

9. CORPORATE GOVERNANCE

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

10. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. In the preparation of the annual accounts for the year ended on 31st March, 2008, the applicable Accounting Standards have been followed.
- b. Accounting Policies have been consistently applied. The judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2008 and the profit and loss of the Company for the accounting year ended on that date;
- c. Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provision of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis.

11. ACKNOWLEDGEMENT

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

Your Directors also wish to record their appreciation of the contribution made by employees during the year.

Regd. Office:

**1st Floor, ABS Towers,
Old Padra Road, Vadodara – 390 007
Date: 07.05.2008**

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

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

CORPORATE GOVERNANCE REPORT

The Securities and Exchange Board of India (SEBI) has introduced comprehensive code of Corporate Governance and is to be implemented in terms of the Listing Agreement with Mumbai and Vadodara Stock Exchanges on or before 31st March 2008. The Company has accordingly implemented the code.

1. Company's Philosophy on Code of Governance

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

2. Board of Directors

The Company presently has Five Directors, consisted of:

Non-executive Directors:

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

Executive Directors:

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

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

During the year, four Board Meetings were held on 24.05.2007, 20.07.2007, 19.10.2007 and 12.01.2008

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

Name	Attendance at Board Meeting	Attendance at last AGM	No. of other Directorship held	Committee membership	Committee Chairmanship
Shri M.D. Patel	04	Yes	09	11	05
Shri D.D. Patel	04	Yes	06	02	NIL
Shri K.L. Puri	NIL	No	03	01	NIL
Shri U. C. Patel	04	Yes	01	03	02
Shri Yashwant F. Patel	04	No	02	02	01

Directors seeking re-appointment

Shri K. L. Puri, aged 63 years, is a science graduate possesses over 38 years experience in Business Management. He is on the Board of Alok Masterbatches Limited, Amit Himanshu Private Limited and Rajda Sales (Cal.) Private Limited.

Shri Mukesh D. Patel, aged 58 years, has been associated with the Company as one of the Promoter Directors since its incorporation. He is a graduate in Chemical Engineering. Besides having over 33 years of experience in various areas of finance and Corporate Management at Director level, he had been very active in various industry related associations like ICMA, CHEMEXIL. He is also associated with trade related associations. He is Director on the Board of Transpek Industry Limited, Shilchar Technologies Limited, Punjab Chemicals and Crops Protection Limited, Gujarat Automotive Gears Limited, Infinity Consultants Limited, Aimco Pesticides Limited, Universal Esters Private Limited, Torrential Investments Private Limited. He is a Chairman of the Audit Committee of Aimco Pesticides Limited and Punjab Chemicals and Crops Protection Limited, respectively. He is a Chairman of the Remuneration Committee of Aimco Pesticides Limited. Besides, he is a Chairman of the Shareholders and Investors Grievance Committee of Shilchar Technologies Limited and Aimco Pesticides Limited.

Board Procedure:

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

Code of Conduct :

The Board of Directors has adopted code of conduct for the Directors and Senior Management of the Company. A declaration recording compliance of the said code for the year ended 31st March, 2008 is contained in this report.

3. Audit Committee

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

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

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

Four meetings of the Audit Committee were held during the year 2007, as detailed below:

- | | |
|-----------------------------------|-----------------------------------|
| 1. 24 th May, 2007 | 2. 20 th July, 2007 |
| 3. 19 th October, 2007 | 4. 12 th January, 2008 |

Necessary quorum was present at all meetings.

The Audit Committee performs the following functions:

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

4. Remuneration Committee

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

The details of composition of the committee are as follows:

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

Two meetings of the Remuneration Committee were held during the year, firstly on 24th May, 2007, recommending appointment of Shri D. D. Patel as Executive Director of the Company with the terms of remuneration and secondly on 1st January, 2008, recommending re-appointment of Shri Mukes D. Patel as Chairman & Managing Director of the Company with the terms of remuneration.

Shri Mukesh D. Patel has been re-appointed as Chairman & Managing Director of the Company, for a further period of five years, w.e.f 5th January, 2008.

The aggregate value of salary, allowances and perquisites paid to Shri M. D. Patel, Managing Director for the year ended 31st March, 2008 was Rs.6,34,173/-, the break up whereof is given herein below:

TRANSPEK FINANCE LIMITED

<u>Particular</u>	<u>Amount</u>
Salary	Rs. 3,60,000/-
Perquisites	Rs. 2,30,973/-
PF & Provision for Gratuity	Rs. 43,200/-

The aggregate value of salary, allowances and perquisites paid to Shri D. D. Patel, Executive Director for the year ended 31st March, 2008 was Rs. 9,82,928/-, the break up whereof is given herein below:

<u>Particular</u>	<u>Amount</u>
Salary	Rs. 9,60,000/-
Perquisites	Rs. 22,928/-

Shri D. D. Patel was re-appointed as Executive Director of the Company, for a period of five years, w.e.f 1st April, 2006.

Remuneration Policy for Non-Executive Directors:

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

Shri K.L. Puri	Rs. NIL
Shri U. C. Patel	Rs. 4000/-
Shri Y. F. Patel	Rs. 3000/-

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

Details of Share held by Non-Executive Directors in the Company as on 31st March, 2008:

1. Shri K. L. Puri 5000
2. Shri Upendra C. Patel 1000
3. Shri Yashwant F. Patel NIL

5. Shareholders and Investors Grievance Committee

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

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

Letters / complaints as received by the Company were replied to the satisfaction of shareholders / investors. As on 31st March 2008 and no requests for transfer of shares were pending for approval.

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

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

The Committee met four times during the year 2007-08.

6. General Body Meetings

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

Annual General Meeting	Day, Date and Time	Venue
16 th	Thursday, 6th September, 2007, 11.00 A.M.	Registered Office
15 th	Saturday, 9th September, 2006, 11.00 A.M.	Registered Office
14 th	Friday, 16th September, 2005, 11.00 A.M.	Registered Office

7. Disclosures

- (a) There are no materially significant transactions with the related parties, viz. promoters, Directors and their relatives, conflicting with Company's interest. The transaction with related parties are disclosed in note no. 9 of Schedule 15 to the Accounts in the Annual Report.
- (b) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory Authority on any matter related to capital markets during the last three years.

8. Means of Communication

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

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

9. General Shareholder Information

a. Date, Time and Venue of 17 th AGM	23rd July, 2008 At 11.00 a.m. at the Registered Office of the Company at 1 st Floor, ABS Towers, Old Padra Road, Vadodara – 390 007.
b. Date of Book Closure	21st July, 2008 to 23rd July, 2008 [both days-inclusive]
c. Listing on Stock Exchanges	Mumbai (BSE) and Vadodara (VSE) Stock Exchanges
d. Listing Fees	The Company has paid the listing fees for the year under review to the above stock exchanges
e. Demat ISIN No.	INE031G01014
f. BSE Stock Code	531254

g) Dematerialization of Shares :

The Company has entered into agreement with both the depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] to facilitate the holding of Equity Shares of the Company in dematerialized form. The ISIN number allotted to the Company has been activated by both the depositories, by CDSL on 14/05/03 and by NSDL on 22/05/03.

Members holding Shares in physical forms are requested to approach any Depository Participant to get the shares dematerialized.

h) Registrar & Share Transfer Agent :

Effective from 1st April, 2003, the Company has appointed MCS Limited, Vadodara, as its Registrars and Transfer Agent [RTA] for both physical as well as electronic share registry work. All correspondence related to shares, demat should be addressed to MCS Limited at the address mentioned in point No. O.

i) Share Transfer System:

The Company's Equity Shares are traded in Stock Exchanges compulsorily in demat mode. Shares sent for physical transfer or dematerialisation requests are registered within prescribed time limit from the date of receipt of completed and validly executed documents.

TRANSPEK FINANCE LIMITED

j)

Financial Calendar 2007- 2008	By the end of
June Quarter Results	July, 2007
September Quarter Results	October, 2007
December Quarter Results	January, 2008
March Quarter / Audited Annual Results for the year ended 31/03/2008	May, 2008
AGM for the year ended 31/03/2008	September, 2008

k) Categories of Shareholders as on 31/03/08:

Category	No. of Shares	% of Shareholding
Directors, Relatives, Promoter	2550610	71.40
Financial Institutions	NIL	NIL
NRI s	47990	1.34
Companies/Bodies Corporate	58960	1.65
General Public	914740	25.61

l) Distribution of Shareholding as on 31/03/2008:

No of Share holding of Nominal Value Rs.	Share Holders Numbers	Share Holders % to total	No. of Shares	Share Amount In Rs.	Share Amoun % to total
Up to 5,000	3175	92.11	470962	4709620	13.18
5001 - 10,000	119	03.45	98422	984220	02.76
10,001 - 20,000	52	01.51	85310	853100	02.39
20,001 - 30,000	44	01.28	112552	1125520	03.15
30,001 - 40,000	12	00.35	40805	408050	01.14
40,001 - 50,000	12	00.35	56980	569800	01.60
50,001 - 1,00,000	08	00.23	63731	637310	01.78
1,00,001 and above	25	00.73	2643538	26435380	74.00
Total	3447	100.00	3572300	35723000	100.00

m) Stock Market price data for the year 2007-08:

Since the Equity Shares of the Company are not actively traded on the Stock exchanges and hence, shares high / low market price data for stock performance in comparison to any of the indices can not be made.

n) As the Company has not issued GDRs/ADRs/ Warrants or any convertible instruments, the details relating to outstanding position etc. are not applicable to the Company.

o) Address for Correspondence:

1. R & T Agent

MCS Limited
Unit : Transpek Finance Limited,
Neelam Appt., 88, Sampatrao Colony,
Above Chhappan Bhog,
Alkapuri, Vadodara - 390 007.
Telephone Nos. - [0265] 2339397
Fax No.: [0265] 2341639
Email: mcs.brd@iqara.net

2. Registered Office:

Compliance Officer
Transpek Finance Limited
1st Floor, ABS Towers,
Old Padra Road,
Vadodara - 390 007.
Telephone Nos. - [0265] 2341648 / 2341649
Fax No.-[0265] 2336908
Email : tfl1@iqara.net

CEO/CFO CERTIFICATION

I hereby certify that –

- (a) I have reviewed financial statements and the cash flow statement for the year ended on 31.03.2008 and that to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal, or in violation of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

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

**Place: Vadodara
Date: 07.05.2008**

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

CODE OF CONDUCT

- (a) The Company has laid down Code of Conduct applicable to the Board Members. All the Board members have affirmed compliance with the Code of conduct as on March 31, 2008. The declaration signed by the Chairman & Managing Director of the Company is given below:

I Mukesh D. Patel, Chairman & Managing Director of the Company, hereby declare that all the Board Members of the Company have affirmed the compliances of the code of Conduct during the Financial Year ended 31st March, 2008.

- (b) In terms of the Clause 49 of the Listing Agreement, the certification by the Managing Director of the Company on the financial statements and internal control relating to financial reporting has been obtained by the Board of Directors.

**Place : Baroda
Date : 7th May, 2008**

**For and on behalf of the Board
Mukesh D. Patel
Chairman & Managing Director**

TRANSPEK FINANCE LIMITED

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

TRANSPEK FINANCE LIMITED

We have examined the compliance of conditions of Corporate Governance by Transpek Finance Limited for the year ended on 31st March, 2008 as stipulated in clause 40 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

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

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

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

Deepak G. Desai
Proprietor
Mem. No. 33730

Place : Vadodara
Date : 07/05/2008

AUDITORS' REPORT

To the Members of Transpek Finance Limited

1. We have audited the attached Balance Sheet of Transpek Finance Limited as at 31st March 2008, the Profit and Loss Account and also the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in Paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in above paragraph, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by the report are in agreement with the books of accounts of the Company;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
 - e) On the basis of written representations received from the directors of the Company as on 31st March 2008, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2008, from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956;
 - g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes to Accounts and particularly item no.7 of CARO regarding Internal Audit give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2008;
 - b. In the case of the Profit and Loss Account, of the "Loss" for the year ended on that date,
 - c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

Deepak G. Desai
Proprietor
Mem. No. 33730

Place : Vadodara
Date : 07/05/2008

ANNEXURE TO AUDITOR'S REPORT**Referred to in paragraph 3 of our Report of even date**

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets;
- (b) The fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed by the management on such verification.
- (c) The Company has not disposed off a substantial part of fixed assets during the year.
- 2 The Company does not carry out any manufacturing activities and hence clauses 2(a), 2(b) and 2(c) pertaining to inventory are not applicable.
- 3 (a) The Company has granted loan to two Companies covered in the Register maintained under section 301 of the Companies Act, 1956, whose year end balance of loans was Rs.35.69 Lacs. The maximum amount involved during the year was Rs.160.10 Lacs.
- (b) The rate of interest and the other terms and conditions of loans given by the Company, secured or unsecured, are prima facie not prejudicial to the interest of the Company.
- (c) The receipt of the principal and interest amounts where receivable are regular as stipulated.
- (d) The Company has not taken any unsecured loan from companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system,
- 5 Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 have been so entered,
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under as at the end of the year.
- 7 *The Company does not have any formal system of internal audit.*
- 8 As informed to us, the Central Government has not prescribed under section 209 (1) (d) of the Companies Act, 1956, for maintenance of cost records.
- 9 (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the Company has been regular in depositing with appropriate authorities the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty, Cess and other statutory dues with the appropriate authorities during the year, wherever applicable to it except that the company has deposited the unclaimed dividend pertaining to the year 1999-20001 on 06.05.2008 instead of 05.02.2008.
- (b) According to the information and explanations given to us, the dues in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise-Duty and Cess which have not been deposited on account of any dispute are given hereunder.

Name of the Statute	Nature of Dues	Amount Rs.	Period to which amount relates	Forum
The Bombay Provincial Municipal Corporation Act, 1949	Municipal Tax	1.25 Lakhs	Various Years	Civil Judge (Sr. Dn.) (Vadodara)

TRANSPEK FINANCE LIMITED

- 10 In our opinion, the accumulated losses of the company do not exceed 50% of the net worth of the Company. The company has not incurred cash loss during the financial year as well as in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanations given to us, the Company has not defaulted in respect of Payment of Hire Purchase loan taken from ICICI Bank/Axis Bank.
- 12 Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 In our opinion and according to the information and explanations given to us, the nature of the activities of the Company does not attract any special statute applicable to chit fund, nidhi / mutual benefit fund /societies.
- 14 During the year, the Company has maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other securities held as investments by the company have been held by the Company in its own name.
- 15 According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions, the terms and conditions whereof are prima facie prejudicial to the interest of the company.
- 16 The company has raised term loan of Rs.12.10 Lacs for vehicle during the year, which has been utilized for the purpose for which it has been raised.
- 17 According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the company has not utilized funds raised on Short Term basis for Long Term Investments.
- 18 The Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19 During the year covered by our audit report the Company has not issued any secured debentures and hence the question of creating security or charge in respect thereof does not arise.
- 20 The Company has not raised any money by public issues during the year covered by our report.
- 21 As per the information and explanations given to us by the management and based upon the audit procedures performed, we report that no fraud on or by the Company has been noticed or reported during the year.

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

Deepak G. Desai
Proprietor
Mem. No. 33730

Place : Vadodara
Date : 07/05/2008

TRANSPEK FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2008

	SCHEDULE	(Rs.)	AS AT 31ST MARCH 2008 (Rs.)	AS AT 31ST MARCH 2007 Rs.)
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS				
a) Share Capital	1	3,57,23,000		3,57,23,000
b) Reserves & Surplus	2	2,02,60,500		2,02,60,500
			5,59,83,500	5,59,83,500
2. LOAN FUNDS				
a) Secured Loans	3		17,66,876	9,37,371
			5,77,50,376	5,59,83,500
TOTAL				
APPLICATION OF FUNDS				
1. FIXED ASSETS				
a) Gross Block	4	1,46,50,375		1,30,45,595
b) Less : Depreciation		49,37,668		43,75,755
c) Net Block			97,12,707	86,69,840
2. INVESTMENTS				
	5		1,89,05,587	2,57,26,428
3. CURRENT ASSETS, LOANS & ADVANCES				
a) Current Assets	6	4,47,959		3,61,901
b) Loans & Advances	7	1,42,40,870		2,03,31,882
		1,46,88,829		2,06,93,783
Less : Current Liabilities & Provisions				
a) Current Liabilities	8	4,54,974		1,26,54,444
Net Current Assets			1,42,33,855	80,39,340
4. PROFIT AND LOSS ACCOUNT				
			1,48,98,227	1,44,85,263
TOTAL				
			5,77,50,376	5,69,20,871
NOTES ON ACCOUNTS				
	14			

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak Desai**)
Proprietor
Mem. No.: 33730
Place : Vadodara
Dated: 07/05/2008

For and on behalf of the Board

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

Place : Vadodara
Dated : 07/05/2008

TRANSPEK FINANCE LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

	SCHEDULE	(Rs.)	2007-2008 (Rs.)	2006-2007 (Rs.)
INCOME				
Income from Operations	9		14,12,334	9,57,649
Other Income	10		26,52,055	8,67,808
Profit / (Loss) on sale of Investments			(17,03,444)	21,69,877
			23,60,945	21,69,877
EXPENDITURE				
Payments to & Provision for Employees	11		18,73,892	14,58,863
Finance Charges	12		59,433	77,104
Administrative & Other Expenses	13		5,45,226	5,64,609
Depreciation			5,61,913	5,49,548
			30,40,464	26,50,124
PROFIT / (LOSS) AFTER DEPRECIATION BUT BEFORE TAX			(6,79,519)	(4,80,247)
Provision for Tax (Current)		-	-	-
Fringe Benefit Tax		30,000	-	33,909
Deferred Tax		-	-	-
			30,000	33,909
PROFIT / (LOSS) FOR THE YEAR (AFTER TAX)			(7,09,519)	(5,14,156)
Excess / (Short) Provision of earlier Years written off / Back (net)			2,96,555	-
			(4,12,964)	(5,14,156)
Balance brought forward from previous year			(1,44,85,263)	(1,39,71,107)
Loss carried to Balance Sheet			(1,48,98,227)	(1,44,85,263)
EARNING PER SHARE (BASIC)			(0.12)	(0.14)
NOTES ON ACCOUNTS		14		

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(Deepak Desai)
Proprietor
Mem. No. : 33730
Place : Vadodara
Dated : 07/05/2008

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

Place : Vadodara
Dated : 07/05/2008

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

	(Rs.)	AS AT 31ST MARCH 2008 (Rs.)	AS AT 31ST MARCH 2007 (Rs.)
SCHEDULE 1 – SHARE CAPITAL			
Authorised Capital			
75,00,000 Equity Shares of Rs. 10/- each		<u>7,50,00,000</u>	<u>7,50,00,000</u>
Issued, Subscribed & Paid up			
35,72,300 Equity Shares of Rs. 10/- each fully paid up (P.Y. 35,72,300 shares)		<u>3,57,23,000</u>	<u>3,57,23,000</u>
		<u>3,57,23,000</u>	<u>3,57,23,000</u>
SCHEDULE 2 – RESERVES & SURPLUS			
Share Premium Account		<u>1,73,32,900</u>	<u>1,73,32,900</u>
Reserve Fund (u/s 45IC of the RBI Act, 1934)			
As per last Balance Sheet	29,27,600		29,27,600
Transferred from Profit & Loss Account			
		<u>29,27,600</u>	
		<u>2,02,60,500</u>	<u>2,02,60,500</u>
SCHEDULE 3 – SECURED LOANS			
Higher Purchase Finance From ICICI Bank Ltd.		<u>5,39,901</u>	<u>9,37,371</u>
Higher Purchase Finance From Axis Bank Ltd.		<u>12,26,975</u>	<u>-</u>
		<u>17,66,876</u>	<u>9,37,371</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

TRANSPEK FINANCE LIMITED

SCHEDULE 4 FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2007	Additions	Sale / transfer	As on 31.03.2008	As on 01.04.2007	For the year	Deduction	As on 31.03.2008	As on 31.03.2008	As on 31.03.2007
Building	54,02,607	-	-	54,02,607	7,60,661	87,972	-	8,48,633	45,53,974	46,41,946
Office Equipments	3,04,122	-	-	3,04,122	1,32,806	11,940	-	1,44,746	1,59,376	1,71,316
Air Conditioners	7,63,529	-	-	7,63,529	3,45,290	36,264	-	3,81,554	3,81,975	4,18,239
Computers	13,18,824	-	-	13,18,824	12,68,521	15,324	-	12,83,845	34,979	50,303
Furniture & Fixtures	18,59,134	-	-	18,59,134	10,14,377	1,17,672	-	11,32,049	7,27,085	8,44,757
Vehicles	29,98,457	16,17,610	12,830	46,03,237	7,09,536	2,82,143	2,818	9,88,861	36,14,376	22,88,921
Electrical Inst.	3,98,922	-	-	3,98,922	1,44,564	13,416	-	1,57,980	2,40,942	2,54,358
TOTAL	1,30,45,595	16,17,610	12,830	1,46,50,375	43,75,755	5,64,731	2,818	49,37,668	97,12,707	86,69,840
Previous Year	1,16,31,674	14,13,921	-	1,30,45,595	38,26,207	5,49,548	-	43,75,755	86,69,840	78,05,467

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

				AS AT 31ST MARCH 2008 (Rs.)	AS AT 31ST MARCH 2007 (Rs.)
SCHEDULE 5 – INVESTMENTS					
	Face Value	Nos. 31.03.2008	Nos. 31.03.2007		
LONG TERM INVESTMENTS: (At Cost)					
b) OTHER INVESTMENTS:					
(Quoted)					
Aimco Pesticides Ltd.	10	2995	18000	7,937	46,028
				7,937	46,028
(Aggregate Market Value of Quoted Investment is Rs. 26,805/- P.Y.Rs. 2,02,500/-)					
UNQUOTED: [At Cost]					
Admarc Polycoats Pvt. Ltd. (Pref. shares)	100	0	68500	0	68,50,000
Admarc Polycoats Pvt. Ltd.	10	0	489900	0	99,32,750
Universal Esters Pvt. Ltd. (Pref. shares)	100	28651	28651	28,65,100	28,65,100
Universal Esters Pvt. Ltd.	10	442052	442052	57,87,550	57,87,550
Infinity Consultants Ltd	10	24500	24500	2,45,000	2,45,000
Oneiro Chemicals Ltd. (Pref. Shares)	10	1000000	0	1,00,00,000	0
				1,88,97,650	2,56,80,400
				1,89,05,587	2,57,26,428
SCHEDULE 6 – CURRENT ASSETS					
Cash & Bank Balance					
Cash on Hand				7,835	8,165
Cheques on hand				3,81,280	2,81,977
Bank Balance with Scheduled Banks					
– In Current Accounts				58,844	71,759
				4,47,959	3,61,901

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2008

	2007-2008 (Rs.)	2006-2007 (Rs.)
SCHEDULE 7 – LOANS AND ADVANCES		
(Unsecured, considered good)		
Intercorporate Deposits	35,69,000	1,32,22,829
Less : Provision for NPA		2,20,000
	<u>35,69,000</u>	<u>1,30,02,829</u>
Advance Income Tax	42,60,179	52,88,905
Advance - Others	-	18,58,000
Less : Provision for NPA	-	3,11,600
	-	<u>15,46,400</u>
Advance Recoverable in cash or in kind or for value to be received	4,87,222	4,93,748
	<u>83,16,401</u>	<u>2,03,31,882</u>
Share Application Money (to Universal Esters Pvt. Ltd. a company in which directors are interested)	59,24,468	0
	<u>1,42,40,869</u>	<u>2,03,31,882</u>
SCHEDULE 8 – CURRENT LIABILITIES		
Advance against sale of shares (Admarc - Equity Shares)	0	54,16,669
Advance against sale of shares (Admarc - Preference Shares)	0	68,50,000
Rent Deposit	1,35,000	1,35,000
Sundry Creditors	18,142	19,070
Other liabilities	2,96,241	2,28,114
Unclaimed dividend	5,591	5,591
	<u>4,54,974</u>	<u>1,26,54,444</u>
SCHEDULE 9 – INCOME FROM OPERATIONS		
Interest received (TDS Rs. 3,15,272/-) (P.Y. Rs. 1,66,627/-)	14,12,334	9,57,649
	<u>14,12,334</u>	<u>9,57,649</u>
SCHEDULE 10 – OTHER INCOME		
Rent Income (TDS Rs. 1,24,356/-) (P.Y. Rs. 1,11,078/-)	5,40,000	4,95,000
Dividend Income	900	13,150
Interest on Income Tax	17,49,120	-
Miscellaneous Income	-	328
Brokerage (TDS Rs. 7,420/-) (P.Y. Rs. 5,573/-)	72,035	99,330
Infrastructure charges recovered	2,90,000	2,60,000
	<u>26,52,055</u>	<u>8,67,808</u>

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE PROFIT & LOSS A/C FOR THE YEAR ENDED 31ST MARCH, 2008

	2007-2008 (Rs.)	2006-2007 (Rs.)
SCHEDULE 11 – PAYMENTS TO & PROVISION FOR EMPLOYEES		
Salaries, Wages, and Bonus	2,40,120	2,67,232
Managerial Remuneration	15,73,901	11,30,953
Contribution to PF & Other Funds	59,058	60,071
Canteen Expenses	813	607
	18,73,892	14,58,863
SCHEDULE 12 – FINANCE CHARGES		
Interest	-	5,640
Bank Charges	5,306	1,833
Hire Purchase Charges	54,127	69,631
	59,433	77,104
SCHEDULE - 13 ADMINISTRATIVE & OTHER EXPENSES		
Travelling & Conveyance	13,037	35,869
Printing & Stationary	11,915	16,337
Insurance	66,829	36,728
Communication Charges	13,860	10,914
Computer Expenses	-	2,620
Electricity Expenses	-	100
Legal & Professional Fees	1,57,048	1,81,184
Advertisement	25,024	18,886
Donation	-	-
Auditors Remuneration	18,000	20,203
Rates & Taxes	57,956	17,215
Sales Tax Expenses	-	200
Security Transaction Tax	239	574
Stamp Paper & Transfer Form	-	250
Vehicle Expenses	1,01,955	1,29,899
General Expenses	79,363	93,630
	5,45,226	5,64,609

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 14 – NOTES TO THE ACCOUNTS

(1) SIGNIFICANT ACCOUNTING POLICES:

A. REVENUE RECOGNITION

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

B. EXPENDITURE

Expenses are accounted on accrual basis.

C. RETIREMENT BENEFITS

The Company's contribution to provident fund is charged to the profit and loss account. The company has a scheme of gratuity fund with L.I.C towards retirement benefit. The gratuity fund benefits are administered through the group scheme of the L.I.C of India. The liability for gratuity at the end of each financial year is determined on the basis of actuarial valuation carried out by the actuary and confirmed to the company. Company's contribution are charged to profit and loss account. No provision for leave encashment benefit is made as there is no liability out standing accruing to the employees.

D. FIXED ASSETS

Fixed assets are valued at cost less accumulated depreciation.

E. DEPRECIATION

Own Assets

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

F. INVESTMENTS

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

G. DEFERRED LIABILITIES AND DEFERRED ASSETS

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

(2) CONTINGENT LIABILITIES :

- i. Disputed Interest Tax and Interest demand in Appeal Rs.33.51 Lacs (Previous Year 15.27 Lacs)
- ii. Disputed Municipal Tax Rs.1.25 Lacs (Previous Year Rs.1.25 Lacs)

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

	31-03-2008	31-03-2007
(a) Salary	13,20,000	9,00,000
(b) Contribution to P.F. & Other Fund	61,200	61,200
(c) Other Allowances	2,53,901	2,54,627
	16,35,101	12,15,827

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE ACCOUNTS

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

(5) **REMUNERATION TO AUDITORS :** (Amount in Rs.)

	<u>31-03-2008</u>	<u>31.03.2007</u>
- Statutory Audit Fees	20,225	20,203
- Tax Audit Fees	28,090	24,413
- Out of Pocket Expenses	NIL	NIL
	<u>48,315</u>	<u>44,616</u>

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

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

(8) **RELATED PARTY DISCLOSURES**

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

1. **Relationships:**

(a) **Subsidiary of the Company**

Nil

(b) **Associate**

Universal.Esters Pvt. Limited.

Infinity Consultants Ltd.

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

Torrential Investments Private Limited.

(d) **Key Management Personnel:**

Mr. M. D. Patel

Mr. D. D. Patel

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

Oneiro Chemicals Ltd.

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

SCHEDULES FORMING PART OF THE ACCOUNTS

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

(Rs. in thousands)

	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above	Referred 1(e) above
Leasing and Hire Purchase agreement					
Income					
Interest income on Inter Corporate Deposit placed					1276
Expenses					
Interest expenses on Deposits taken					
Remuneration to Managing Dir. / Exe. Dir.				1635	
Finance					
Deposits taken during the year					
Inter Corporate Placed during the year					2430
Loans given					
Investments made in share capital					10000
Sale of Investment in share capital		16783			
Rendering Services		120	50		120
Outstanding balances					
Receivables					
Payables					

TRANSPEK FINANCE LIMITED

SCHEDULES FORMING PART OF THE ACCOUNTS

- (9) (a) The Company has not required to prepare consolidated financial Statement.
Reporting of interest in Associate Companies has been given below :

Name of the Associate Company	Proportion of Equity ownership	Loan given	Proportionate share for the year ended (Amount in lacs)
Universal Esters Pvt. Ltd.	49%	NIL	Assets 88.56] proportionate Liabilities 199.52] as per share Net Assets 110.96] holding for Income 116.20] the year Expenses 148.89] ended on Loss (32.69)] March, 2008
Infinity Consultants Ltd.	49%	NIL	Assets 8.07] proportionate Liabilities 2.33] as per share Net Assets 5.74] holding for Income 12.58] the year Expenses 9.86] ended on Profit 2.72] March, 2008

(b) **DISCLOSURES AS REQUIRED UNDER CLAUSE 32 OF THE LISTING AGREEMENT**

Loans and Advances include amount receivable from Associate- Universal Esters Limited Rs. Nil (Previous year 3929267/-) (Maximum amount due at any time during the year Rs.3929267/- (Previous year 3929267/-).

- (10) Disclosure regarding Earnings per share (EPS)
The basic EPS is calculated as under :
Loss attributed to Equity Shareholders (Rs. 412964/-)
No. of Equity shares (of Rs. 10 each) 3572300
Earning per share Rs. (0.12)
- (11) The Company had preferred appeal against order of CIT (Appeals), Baroda before the Honorable Income Tax Appellate Tribunal, Ahmedabad for the Assessment years 1995-96 and 1996-97. The appeal for the Assessment Year 1995-96 is decided in favour of the Company and for Assessment Year 1996-97 have been decided partly in favour of the Company for which the necessary effect has been given in the accounts.
- (12) The company has subscribed to shares of Universal Esters Pvt. Ltd. Which is an associate company and the amount has been subscribed out of fresh Investment of Rs.20,40,000/- and transfer of Rs.38,84,468/- from advance given by the company which is lying in "Share Application Money Account" under Current Assets, Loans and Advances.
- (13) The Company had entered in to an Agreement dated 03.05.06 for sale of shares of Admarc Polycoats Pvt. Ltd. with Bharat C.Chokshi Family Trust whereby its Investments in Equity Shares – 489900 Nos.and Preference Shares – 68500 Nos. were to be sold to the Trust. In accordance with the Agreement the company had received full consideration of Rs.1,48,98,360/- and transfer formalities of the shares have been completed during the year.
- (14) The Company has accounted for Gratuity on the basis of Accounting policy followed by the Company. The contribution of Rs.22020/- made by the company is as per the actural valuation made by the LIC with whom the company has a policy.
- (15) The Company does not have a full time Company Secretary during the year as required by Section 383A of The Companies Act, 1956.
- (16) IN THE OPINION OF DIRECTORS
(i) All current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business.
(ii) The Provision for all known liabilities have been made except contingent liabilities stated as such.
- (17) Earning and expenditure in foreign currency:- NIL.
- (18) Previous year's figures have been regrouped/rearranged wherever necessary.

TRANSPEK FINANCE LIMITED

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

1. REGISTRATION DETAILS

Registration No.	:	15044
State Code.	:	04
Balance Sheet Date	:	31.03.2008

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

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

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

Total Liabilities	:	57750
Total Assets	:	57750

SOURCE OF FUNDS

Paid - up Capital	:	35723
Reserves and Surplus	:	20261
Secured Loans	:	1766
Unsecured Loans	:	-

APPLICATION OF FUNDS

Net Fixed Assets	:	9713
Investments	:	18905
Net Current Assets	:	14234
Accumulated Losses	:	14898

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

Turnover [Total Income]	:	2361
Total Expenditure	:	3040
Loss Before Tax and write off	:	0679
Loss After Tax and write off	:	0413
Earning Per Share in Rs.	:	(0.12)
Dividend in Rs. per share	:	Nil

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

(As per monetary terms)		
Item Code No. (ITC Code)	:	Nil
Product Description	:	Investment
Item Code No. (ITC Code)	:	Nil
Product Description	:	Hire Purchase

As per our report of even date

For **Deepak Desai & Co.**

Chartered Accountants

(**Deepak Desai**)

Proprietor

Mem. No. : 33730

Place : Vadodara

Dated : 07/05/2008

For and on behalf of the Board

M.D.Patel : Chairman & Managing Director

D.D.Patel : Executive Director

Place : Vadodara

Dated : 07/05/2008

TRANSPÉK FINANCE LIMITED

(Rs. in lakhs)

(7)	Investor group-wise classification of all investments (current and long term) in charge and securities (both quoted and unquoted) Please see Note 3 below		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties**		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	188.98	188.98
	2. Other than related parties	0.07	0.07
	Total	189.05	189.05
	** As per Accounting Standard of ICAI (Please see Note 3)		
(8)	Other Information		
	Particulars		Amount
	(i) Gross Non-Performing Assets		
	(a) Related parties		Nil
	(b) Other than related parties		Nil
	(ii) Net Non-Performing Assets		
	(a) Related parties		Nil
	(b) Other than related parties		Nil
	(iii) Assets acquired in satisfaction of debt		Nil
	Notes :		
	1. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.		
	2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.		
	3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.		

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak Desai**)
Proprietor
Mem. No. : 33730
Place : Vadodara
Dated : 07/05/2008

For and on behalf of the Board

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

Place : Vadodara
Dated : 07/05/2008

TRANSPEK FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2008

(Pursuant to the Listing Agreement with the Stock Exchange)

PARTICULARS	AMOUNT Rs.	2007-2008 (Rs. in Lacs)	AMOUNT Rs.	2006-2007 (Rs. in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax and Extra ordinary Items		(4.13)		(5.14)
Adjustment for :				
Depreciation	5.62		5.50	
Preliminary & Deferred Revenue Exp. w/off	0.00		0.00	
Provision for Non Performing Assets	0.00		0.00	
Profit / (Loss) on sale of investments	17.03		0.00	
Interest & Dividend Income considered separately	(17.49)		0.00	
Interest & Expenses considered separately	0.00		0.06	
Loss / (Profit) on sale of Assets / Discarded Assets	0.00		0.00	
Bad & Doubtful Assets	0.00		0.00	
		5.16		5.56
Operating Profit Before working capital changes		1.03		0.42
Adjustment for :				
Trade and Other Receivables	50.62		(109.28)	
Trade and other Payables	(121.99)		124.19	
		(71.37)		14.91
Cash Generated from Operation		(70.34)		15.33
Interest Paid	0.00		(0.06)	
Income Taxes paid	10.29		(3.09)	
		10.29		(3.15)
Cash Flow before Extraordinary item		(60.05)		12.18
Prior Period adjustment		0.00		0.00
		(60.05)		12.18
Amount applied for Operative Activities				
Decrease in Stock on Hire	0.00		0.00	
Purchase of Leased Assets	0.00		0.00	
Sale of Leased Assets	0.00		0.00	
Purchase of Current Investment	0.00		0.00	
Sale of Current Investment	0.00		0.00	
		0.00		0.00
Net Cash Generated / (used) from Operating activities		(60.05)		12.18
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets (including CWIP)	(16.05)		(14.14)	
Sale of Fixed Assets	0.00		0.00	
Purchase of Long Term Investment	(134.25)		(22.10)	
Sale of Long Term Investment	185.42		22.14	
		35.12		(14.10)
Interest Received	17.49		0.00	
Dividend Received	0.00		0.00	
		17.49		0.00
Net Cash Generated / (used) in Investing Activities		17.49		0.00
Balance c/f		(7.44)		(1.92)

TRANSPEK FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2008

PARTICULARS	AMOUNT Rs.	2007-2008 (Rs. in Lacs)	AMOUNT Rs.	2006-2007 (Rs. in Lacs)
Balance b/f		(7.44)		(1.92)
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from Long Term Borrowing	12.81		10.91	
Payment of Long Term Borrowing (Term Loan)	(4.51)		(5.23)	
Repayment of Fixed Deposits	0.00		0.00	
Dividend Paid (including tax)	0.00		0.00	
Decrease / Increase in Bank Borrowing	0.00		0.00	
Increase in other Borrowing	0.00		0.00	
Decrease in Other Borrowing	0.00		(1.00)	
Net Cash Generated / (used) in financing activities		8.30		4.68
NET INCREASE IN CASH AND CASH EQUIVALENTS		0.86		2.76
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		3.62		0.86
CASH AND CASH EQUIVALENTS AT END OF YEAR		4.48		3.62

As per our report of even date
For **Deepak Desai & Co.**
Chartered Accountants
(**Deepak Desai**)
Proprietor
Mem. No. : 33730
Place : Vadodara
Dated : 07/05/2008

For and on behalf of the Board

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

Place : Vadodara
Dated : 07/05/2008

TRANSPEK FINANCE LIMITED

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

ADDMISSION SLIP

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

I hereby record my presence at the 17th Annual General Meeting held on Wednesday, 23rd July, 2008, at 1st Floor, ABS Tower, Old Padra Road, Baroda - 390 007 at 11.00 a.m.

Full Name of the shareholder _____

Folio No. : _____ Signature _____

Full Name of the Proxy _____ Signature _____

TRANSPEK FINANCE LIMITED

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

PROXY FORM

I / We _____

of _____ in the district of _____

_____ being a Member(s) of

the above named Company, hereby appoint _____

of failing him _____

of _____ in the district of _____

as my / our proxy to vote on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Wednesday, 23rd July, 2008, at 11.00 a.m. and at any adjournment thereof.

Name _____

Address _____

Signed this _____ day of _____ of _____ 2008.

Rs. 1/-
Revenue
Stamp

Book - Post

Postal
Stamp

To,

If undelivered, please return to:

TRANSPEK FINANCE LIMITED

Regd. Office : First Floor, ABS Tower,
Old Padra Road, Baroda - 390.007.