



**ANNUAL REPORT**  
**2023-2024**

***TRANSPACT ENTERPRISES LTD.***

*CIN: U66110MH2013PLC243247*

*204, 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East  
Mumbai – 400059*

*Email: [info@transpact.in](mailto:info@transpact.in), Website: [www.transpact.in](http://www.transpact.in)*

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## **OVERVIEW**

Transpact Enterprises Limited was incorporated on 12th May 2013. The company was incorporated by the name Transpact Enterprises Private Limited, Mumbai (M.H) and got listed on the BSE Startup Platform on 05th September 2019 and changed its name to Transpact Enterprises Limited with Registered Office at 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East Mumbai City MH 400059 IN.

Our primary business is dealing in shares, securities, commodities, currencies and their derivatives, Stock broker, Share broker, sub-broker, authorized person, dealer, jobber, market maker, Investment brokers, Insurance broker, Underwriter, and to carry out brokerage of all and every kind whatsoever, portfolio manager, investment advisors, mutual funds, wealth management and other related services or any other business in any other manner.

Our Core business is to carry on the business of consulting and advisory services on all aspects of corporate, financial and commercial matters including management consulting, debt structuring, debt advisory, project appraisals, or any related items or things, required by any person, corporate, firm or association of persons and to provide, execute and undertake related services in India or abroad.

### ***Our Vision:***

“Our vision is clear: to be the pinnacle of the financial industry in India. We’re committed to excellence and customer satisfaction, constantly innovating to exceed expectations and deliver unparalleled value. Our goal is to enhance our reputation and solidify our position as India’s premier Financial Services Provider.”

### ***Our Mission:***

“Our mission is to be customers’ first choice and a valued service provider guiding them through the intricate landscape of investments.”

### ***Our Core Values:***

- *To deliver quality services to our customers*
- *To be fair in all our dealings*
- *To value all our members and encourage their development*

**CORPORATE INFORMATION****CIN: U66110MH2013PLC243247****BOARD OF DIRECTORS:****EXECUTIVE DIRECTORS:**

Raman Talwar

**INDEPENDENT DIRECTORS:**Aditya Solanki  
Anand Prakash**NON EXECUTIVE NON INDEPENDENT DIRECTORS**

Anamika Tiwari

**KEY MANAGERIAL PERSON:**Aaliya Gafoor Abdul Baig (CFO)  
Puneet Vaidya (CS & CO) upto 08/02/2024  
Amrita Gupta (CS & CO) w.e.f 14/03/2024**STATUTORY AUDITOR**NGMKS & Associates  
Chartered Accountants  
Firm's Registration No. 024492N  
D65, Flatted Factory Complex, Jhandewalan,  
New Delhi-110055**COMMITTEES:****AUDIT COMMITTEE:**Anand Prakash (Chairperson)  
Aditya Solanki (Member)  
Raman Talwar (Member)**NOMINATION REMUNERATION COMMITTEE:**Aditya Solanki (Chairperson)  
Anand Prakash (Member )  
Anamika Tiwari (Member)**STAKEHOLDERS RELATIONSHIP COMMITTEE:**Aditya Solanki (Chairperson)  
Raman Talwar (Member )  
Anamika Tiwari (Member)**REGISTRAR AND SHARE TRANSFER AGENT:**Big Share Services Private Limited  
Office No S6-2, 6th floor Pinnacle Business Park  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai – 400093, Maharashtra,  
India

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***In case of any Queries relating Annual Report, Contact:*****Amrita Gupta (Company Secretary)****Email: [info@transpact.in](mailto:info@transpact.in)**204, 2<sup>nd</sup> Floor, Timmy Arcade,  
Makwana Road Marol,  
Andheri East,  
Mumbai - 400059

**02.09.2024**

To  
**Listing Department,**  
BSE Limited,  
PJ Towers, Dalai Street,  
Fort, Mumbai - 400 001

**Scrip Code: 542765**

Dear Sir/Madam,

**Sub: Notice of 11<sup>th</sup> Annual General Meeting (AGM) to be held on Wednesday, September 25, 2024.**

Please find attached herewith the Notice of 11<sup>th</sup> Annual General Meeting along with the annexure, to be held on Wednesday, September 25, 2024 at 11.00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM).

You are requested to kindly update above information on your record.

Thanking You,

For **TRANSPACT ENTERPRISES LIMITED**

Raman Talwar  
Managing Director  
DIN: 07052896



## NOTICE

**NOTICE** is hereby given that the 11<sup>th</sup> Annual General Meeting of the Members of **Transpact Enterprises Limited** will be held on Wednesday, 25<sup>th</sup> September, 2024 at 11:00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

#### 1. TO CONSIDER AND ADOPT THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024:

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

The Chairman placed before the meeting the Audited Financial Statements along with the Auditor's Report, Annual Report and Director's Report thereon for the year ended 31<sup>st</sup> March, 2024 for the adoption of the same;

The following resolution is proposed to be passed with or without modification:

**"RESOLVED THAT** Audited Balance sheet and Profit & Loss Accounts for the year ending on March 31, 2024 along with Accounting Policies, Schedules, Explanatory Notes forming parts of financial Statement, Auditor's Report are hereby confirmed and approved;

**FURTHER RESOLVED THAT** the Board of Director's Report for the year ended on March 31, 2024 be and is hereby approved;

**FURTHER RESOLVED THAT Mr. Raman Talwar, Director (DIN: 07052896)**, of the Company be and is hereby authorized to sign and submit necessary form(s)/ return(s) with the Registrar of Companies and to intimate the same to appropriate authorities/ regulatory bodies and to do all such acts and deeds as may be necessary in this regard."

#### 2. TO CONSIDER AND APPROVE APPOINTMENT OF AUDITOR:

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

**"RESOLVED THAT** pursuant to provision of section 139 of the companies act 2013 (as mention or re-enactment from time to time) and other applicable provision of the Companies act 2013 and considering the recommendation made by audit committee, the consent of the Member be and is hereby accorded for the appointment of **M/s NGMKS & Associates, Chartered Accountants (Firm Registration No.024492N)** Chartered accountants as the statutory auditor of the company for period of five years starting from financial year 2024-2025 and that they shall hold office from the conclusion of the 11<sup>th</sup> annual general meeting till the conclusion of 16<sup>th</sup> annual general meeting, at a remuneration to be decided in consultation with it;

**RESOLVED FURTHER THAT Mr. Raman Talwar, Director (DIN: 07052896)**, of the Company be and is hereby authorized to sign and submit necessary form(s)/ return(s) for the appointment of Statutory Auditor with the Registrar of Companies and to intimate the same to appropriate authorities/ regulatory bodies and to do all such acts and deeds as may be necessary in this regard."



**SPECIAL BUSINESS:****3. TO CONSIDER AND APPROVE REGULARIZATION OF APPOINTMENT OF ADDITIONAL DIRECTOR AS A NON-EXECUTIVE WOMAN DIRECTOR OF THE COMPANY:**

**“RESOLVED THAT** pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, **Ms. Anamika Tiwari (DIN: 05281144)** who was appointed as Additional Director by the Board of Directors of the company at their meeting held on 8<sup>th</sup> June, 2024, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Non-Executive woman Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**4. TO CONSIDER AND APPROVE CHANGE NAME OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13(2), 14, 15 and all other applicable Provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, consent, sanction and permission as may be required under any other laws, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from **Transpact Enterprises Limited** to **“ACME Capital Ventures Limited”** or any other names start with **“ACME”** as available from the concerned authorities;

**RESOLVED FURTHER THAT** upon receipt of the fresh Certificate of Incorporation from the Registrar of Companies (MCA) consequent to change of name of the Company, the Name Clause of the Memorandum of Association of the Company shall be altered accordingly;

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company as approved by MCA;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concerned ROC and other applicable statutory authorities.”



**5. APPROVAL FOR SALE OF TECHNICAL KNOWHOW AND SOFTWARE VIA BTA:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable rules (“Rules”) thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) for the transfer of Technical Knowhow and Software (“Technical Knowhow”) comprising of (a) Technical Knowhow and Software Asset; along with (b) related business assets and liabilities, contracts, intellectual properties as set out in the Business Transfer Agreement (“BTA”) by way of a sale of the Intellectual Property to TRANSPACT MEDTECH PRIVATE LIMITED, a company incorporated under provisions of Companies Act, 2013 having its registered office at FLAT NO. A BLDG NO.20, RADHA NAGAR, Kalyan City, Thane, Kalyan, Maharashtra, India, 421301 (“Purchaser”), for no consideration as the purchaser is taking liabilities worth Rs. 21.32 Lakhs against the assets worth Rs. 21.32 lakhs;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/ writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”





**NOTES:**

- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- The Register of Members and the transfer books of the Company will remain closed from **Wednesday, September 18, 2024 to Wednesday, September 25, 2024 (both days inclusive).**
- The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- In compliance with the aforementioned MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India ("SEBI"), the Notice of the annual general meeting along with the Annual Report for the financial year 2022-2023 is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories unless any member has requested for a hard copy of the same. Members may note that the Notice of annual general meeting and Annual Report for the financial year 2022-2023 will also be available on the Company's website [www.transpact.in](http://www.transpact.in) and the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to [info@transpact.in](mailto:info@transpact.in).
- In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December, 2021, 21/2021 dated 14th December 2021, 02/2022 dated 5th May, 2022 and circular no. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") have permitted the Companies to conduct the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue during the calendar year 2023. In accordance with the MCA Circulars and SEBI Circulars, the 11<sup>th</sup> AGM of the Company is being held through VC/OAVM on Wednesday, 25<sup>th</sup> September, 2024 at 01.00 P.M. The deemed venue for the AGM will be the registered office of the Company i.e., 204 2<sup>nd</sup> Floor, Timmy Arcade, Makwana Road Marol, Andheri East Mumbai - 400059.



8. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. Wednesday, 25<sup>th</sup> September, 2024 at 01.00 P.M. Members seeking to inspect can send an e-mail to [info@transpact.in](mailto:info@transpact.in).
9. The AGM will be convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the aforesaid MCA Circulars and SEBI Circulars.
10. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.
11. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.  
  
To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
13. Non-resident Indian members are requested to inform the RTA, Bigshare Services Private Limited situated at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 immediately about:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form.



**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on 21<sup>st</sup> September 2024 at 10.00 A.M. and ends on 24<sup>th</sup> September 2024 at 05.00 P.M. 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), i.e. 18<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> the system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on your register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can



login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

#### Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

#### Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
    - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
    - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

#### Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be



displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

#### Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### 4. Procedure for joining the AGM through VC/ OAVM:

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- Once the page appears, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

#### The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.





**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**Registered Office:**

204, 2nd Floor, Timmy Arcade,  
Makwana Road Marol, Andheri East,  
Mumbai – 400 059

**CIN:** U33130MH2013PLC243247

**Website:** [www.transpact.in](http://www.transpact.in)

**Email:** [info@transpact.in](mailto:info@transpact.in)

**BY ORDER OF THE BOARD OF DIRECTORS**

**SD/-**

**MS. AMRITA GUPTA**

**(COMPANY SECRETARY AND COMPLIANCE  
OFFICER)**

**Date:** September 02, 2024

**Place:** Mumbai



**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.2:**

The Board of Directors of the Company at their Board Meeting held on 14<sup>th</sup> March, 2024, appointed **M/s NGMKS & Associates, Chartered Accountants (Firm Registration No. 024492N)** as the Statutory Auditors of the Company to hold office till the conclusion of the ensuing Annual General Meeting of the Company on a remuneration plus out-of-pocket, travelling and living expenses, etc. as may be fixed by the Board of Directors of the Company in consultation with them.

The Audit Committee, at their meeting held on August 21, 2024 have recommended the appointment of M/s NGMKS & Associates, Chartered Accountants (Firm Registration No. 024492N) to hold office from the conclusion of the 11<sup>th</sup> Annual General Meeting to the conclusion of 16<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**M/s NGMKS & Associates, Chartered Accountants**, have consented to act as Statutory Auditors and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have also confirmed, that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Resolution as set out at item no. 2 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the aforesaid Resolution.

**ITEM NO.3:**

The Board of Directors of the Company in their meeting held on 8 June, 2024, appointed **Ms. Anamika Tiwari (DIN: 05281144)**, as an Additional Director of the Company pursuant to section 161 & Section 196 of the Companies Act, 2013. Hence she holds office up to the date of this Annual General Meeting and therefore, be and is hereby appointed as the Non-Executive woman Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is advantageous to have **Ms. Anamika Tiwari (DIN: 05281144)**, on Board. Accordingly, the Board recommends the resolution for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than **Ms. Anamika Tiwari (DIN: 05281144)**, is concerned or interested financially or otherwise in the proposed resolution.



**ITEM NO.4:**

The Company is presently engaged in:

- carrying on the business or profession of dealing in Shares, Securities, Commodities, currencies and their derivatives, Stock broker, Share broker, sub-broker, authorized person, dealer, jobber, market maker, Investment brokers, Insurance broker, Underwriter, and to carry out brokerage of all and every kind whatsoever, portfolio manager, investment advisors, mutual funds, wealth management and other related services or any other business in any other manner.
- To act as a member of recognized Stock Exchange(s) in India or elsewhere, and to render all such services as may be provided by a stock-broker and to do such things as may be incidental thereto.
- To carry on the business of consulting and advisory services on all aspects of corporate, financial and commercial matters including management consulting, debt structuring, debt advisory, project appraisals, or any related items or things, required by any person, corporate, firm or association of persons and to provide, execute and undertake related services in India or abroad.

In order to reflect the true nature of the Company's product and business activities, the Company proposes to give it a new name and identity that reflects the genesis of the business, therefore it is proposed to change its' name to a new name which seems similar to the new Business and has accordingly proposed names such as **"ACME Capital Venture Limited"** or any other names start with **"ACME"** as available from the concerned authorities. Board of Directors in their meeting dated August 30, 2024 has approved the change of name and has proposed the resolution for member's approval. The Company is yet to obtain necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013.

The provisions of Section 13(2) of the Companies Act, 2013, inter-alia requires the approval of the shareholders by means of special resolutions for change of name and consequential amendment in Memorandum and Articles of Association and Articles of Association of the Company, therefore the Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the aforesaid Resolution.

**ITEM NO.5:**

The Company proposes to transfer Technical Knowhow and Software ("Technical Knowhow") comprising of (a) Technical Knowhow and Software Asset; along with (b) related business assets and liabilities, contracts, intellectual properties as set out in the Business Transfer Agreement ("BTA") by way of Transpact Medtech Private Limited ("Purchaser"), for no consideration as the Purchaser is taking liabilities worth Rs. 21.32 Lakhs against assets worth Rs. 21.32 Lakhs.

The Board, in its meeting dated August 30, 2024, has approved the transfer of Technical Knowhow, subject to approval from members of the Company. Further the Company shall enter in the BTA subject to approval from members of the Company/-. The transfer includes:



1. Technical Knowhow and Software Asset
2. Related business assets and liabilities
3. Contracts
4. Intellectual properties

As per Section 180(1) (a) of the Companies Act, 2013, the approval of members is required for the transfer of Technical Knowhow, which exceeds the threshold specified. The Board recommends the special resolution for approval of the members, as it is in the best interest of the Company.

None of the Current Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested in the proposed resolution, except to the extent of their shareholding, if any, in the Company.



**Annexure to Notice of 11<sup>th</sup> Annual General Meeting****Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 03:**

<b>Name</b>	<b>Ms. Anamika Tiwari</b>
Date of Birth	02/01/1986
Qualification	Bachelor's degree in Commerce from Guru Ghasidas University and Bachelor of Education.
Experience- Expertise in specific functional areas- Job profile and suitability	She has an experience of about 15 years in the field of teaching.
Date of appointment	June 8, 2024
Brief Profile	<b>Ms. Anamika Tiwari</b> aged 38 years is a Non-Executive Director of our Company. She was appointed on the Board of our Company w.e.f. June 8, 2024. She has completed her bachelor's degree in Commerce from Guru Ghasidas University. She has also completed Bachelor of Education. She has an experience of about 15 years in the field of teaching.
Directorship held in public companies including deemed public companies	Nil
Memberships/Chairmanships of committees of public companies	Nil
Inter-se Relationship with other Directors	None
Information as required pursuant to BSE Circular No. LIST/COMP/142018-19 dated June 20, 2018	Ms. Anamika Tiwari is not debarred from holding the office of Director pursuant to any SEBI order.

**BOARD'SREPORT**

Dear Members,

Your Directors take pleasure in presenting their 11<sup>th</sup> Annual Report on the Business and Operations of the Company and the Accounts for the Financial Year ended March 31,2024 (period under review).

**1. FINANCIAL PERFORMANCE OF THE COMPANY:**

The summary of the financial highlights for the financial year ended March31, 2024 and the previous financial year ended March 31, 2023 is given below:

(Rs. In lakhs)

Particulars	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>Total Income</b>	00.00	38.25
Less: Expenditure	9.50	44.98
<b>Profit before Depreciation</b>	<b>(9.50)</b>	<b>(6.73)</b>
Less: Depreciation	3.72	3.72
<b>Profit/loss before Tax</b>	<b>(9.50)</b>	<b>(6.73)</b>
Tax Expenses:		
Current Tax	-	-
Deferred Tax	(0.42)	(0.14)
<b>Profit/Loss after Tax</b>	<b>(9.09)</b>	<b>(6.59)</b>

**2. STATE OF COMPANY'S AFFAIRS:**

The company's management and object changed in the current financial year due to which the Company could not achieve its defined targets and goals which resulted in losses of the Company. However, your Directors remain confident in the Company's potential and believe that with the new direction and leadership, the Company is well-positioned to achieve significant growth and success in the coming years.

**3. REVIEW OF OPERATIONS:**

The Total Income of the Company stood at Nil for the year ended March 31, 2024 as against ₹ 38.25 lakhs in the previous year. The Company made a Net (Loss) (after tax) of ₹ 9.50 lakhs for the year ended March 31, 2024 as compared to ₹6.59 lakhs in the previous year.

**4. CASH FLOW STATEMENTS:**

As required under Regulation 34 of the SEBI (LODR) Regulations, 2015, a Cash Flow Statement forms part of Annual Report.

**5. CONSOLIDATED FINANCIAL RESULTS:**

The Company does not have any Subsidiary and Associates within the meaning of the Companies Act, 2013. Therefore, the requirement of Consolidated Financial Results is not applicable to the company.



**6. TRANSFER TO RESERVES IN TERMS OF SECTION 134(3) (J) OF THE COMPANIES ACT, 2013:**

The Board has decided not to transfer any amount to the Reserves for the year under review.

**7. DIVIDEND:**

The dividend policy for the year under review has been formulated taking into consideration the growth of the company and to conserve resources, the Directors do not recommend any dividend for the year ended March 31, 2024.

**8. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2023-24, there was no amount due for transfer to IEPF.

**9. CHANGES IN SHARE CAPITAL:**

During the Financial Year under review, there was no change in capital structure of the company as shown in the table below and there are no outstanding shares issued with differential rights, sweat equity or ESOS.

Particulars	No. of Shares as at 31 <sup>st</sup> March,2024	Capital as at 31 <sup>st</sup> March,2023
Shares outstanding at the beginning of the year	3,86,730	38,67,300
Changes during the year	0	0
Shares outstanding at the end of the year	3,86,730	38,67,300

**10. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming part of the Annual Report.

**11. CHANGE IN NATURE OF BUSINESS, IF ANY:**

There has been no change in nature of business of the Company during the F.Y. 2023-2024 which is under review. However the new management has proposed the new business object proposed to be undertaken by company for shareholders' approval in the Annual General Meeting.

**12. DISCLOSURES BY DIRECTORS:**

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

**13. SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANY:**

The company had no Subsidiary, Associate or Joint Venture as on 31<sup>st</sup> March, 2024.

**14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL YEAR AND DATE OF REPORT**

There are no such material changes and commitments affecting the financial position of the company between the end of financial year and date of report.

**15. EXTRACT OF ANNUAL RETURN:**

Pursuant to Sections 92(3) and 134(3)(a) of the Act, the Annual Return (Form MGT-7) is available on the Company's website at the link: [www.transpact.in](http://www.transpact.in)

**16. FAMILIARISATION PROGRAMME OF DIRECTORS:**

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation program. Presentations are made by Senior Management giving an overview of the operations, to familiarize the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

**17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:****i. Changes in KMP & Directors:**

Sr.No.	KMP	Date	Reason
1.	Mr. Raman Talwar	September 01, 2023	Appointed as Additional Executive Director
2.	Mr. Kaushik Waghela	September 01, 2023	Appointed as Additional Non-Executive Director
3.	Mr. Anand Prakash	September 01, 2023	Appointed as Additional Non-Executive Independent Director
4.	Mr. Aditya Solanki	September 01, 2023	Appointed as Additional Non-Executive Independent Director
5.	Mr. Mohammed Aslam Khan	September 01, 2023	Resigned as Executive Director
6.	Mr. Anis Choudhary	September 01, 2023	Resigned as Whole-time Director
7.	Mrs. Soumya Bania	September 01, 2023	Resigned as Non-Executive Independent Director
8.	Dr. Nisar Shariq	September 01, 2023	Resigned as Non-Executive Independent Director
9.	Mr. Moiz Miyajiwala	September 01, 2023	Resigned as Non-Executive Independent Director





10.	Mr. Raman Talwar	September 30,2023	Re-designated as Managing Director
11.	Mr.Kaushik Waghela	September 30,2023	Re-designated as Director
12.	Mr.Anand Prakash	September 30,2023	Re-designated as Director
13.	Mr. Aditya Solanki	September 30,2023	Re-designated as Director
14.	Mr. Puneet Vaidya	May02,2023	Appointed as Company Secretary and Compliance Officer
15.	Mr.Viraj Mane	April07,2023	Resigned as Company Secretary and Compliance Officer
16.	Ms. Damini Baid	March 07,2024	Resigned as Woman Additional Independent Director
17.	Mr. Puneet Vaidya	February 08, 2024	Resigned as Company Secretary and Compliance Officer
18.	Ms. Amrita Gupta	March 14, 2024	Appointed as Company Secretary and Compliance Officer
19.	Ms. Anamika Tiwari	June 08, 2024	Appointed as additional non-executive woman director
20.	Mr. Kaushik Mahesh Waghela	August 05, 2024	Resigned as Non-executive director

**ii. Committees of Board of Directors on September 01, 2024:**

Sr. No.	Date	Committee	Director Name
1.	September 01, 2024	Audit Committee	Anand Prakash (Chairman)
			Aditya Solanki (Member)
			Raman Talwar (Member)
2.	September 01, 2024	Nomination and Remuneration Committee	Aditya Solanki (Chairperson)
			Anand Prakash (Member)
			Anamika Tiwari (Member)
3.	September 01, 2024	Stakeholder Relationship Committee	Aditya Solanki (Chairperson)
			Anand Prakash (Member)
			Anamika Tiwari (Member)

**iii. Independent Directors:**

Our Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Director during the year.

The Independent Directors met on January 05, 2024, without the attendance of Non-



Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### 16. BOARD MEETINGS:

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings were convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

##### Date of Board Meeting:

Sr. No.	Dates	Total Directors	Directors present
1	02/05/2023	5	5
2	07/05/2023	5	5
3	30/05/2023	5	5
4	02/08/2023	5	5
5	01/09/2023	5	5
6	13/11/2023	5	5
7	10/01/2024	5	5
8	14/03/2024	5	5

The name of members of the Board and their attendance at board meetings are as under:

S. No.	Name of Director	No. of meetings/ Total Meetings entitled to attend	Whether attended AGM or not?
1	Mr. Mohammed Aslam Khan	5	NO
2	Mr. Anis Ahmed Choudhary	5	NO
3	Ms. Soumya Bania	5	NO
4	Dr. Nisar Shariq	5	NO
5	Mr. Moiz Miyajiwala	5	NO
6	Ms. Damini Baid	1	YES
7	Mr. Raman Talwar	2	YES
8	Mr. Kaushik Waghela	2	YES
9	Mr. Anand Prakash	2	YES
10	Mr. Aditya Solanki	2	YES

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

#### 17. GENERAL MEETINGS:

During the year under review, the following General Meetings were held, the details of which are given as under:



Sr.No.	Type of General Meeting	Date of General Meeting
1	Annual General Meeting	30 <sup>th</sup> September, 2023

**18. COMMITTEES OF THE BOARD:****(a) Audit Committee:**

The Audit Committee, as per Section 177 of Companies Act, 2013, was constituted by our Directors by a Board Resolution dated September 01, 2023:

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on			
			04/05/2023	10/07/2023	05/10/2023	10/01/2024
Anand Prakash	Non-Executive Director	Chairperson	YES	YES	YES	YES
Raman Talwar	Executive Director	Member	YES	YES	YES	YES
Aditya Solanki	Non-Executive Director	Member	YES	YES	YES	YES

The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

**Financial Reporting and Related Processes:**

- *Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.*
- *Reviewing with the Management, the Half Yearly Unaudited Financial Statements and the Auditor's Limited Review Report thereon / Audited Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the Financial Statements and / or recommendation, if any, made by the Statutory Auditors in this regard.*
- *Review the Management Discussion & Analysis of financial and operational performance.*
- *Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Accounting Standard policy.*
- *Review the investments made by the Company.*



All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

**(b) Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee, as per Section 178(1) of Companies Act, 2013, was constituted by our Directors by a Board Resolution dated April 25, 2019.

Name of Director	Category	Position in the committee	Attendance at the Remuneration Committee held on	
			15/07/2023	09/02/2024
Aditya Solanki	Non – Executive Independent Director	Chairperson	Yes	Yes
Anand Prakash	Non –Executive Independent Director	Member	Yes	Yes
Kaushik Waghela	Non–Executive Director	Member	Yes	Yes

*The terms of reference of the Committee inter alia, include the following:*

- *Succession planning of the Board of Directors and Senior Management Employees;*
- *Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;*
- *Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;*
- *Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;*
- *Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.*

*The Company has formulated a Remuneration Policy which is annexed to the Board's Report in "Annexure I".*

**(c) Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee, as per Section 178 (5) of Companies Act, 2013 was constituted by our Directors by a Board Resolution dated April 25, 2019.

Name of Director	Category	Position in the committee	Attendance at the Stakeholders Relationship Committee held on	
			14/06/2023	12/01/2024
Aditya Solanki	Non – Executive Independent Director	Chairperson	Yes	Yes

Raman Talwar	Executive Director	Member	Yes	Yes
Kaushik Waghela	Non-Executive Director	Member	Yes	Yes

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates/certificates relating to other securities;
- issue and allot right shares/ bonus shares pursuant to a Rights Issue/Bonus Issue made by the Company, subject to such approvals as maybe required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approval as maybe required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors/stakeholders grievances;
- all other matters incidental or related to shares, debenture

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as on March 31, 2024.

Ms. Amrita Gupta, Company Secretary of the Company is the Compliance Officer.

#### **19. BOARD'S PERFORMANCE EVALUATION:**

In compliance with the Act and Listing Regulations, the Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated.

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairperson of the Board and the Board as a whole.



## **20. CORPORATE SOCIAL RESPONSIBILITY:**

The Company does not fall under the criteria laid under the provisions of Section 135 of the Act and rules framed there under. Therefore, the provisions of Corporate Social Responsibility are not applicable to the Company.

## **21. AUDITORS:**

### **i. Statutory Auditors:**

M/s AR Sodha & Company, Chartered Accountants, tendered their resignation as Statutory Auditors of the Company on 2<sup>nd</sup> March 2024, due to personal reasons under unavoidable circumstances. Pursuant to their resignation, the Board of Directors, in a duly convened meeting held on 14<sup>th</sup> March 2024, appointed M/s NGMKS & Associates, Chartered Accountants, as the Statutory Auditors of the Company to examine and audit the Books of Accounts for the Financial Year 2023-24. This appointment was subsequently ratified by the members of the Company at the Extraordinary General Meeting convened on 12<sup>th</sup> April 2024 as per the provisions of Section 139(8) of the Companies Act, 2013. The Report given by the Auditors on the Financial Statements of your Company is part of this Annual Report.

There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

The Statutory Auditors Report to the Members for the Financial Year under review does not contain any modified opinion or qualifications and the observations, Comments given in the report of the Statutory Auditors read together with Notes to Accounts are self- explanatory and hence, do not call for any further explanation or comments under Section 134(f) (i) of the Act.

### **ii. Secretarial Auditor:**

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **Ms. Neeta Sinha, Practicing Company Secretary, (COP No. 24774)**, to undertake the Secretarial Audit of the Company. Their Secretarial Audit Report, in prescribed Form No. MR-3, is annexed to the Directors Report as Annexure III, and does not contain any qualification, reservation or adverse remarks.

### **iii. Cost Auditor:**

The company does not fall within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore such records are duly maintained.

### **iv. Internal Auditor:**

The Board appointed M/s NAVP & Associates, Chartered Accountant, as the Internal Auditor of the Company for the Financial Year 2023-24.

## **22. AUDITOR'S REPORT:**



The Auditor's Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks. Report of the Secretarial Auditor is given as an Annexure which forms part of this report.

### **23. VIGIL MECHANISM:**

Our Company is committed to maintain the highest standard of honesty, openness and accountability and recognise that employees play an important role in growth and expansion of the company. They are the most valuable asset of the Company.

In accordance with the provisions of Section 177(9) & (10) of the Act, read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 22 of Listing Regulations, the Company has adopted vigil mechanism policy to enable the Directors and employees to have direct access to the Chairperson as well as the Members of the Audit Committee. The Vigil Mechanism Policy is available on the website of the company website at [www.transpact.in](http://www.transpact.in).

### **24. INTERNAL AUDIT & CONTROLS:**

Pursuant to provisions of Section 138 read with read with rules made there under, the Board has appointed **M/s NAVP & Associates, Chartered Accountants**, as an Internal Auditors of the Company to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Internal Audit is carried out half yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

During the year under review, no material or serious observation has been received from the internal auditors of the Company for inefficiency or inadequacy of such controls.

### **25. RISK ASSESSMENT AND MANAGEMENT:**

Your Company has a Risk Management Policy to identify, evaluate risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. This framework is intended to assist in decision making process that will minimize potential losses, improve the management in the phase of uncertainty and the approach to new opportunities, thereby helping the Company to achieve its objectives.

Your Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. Your Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

### **26. COMPLIANCE WITH SECRETARIAL STANDARDS:**

In terms of Section 118(10) of the Act, the Company state that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors and General Meetings respectively, have been duly complied with.





**27. PARTICULARS OF EMPLOYEES AND REMUNERATION:**

Details as required under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is hereto marked and annexed as “*Annexure – IV*” with this report and is forming part of the Board's Report.

The Company's remuneration policy for Directors, Key Managerial Personnel and other employees represents the overarching approach of the Company and is directed towards rewarding performance based on review of achievements periodically.

**28. POLICIES AND DISCLOSURE REQUIREMENTS:**

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website [www.transpact.in](http://www.transpact.in).

**29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The nature of the activities of the Company is such that the disclosure in respect of Conservation of energy and Technology Absorption pursuant to Rule 8 of Companies (Accounts) Rules, 2014 is not applicable and the Company does not have any foreign exchange earnings and outgo during the financial year under review.

**30. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:**

Particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statements.

**31. DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

**32. CODE OF PREVENTION OF INSIDER TRADING:**

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives and a Code of Fair Disclosure to formulate a framework and policy for disclosure of events and occurrences that could impact price discovery in the market for its securities as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code is available on the Company's website [www.transpact.in](http://www.transpact.in).

**33. RELATED PARTY TRANSACTIONS:****I) The particulars of contracts or arrangements with related parties:**

Your Company has historically adopted the practice of undertaking related party





transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions.

Further, Related Party Transactions are placed on a half yearly basis before the Audit Committee and before the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseeable and repetitive nature.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 in the prescribed **Form AOC-2** is annexed hereto and marked as **Annexure-II** and forms part of this Report. All the transactions other than transactions mentioned in AOC-2 is executed/ undertaken by the Company at arm's length and in ordinary course of the business.

**II) Disclosure of Related Party Transaction with Person or Entity belonging to Promoter & Promoter Group:**

The Company has not made any transaction(s) with an Entity belonging to Promoter or Promoter Group that holds 10% or more shareholding of the Company:

**III) Disclosure of Loans and advances in nature of Loan to Subsidiaries and Associate of the Company:**

During the year under review, your Company did not have any subsidiary and associate. Hence the said reporting is not applicable.

**34. SIGNIFICANT AND MATERIAL ORDERS:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

**35. FRAUD REPORTING:**

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

**36. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during they are under review.

**37. HUMAN RESOURCES:**

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution.

**38. CORPORATE GOVERNANCE:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

**39. DISCLOSURES:**

The following disclosures are not applicable to the company:

1. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year.
2. The details of difference between amounts of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

**40. DIRECTORS' RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2024 and of the profit and loss and cash flow of the Company for the period ended March 31, 2024;
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the annual accounts for the year ended March 31, 2024 on a going concern basis;
- v. They have laid down internal financial controls and the same have been followed by the Company and that such internal financial controls are adequate and operating effectively; and
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



**41. CAUTIONARY STATEMENTS:**

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

**42. ACKNOWLEDGEMENTS:**

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members, debenture holders and debenture trustee during the year under review.

**Registered Office:**

204, 2nd Floor, Timmy Arcade,  
Makwana Road Marol,  
Andheri East Mumbai – 400059

**CIN:** U66110MH2013PLC243247

**Website:** [www.transpact.in](http://www.transpact.in)

**Email:** [info@transpact.in](mailto:info@transpact.in)

On Behalf of the Board of Directors

**FOR TRANSPACT ENTERPRISES LIMITED**

Sd-

**Raman Talwar**

**Managing Director**

**DIN: 07052896**

**Date: 02'September'2024**

**Place: Mumbai**



**Annexure – I****Annexure's to Board's Report (Contd).****Remuneration Policy**

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter "Committee") and approved by the Board of Directors.

**Objectives:**

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management.
- Determining qualifications, positive attributes and independence of a director and recommend to the Board.
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully.

Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth.

**Criteria for Appointment:**

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment.
- Age, number of years of service, specialized expertise and period of employment or association with the Company.
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area.
- Constructive and active participation in the affairs of the Company.
- Exercising the responsibilities in a bonafide manner in the interest of the Company.
- Sufficient devotion of time to the assigned tasks.
- Diversity of the Board.
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest.
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made there under or any other enactment for the time being in force.

**Criteria for Remuneration:**

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non-Executive directors on a pro-rata basis, within limits approved by shareholders.



Annexure's to Board's Report  
(Contd).Annexure – II**FORM AOC-2****(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2)  
OF THE COMPANIES  
(ACCOUNTS) RULES, 2014)**

Particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act,2013.

1.	Details of contracts or arrangements or transactions not at arm's length basis	None
2.	Details of material contracts or arrangement or transactions at arm's length basis	As detailed below

**Material contracts or arrangement or transactions at arm's length basis in the ordinary course of business:**

Name of the Related Party and Nature of Relationship	Nature of contracts / arrangement / transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Date(s) of approval by the Members , if any	Amount paid and Amount outstanding
NA	NA	NA	NA	NA	NA	NA



**Annexure - III****Annexures to Board's Report (Contd.)****FORM NO.MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 2024-25**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Transpact enterprises Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TRANSPACT ENTERPRISES LIMITED**. (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us as on able basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by **TRANSPACT ENTERPRISES LIMITED** and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Transpact Enterprises Limited** for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts(Regulation)Act,1956('SCRA') and the rules made thereunder;
- (iii) The Depositories Act,1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):-
  - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers)Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**I further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**I further report that** adequate notice is given to all directors to schedule the Board Meetings along with the agenda and detailed notes on agenda. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The following are the qualifications as per our audit findings: NIL

Sd-

Place: Mumbai

Date: August 30, 2024

UDIN: A014094F001074802

**Ms. Neeta Sinha**  
**ACS No.14094**  
**CP No.:24774**





**'Annexure A'**

To,  
The members,  
**TRANSPACT ENTERPRISES LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Ms. Neeta Sinha**  
**(Practicing Company Secretary)**

Sd-

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**Ms. Neeta Sinha**  
**ACS No.14094**  
**CP No.:24774**

**Place: Mumbai**  
**Date: August 30, 2024**  
**UDIN: A014094F001074802**



**Certificate of Non-Disqualification of Directors****(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To  
The Members of  
**TRANSPACT ENTERPRISES LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TRANSPACT ENTERPRISES LIMITED** having CIN : U66110MH2013PLC243247 and having registered office at 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East Mumbai City MH – 400059 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

List of Directors and KMP's of **Transpact Enterprises Limited**:

S r. No.	Name of Director and KMP's	DIN	Current Designation	Date of appointment in Company	Date of Cessation
1.	Raman Talwar	07052896	Managing Director	30/09/2023	-
2.	Aditya Solanki	08746878	Independent Director	30/09/2023	-
3.	Anand Prakash	07414780	Independent Director	30/09/2023	-
4.	Damini Baid	10337935	Woman Independent Director	29/09/2023	07/03/2024
5.	Kaushik Waghela	08242466	Non-Executive Director	30/09/2023	05/08/2024
6.	Amrita Gupta	ARXPG0599E	Company Secretary	14/03/2024	-



Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate 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.

**Ms. Neeta Sinha**  
**(Practicing Company Secretary)**

Sd-

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**Ms. Neeta Sinha**  
**ACS No.14094**  
**CP No.:24774**

**Place: Mumbai**

**Date: August 30, 2024**

**UDIN: A014094F001074802**

## Annexures to Board's Report (Contd).

Annexure – IV**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

**A. The particulars of employees, who were in receipt of remuneration of not less than Rs. 1.02 Cr per annum if employed throughout the Financial Year or Rs. 8.50 Lakhs per month if employed for a part of the Financial Year :Not Applicable**

**B. Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration) Rules, 2014:**

- i. The percentage increase in remuneration of the Executive Director, Chief Financial Officer and Company Secretary during the financial year 2023-2024, the ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company is as under:

Sr. No.	Name	Designation	Remuneration For F.Y. 2023-24 (in lakhs)	% increase in the remuneration for financial year 2023-24	Ratio of remuneration of Director to median remuneration of employees
1.	Raman Talwar	Managing Director	Nil	NA	NA
3.	Aaliya Gafoor Abdul Baig	Chief Financial Officer	Nil	NA	NA
4.	Amrita Gupta	Company Secretary and Compliance Officer	0.18	NA	NA
5.	Puneet Vaidya	Company Secretary and Compliance Officer	1.40	NA	NA
6.	Damini Baid	Woman Independent Director	0.17	NA	NA

- i. As there are 5 employees other than KMPs so the median remuneration of employees during the financial year was Rs. 18,000.
- ii. There were 5 permanent employees on the rolls of the Company as on 31st March 2024.
- iii. It is hereby affirmed that the remuneration is paid as per the remuneration policy of the company.

**MANAGEMENT DISCUSSION & ANALYSIS****❖ GLOBAL ECONOMY OVERVIEW:**

The global economy showed more resilience than expected in 2023-24 despite the after-effects of the prolonged Russia-Ukraine conflict, though the growth outlook remained weak. Global growth is projected to hold steady at 2.6% in 2024 before edging up to an average of 2.7% in 2025-26. That is well below the 3.1% average in the decade before COVID-19. The forecast implies that over the course of 2024-26 countries that collectively account for more than 80% of the world's population and global GDP would still be growing more slowly than they did in the decade before COVID-19.

Overall, developing economies are projected to grow 4% on average over 2024-25, slightly slower than in 2023. Growth in low-income economies is expected to accelerate to 5% in 2024 from 3.8% in 2023. However, the forecasts for 2024 growth reflect downgrades in three out of every four low-income economies since January. In advanced economies, growth is set to remain steady at 1.5% in 2024 before rising to 1.7% in 2025. The Reserve Bank of India projects global growth to remain steady in 2024.

Global inflation is expected to moderate to 3.5% in 2024 and 2.9% in 2025, but the pace of decline is slower than was projected just six months ago. Many central banks, as a result, are expected to remain cautious in lowering policy interest rates. Global interest rates are likely to remain high by the standards of recent decades—averaging about 4% over 2025-26, roughly double the 2000-19 average.

Services inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher for even longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. The policy mix should thus be sequenced carefully to achieve price stability and replenish diminished buffers.

The Reserve Bank of India projects global growth to remain steady in 2024.

**❖ INDIAN ECONOMY OVERVIEW:**

The fast pace of infrastructure development in the country over the past decade and the country's agile response to the COVID pandemic by way of a broad range of fiscal, monetary, and healthcare support coupled with the deft management of crude oil supply at reasonable prices together with the digital revolution put India on a stronger wicket. There is now greater optimism and confidence in the Indian economy, which surpassed UK to become the fifth-largest economy in FY 2022-23.

Amid a challenging global economic landscape and deteriorating geopolitical conditions, India has been a bright spot. It is the fifth-largest economy in the world and is poised to retain its position as the world's fastest-growing major economy. Its GDP growth remained buoyant at 7.6% in FY 2023-24 as against 7% in FY 2022-23, supported by robust domestic demand, moderate inflation, a stable interest rate environment, and strong investment activity. Furthermore, an accelerated pace of economic reforms and increased capital expenditure facilitated construction activities and created extensive employment opportunities across the country.



India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Despite the gloomy outlook for the global economy, many analysts believe that this could well be India's decade. And there are enough reasons and data to suggest that the Indian economy has fared better than previously believed, despite continuing global uncertainties. As per the latest numbers released by the Govt. the real GDP for FY 2023-24 is estimated to have grown by 8.2%.

In the next three years, India is expected to become the third-largest economy in the world, with a GDP of USD 5 trillion. The government has set a higher goal of becoming a '**Developed Country**' by 2047.

#### ❖ **BUSINESS OVERVIEW:**

Pursuant to the change in the main object of the Company, now the core business of the Company is to carry on the consulting and advisory services on all aspects of corporate, financial and commercial matters including management consulting, dealing in shares, securities, commodities, currencies and their derivatives, debt structuring, debt advisory, project appraisals, or any related items or things, required by any person, corporate, firm or association of persons and to provide, execute and undertake related services in India or abroad.

#### ❖ **INDUSTRY OVERVIEW:**

India's broking industry is transitioning from a transaction-based to a fee-based model, offering services such as investment advisory and wealth management. Apart from advisory services, emphasis on fund-based activities, including loan against shares and margin funding, is rising, allowing brokers to build sustainable earnings. Financial brokers have developed their marketing ability to support customers in achieving their goals. They offer wide-ranging products and services that strengthen their relationship with clients.

The industry gained popularity, owing to a significant increase in trading activities. Financial brokerage firms have generated revenues from stocks, commodities, and currency. The financial brokerage market operates through different business verticals including full-service, discount, and hybrid brokerage.

Stock broking is rapidly being used by big brokerage houses as well as institutional investors to cut down on costs associated with trading. This is attributed to the fact that stock broking enables easier and faster execution of orders, making it attractive for exchanges. In addition, it enables investors and traders to quickly book profits off small changes in price. Hence, rise in demand for effective trade drives growth of the stock broking market, as it enables users to quickly execute trades.

#### ❖ **HUMAN RESOURCES:**

The Company recognizes that its committed and talented workforce is the key factor in driving sustainable performance and growth. As one of the most critical assets of the Company, its people



are responsible for its competitive advantage. The Company is committed to recruiting and retaining the most relevant and best industry talent. Employees are thereafter nurtured, developed, motivated, and empowered to boost their skills and performance capabilities.

The Company continuously seeks to inculcate within its employees a strong sense of business ethics and social responsibility. Relations with the employees at all levels remained cordial during the year. The Company had 5 Permanent employees as on March 31, 2024.

#### ❖ INTERNAL CONTROL MECHANISM:

The Company has adequate internal control procedures commensurate with its size and nature of business. Your Company has clearly laid down policies, guidelines, and procedures that form a part of the internal control systems. The adequacy of the internal control systems encompasses the Company's business processes and financial reporting systems and is examined by the management as well as by its internal auditors at regular intervals.

The internal auditors conduct audits at regular intervals to identify the weaknesses and suggest improvements for better functioning. The observations and recommendations of the internal auditors are discussed by the Audit Committee to ensure timely and corrective action.

#### ❖ DISCLAIMER CLAUSE:

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

#### ❖ KEY RATIOS:

PARTICULARS	2023-24	2022-23	CHANGE IN RATIOS IN %
Current Ratio	2.58	0.19	1226.52%
Debt-Equity Ratio	0.42	0.90	(52.97)%
Debt Service Coverage Ratio	(0.25)	(0.06)	351.60%
Return on Equity Ratio (In %)	-0.21	-0.12	66.10%
Inventory turnover ratio	Nil	Nil	(100)%
Trade Receivables turnover ratio (In times)	Nil	Nil	Nil
Trade payables turnover ratio (In times)	Nil	3.01	(100)%
Net capital turnover ratio (In times)	Nil	0.72	(100)%
Net profit ratio (In %)	Nil	(0.17)	Nil
Return on Capital employed (In %)	(0.20)	(0.12)	70.29%



❖ **REASONS FOR MORE THAN 25% VARIANCE:**

<b>RATIOS WITH VARIANCE MORE THAN 25%</b>	<b>REASONS FOR VARIANCE</b>
<b>Debt service coverage ratio</b>	Variance is due increase in debt and decrease in net operating profit
<b>Trade payables turnover ratio</b>	Variance is due to decrease in purchases and decrease in trade payables

**INDEPENDENT AUDITOR'S REPORT****To The Members of Transpact Enterprise Limited****Report on the Audit of the Financial Statements****Opinion**

We have audited the standalone financial statements of Transpact Enterprise Limited ("the Company") which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss (Including Other Comprehensive Income), and the Statement of Changes in Equity for the year ended, and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards specified under Section 133 of the Act, of the statement of affairs of the Company as at March 31, 2024, and its Loss, and its Cash Flow for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The aforesaid report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including Other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those, Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements.**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, (hereinafter referred to as the "Order"), we give in the annexure A, a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and loss dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with respect to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

(g) with respect to the other matters to be included in the Auditor’s report in accordance with the requirements of the section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of section 197 of the Act.

(h) With respect to with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

In our opinion and to the best of our information and according to the explanations given to us,

- i. The Company did not have any pending litigations in its financial statements for which there were impact on its financial position ;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. **(a)** The management has represented to us that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of fund) by the Company to or in any other person(s) or entity(ies), including foreign entities (“intermediaries”), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries;

**(b)** The Management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate

Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The Company has not declared or paid any dividend during the year and has not proposed a final dividend for the year.
- vi) Based on our examination, which includes test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has not operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As per proviso 3(1) of the Companies (Account) Rules, 2014 is applicable from April 1, 2023 reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the Statutory Requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For NGMKS & Associates**

Chartered Accountants

Firm's Registration No. 024492N

Sd-

**Nitin Goyal**

Partner

Membership No 517698

Place: New Delhi

Date: 30.05.2024

UDIN: 24517698BKHHR57391



**TRANSPACT ENTERPRISES LIMITED**

204 2ND FLOOR, TIMMY ARCADE, MAKWANA ROAD MAROL, ANDHERI EAST, Mumbai City, MUMBAI,

Maharashtra, India, 400059

CIN:-U66110MH2013PLC243247

Balance Sheet as at March 31, 2024

*(All amounts in Indian Rupees in Lakhs unless otherwise stated)*

Particulars	Notes	31 March 2024	31 March 2023
<b>Equity and liabilities</b>			
<b>Shareholder's fund</b>			
Share capital	1	38.67	38.67
Reserves and surplus	2	5.58	14.66
		<b>44.25</b>	<b>53.34</b>
<b>Share application money pending for allotment</b>		-	-
<b>Non- current liabilities</b>			
Long-term borrowings	3	-	-
Long- term Liabilities		-	-
Deferred Tax Liabilities		2.30	2.72
		2.30	2.72
<b>Current liabilities</b>			
Short- term borrowings	4	5.39	27.85
Current Maturities of Long Term Borrowings		-	-
Trade payables	5	2.34	6.28
Other current liabilities	6	11.06	14.00
Short-term provisions	7	0.30	0.30
		<b>19.08</b>	<b>48.43</b>
<b>TOTAL</b>		<b>65.63</b>	<b>104.48</b>
<b>Assets</b>			
<b>Non- current assets</b>			
Fixed Assets			
Intangible assets	9	16.33	20.05
Long- term loans & advances	8	-	-
Deferred Tax Assets	10	-	-
Other non-current assets	14	-	75.00
		<b>16.33</b>	<b>95.05</b>





Current assets			
Trade receivables	11	0.15	-
Cash and bank balances	12	40.65	1.37
Inventory	13	1.25	1.25
Short-term loans and advances		-	-
Other current assets	14	7.25	6.82
		<b>49.30</b>	<b>9.43</b>
<b>TOTAL</b>		<b>65.63</b>	<b>104.48</b>
Summary of significant accounting policies			

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For NGMKS & Associates**

Firm registration number: 024492N

Chartered Accountants

Sd/-

**Nitin Goyal**

Partner

Membership No.: 517698

UDIN : 24517698BKHHR57391

Place: New Delhi

Date: 30-05-2024

**For and on behalf of the Board of Directors of**

**Transpact Enterprises Limited**

Sd/-

Raman Talwar

DIN:-07052896

(Managing Director)

Sd/-

Kaushik Mahesh Waghela

DIN:-08242466

(Director)

Sd/-

Amrita Gupta

Company Secretary



**TRANSPACT ENTERPRISES LIMITED**

204 2ND FLOOR, TIMMY ARCADE, MAKWANA ROAD MAROL, ANDHERI EAST, Mumbai City, MUMBAI,

Maharashtra, India, 400059

CIN:-U66110MH2013PLC243247

**Statement of profit & loss for the period ended March 31, 2024***(All amounts in Indian Rupees in Lakhs unless otherwise stated)*

Particulars	Notes	For the period ended March 31, 2024	For the period ended March 31, 2023
<b>Income</b>			
Income from operations	15	-	38.25
Other income	16	-	-
<b>Total Income(I)</b>		-	38.25
<b>Expenses</b>			
Change In Inventory	17	-	-
Purchase of Material	18	-	18.91
Employee benefit expenses	19	1.75	10.90
Other Expenses	20	3.73	10.99
Audit Fees	23	0.30	0.45
<b>Total expenses (II)</b>		5.78	41.25
<b>Earnings before interest, tax, depreciation and amortization (I-II)</b>		(5.78)	(3.00)
Depreciation and amortization expense	21	3.72	3.72
Finance costs	22	0.00	0.01
<b>Profit/(Loss) before tax and exceptional and prior period items</b>		<b>(9.50)</b>	<b>(6.73)</b>
<b>Tax expenses</b>			
Deferred Tax Liabilities/(Assets)		(0.42)	(0.14)
Current tax			
Total tax expense		(0.42)	(0.14)
<b>Profit/(Loss) after tax before exceptional and prior period items</b>		<b>(9.09)</b>	<b>(6.59)</b>
Exceptional and prior period items			
<b>Profit/(Loss) after tax and exceptional and prior period items</b>		<b>(9.09)</b>	<b>(6.59)</b>



Earning per equity Share of Face value @ Rs 10/- each			
Basic		(2.35)	(1.70)
Diluted		(2.35)	(1.70)

Summary of significant accounting policies

The accompanying notes are an integral part of financial statements

As per our report of even date

**For NGMKS & Associates**

Firm registration number: 024492N

Chartered Accountants

Sd/-

**Nitin Goyal**

Partner

Membership No.: 517698

UDIN : 24517698BKHHR57391

Place: New Delhi

Date: 30-05-2024

**For and on behalf of the Board of  
Directors of**

**Transpact Enterprises Limited**

Sd/-

**Raman Talwar**

**DIN:07052896  
(Managing  
Director)**

Sd/-

**Kaushik Mahesh  
Waghela**

**DIN:-08242466  
(Director)**

Sd/-

**Amrita Gupta  
(Company  
Secretary)**

**TRANSPACT ENTERPRISES LIMITED**

204 2ND FLOOR, TIMMY ARCADE, MAKWANA ROAD MAROL, ANDHERI EAST, Mumbai City, MUMBAI,  
Maharashtra, India, 400059

CIN:-U66110MH2013PLC243247

**Cash flow statement for the period ended March 31, 2024**

(All amounts in Indian Rupees in Lakhs unless otherwise stated)

	March 31 2024	March 31 2023
<b>Cash flow from operating activities</b>		
Loss/ Profit after tax	(9.09)	(6.59)
Add : Tax expenses	(0.42)	(0.14)
<b>Profit before tax</b>	<b>(9.50)</b>	<b>(6.73)</b>
Non- Cash adjustment to reconcile profit before tax to net cash flows	-	-
Depreciation and amortisation	3.72	3.72
Preliminary Expenses W/Off	-	-
Finance costs	0.00	0.01
Non-Operating Income	-	-
<b>Operating profit before working capital changes</b>	<b>(5.78)</b>	<b>(3.00)</b>
Movements in working capital:		
Increase/(Decrease) in Trade Payables	(3.94)	(3.85)
Increase/(Decrease) in Short Term Borrowings	(22.47)	(1.50)
Increase/(Decrease) in Short Term Provisions	-	-
Increase/(Decrease) in other Current Liabilities	(2.94)	6.44
Increase/(Decrease) in Long Term Provisions	-	-
Decrease/(Increase) in long-term loans & advances	-	-
Decrease/(Increase) in Other Non- Current Assets	75.00	-
Decrease/(Increase) in Trade receivables	(0.15)	-
Decrease/(Increase) in Inventory	-	-
Decrease/(Increase) in Short-term Loans & Advances	-	-
Decrease/(Increase) in Other Current Assets	(0.43)	1.28
<b>Cash generated from/(used in) operations</b>	<b>45.07</b>	<b>2.36</b>
<b>Direct taxes paid (net of refunds)</b>	<b>-</b>	<b>-</b>
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>39.29</b>	<b>(0.64)</b>
<b>Cash flow from investing activities</b>		



Purchase of fixed assets including intangible, capital work-in progress	-	-
Sale of fixed assets including intangible, capital work-in progress	-	-
Interest received	-	-
<b>Net cash flow used in investing activities (B)</b>	<b>-</b>	<b>-</b>
<b>Cash flow from financing activities</b>		
Finance costs paid	(0.00)	(0.01)
<b>Net cash flow from/(used in) financing activities (C)</b>	<b>(0.00)</b>	<b>(0.01)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>39.28</b>	<b>(0.65)</b>
Cash and cash equivalents at the beginning of the year	1.37	2.01
Cash and cash equivalents at the end of the year	<b>40.65</b>	<b>1.37</b>
Components of cash and cash equivalents		
Cash in hand	0.01	0.01
With banks - In current account	40.64	1.35
Cash and cash equivalents	<b>40.65</b>	<b>1.37</b>
	-	-

As per our report of even date

**For NGMKS & Associates**

Firm registration number: 024492N

Chartered Accountants

Sd/-

**Nitin Goyal**

Partner

**Membership No.: 517698**

UDIN : 24517698BKHHR57391

Place: New Delhi

Date: 30-05-2024

**For and on behalf of the Board of Directors of  
Transpact Enterprises Limited**

Sd/-

**Raman Talwar****DIN:07052896  
(Managing Director)****DIN:07052896**

Sd/-

**Amrita Gupta****Company Secretary**

Sd/-

**Kaushik Mahesh  
Waghela****DIN:-08242466  
(Director)****DIN:-08242466**

**ANNEXURE A****TO THE INDEPENDENT AUDITOR'S REPORT**

**Referred to in our report of even date to the members of Transpact Enterprise Limited on the financial statements for the year ended 31st March, 2024, we report that:**

**(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets**

(a) (A) In our opinion and according to the information and explanation given to us during the course of audit, the company does not have any property, plant and equipment (PPE).

(B) In our opinion and according to the information and explanation given to us during the course of audit The Company has Capitalize Technical Know-how and Development Cost pertaining to the vestibulator as intangible assets. Company has maintained proper records of intangible assets.

(b) Since the Company has recognized only intangible assets as on balance sheet date, and accordingly reporting under clause 3(i) (b) of Companies (Auditor's report) Order, 2020 is not applicable.

(c) According to the information and explanations given to us and on the basis of records examined by us, the Company does not held any immovable properties in the name of the company.

(d) According to the information and explanation given to us and on the basis of records examined by us, the Company the company does not have any property, plant and equipment (PPE). Reporting under clause 3(i) (d) of Companies (Auditor's report) Order, 2020 is not applicable.

(e ) Accordingly to the information and explanation given to us, and to the basis of our examination of the record of the Company, there are no pending proceeding initiated or are pending against the Company for holding any benami property under Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**(ii) In respect of inventory**

(a) In our opinion and according to the information and explanations given to us, physical verification of inventory except goods in transit has been conducted at reasonable intervals by the management. In our opinion the coverage and procedure of such verification by the management is appropriate and discrepancies notices on physical verification of inventory as compared to book records were not in excess of 5% or more in aggregate for each class of inventory.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupee, in aggregate, from banks on the basis of security of current assets. Reporting under clause 3(ii) (b) of Companies (Auditor's report) Order, 2020 is not applicable.

(iii) In respect of investments made, provided any guarantee or security or granted any loans or advances in the nature of loan:

(a) In our opinion and according to the information and explanation given to us during the course of audit, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register



maintained under section 189 of the Companies Act, 2013. Therefore, sub clauses (a), (b) & (c) of paragraph 3(iii) the Order are not applicable to the Company.

**(viii) Compliance of section 185 and 186:**

In our opinion and according to the information and explanation given to us during the course of audit, the Company has complied with the provisions of section 185 and 186 of the Act in respect of loans and investments of the company. Further, the company has not given any guarantee or security; accordingly, to this extent paragraph 3(iv) of the Order is not applicable.

**(ix) Public Deposits:**

In terms of the books and records examined by us, we state that the Company has not accepted any deposit from the public in terms of section 73 to 76 of the Act and the rules framed thereunder. Accordingly, clause 3(v) of the order is not applicable to the company.

**(x) Cost Records:**

In our opinion and according to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under section 148 (1) of the Act. Therefore, paragraph 3(vi) of the Order is not applicable.

**(xi) Statutory Dues:**

- (a) According to the information and explanations given to us and the books and records examined by us, we state that the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST, cess and any other statutory dues as applicable. There are no outstanding statutory dues for more than six months from the date they became payable as on 31<sup>st</sup> March 2024,
- (b) In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that there are no dues of income tax or sale tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.

**(xii) Undisclosed Income:**

According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

**(xiii) Borrowings**

- (a) In our opinion and according to the information and explanation given to us during the course of audit, the company did not have any borrowed fund during the financial year. Therefore, paragraph 3(ix) of the Order is not applicable.
- (b) According to information and explanations given to us and on the basis of our audit procedures, the company has not been declared wilful defaulter by any bank or financial institution or any other lender.





- (c) According to information and explanations given to us and on the basis of our audit procedures, the company did not have any borrowed fund during the financial year. Therefore, paragraph 3(ix) (c) of the Order is not applicable.
- (d) According to information and explanations given to us and on the basis of our audit procedures and our overall examination of financial statements of the company. We report that no fund raised on short term basis have been utilized for long term purposes by the company.
- (e) The Company does not have any subsidiary, associates and joint ventures, accordingly the reporting under clause 3(ix) (e) of the order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associates and joint ventures, accordingly the reporting under clause 3(ix)(f) of the order is not applicable to the Company.

**(xiv) Issue of securities**

- a) The company did not raise any money by way of initial public offer or further public offer including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- b) During the year the Company has not any made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. So, accordingly the reporting under clause 3(x)(b) of the order is not applicable to the Company.

**(xv) Fraud:**

- a) To the best of our knowledge, and information and explanations given by the management, we report that, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 (as prescribed) under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report. So accordingly the reporting under clause 3(xi)(b) of the order is not applicable to the Company.
- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year. So accordingly the reporting under clause 3(xi)(c) of the order is not applicable to the Company.

**(xvi) Nidhi Company:**

In our opinion and according to the information and explanation given to us during the course of audit, the company is not a Nidhi company. Therefore, clause 3(xii) of the Order are not applicable.



**(xvii) Related Parties**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

**(xviii) Internal Audit**

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports issued to the Company during the year and covering the period upto March 2024.

**(xix) Non- cash transactions:**

In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.

**(xx) Section 45-IA of the Reserve Bank of India Act,1934:**

In our opinion and according to the information and explanation given to us during the course of audit, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**(xxi) Cash Losses:**

The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

**(xxii) Resignation of Statutory Auditors:**

There has been resignation of the statutory auditors of the Company during the year. Accordingly reporting to ROC through ADT-3 has been filed on timely manner and proper communication and desire NOC has been obtained.

**(xxiii) Ability to pay liabilities**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company may capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the

audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**(xxiv) CSR Unspent Amount**

In our opinion and according to the information and explanation given to us. There is no unspent amount under sub section (5) of the section 135 of the Companies Act,2013 pursuant to any project, accordingly clause 3(xxa) and 3(xxb) of the order are not applicable.

**(xxv) Qualification or adverse remarks in the Financial Statements:**

The reporting under clause 3(xxi) of the order is not applicable in respect of audit of financial statements, accordingly no comment in respect of the said clause has been included in this report.

**For NGMKS & Associates**

Chartered Accountants

Firm's Registration No. 024492N

Sd-

**Nitin Goyal**

Partner

M No 517698

Place: New Delhi

Date: 30.05.2024

UDIN: 24517698BKHRS7391

**ANNEXURE B****TO THE INDEPENDENT AUDITORS' REPORT**

**Referred to in our report of even date to the members of Transpact Enterprise Limited on the financial statements for the year ended 31st March, 2024**

**Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of **Transpact Enterprise Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls with reference to financial statements**

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with respect to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with respect to financial statements and their operating effectiveness. Our audit of internal financial control with respect to financial statements included obtaining an understanding of internal financial control with respect to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with respect to financial statements.

### **Meaning of Internal Financial Controls with respect to financial statements**

A Company's internal financial control with respect to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with respect to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with respect to financial statements**

Because of the inherent limitations of internal financial controls with respect to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with respect to financial statements to future periods are subject to the risk that the internal financial controls with respect to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with respect to financial statements and such internal financial controls with respect to financial statements were operating effectively as at 31st March, 2024, based on the internal controls with respect to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **For NGMKS & Associates**

Chartered Accountants

Firm's Registration No. 024492N

Sd-

### **Nitin Goyal**

Partner

Membership No 517698

Place: New Delhi

Date: 30.05.2024

UDIN: 24517698BKHRS7391



## ANNEXURE C

### 1. Company Information / Overview

Transpact Enterprise Limited ("the Company") is a BSE Listed company domiciled in India and incorporated under the provisions of the Companies Act. Transpact is dealing in investment portfolio, Investment advisory, Corporate funding, Market consulting, for various clients.

### 2. Basis of preparation

#### A. Statement of Compliance

The financial statements comply with Indian Accounting Standards as prescribed under the Companies Act, 2013 (the "Act"), relevant provisions of the Act and other accounting principles generally accepted in India. The financial statements are prepared on accrual and going concern basis.

The financial statements up to year ended 31 March 2024 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act

1. The Company started providing services after incorporation on national level.
2. All the Schedules form an integral part of Balance Sheet and Profit and loss Account
3. Amount due to MSME enterprises are required to be mentioned separately for trade payables, however no vendor has been intimated to company during the year.
4. No Transactions represented by book entries are prejudice to the interest of the Company and no personel expenses have been charged to accounts.

Details of the Company's accounting policies are included in Note 2.1.

#### B. Functional and presentation currency

These financial statements are presented in Indian Rupees nearest to Lac (Rs.), which is also the Company's functional currency.

#### C. Basis of measurement

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The financial statements have been prepared on the historical cost basis.

#### D. Critical accounting estimates and judgment's

In preparing these financial statements, management has made judgment's, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.



### **Judgements and estimates**

Information about significant areas of estimation / uncertainty and judgements made in applying accounting policies that have the most significant effects on the financial statements are as follows:

- Note 2.1.B and 2.1 C - Measurement of useful life and residual values of property, plant and equipment and useful life of intangible assets
- Note 2.1.G- recognition of deferred tax assets: assessment of convincing evidence that sufficient future taxable profits are available against which tax losses carried forward can be used
- Note 2.1.F- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 2.1.D - impairment of financial and non-financial assets.

### **2.1 Significant Accounting Policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

#### **A. Current & Non-current classification**

All assets and liabilities are classified into current and non-current.

#### **Assets**

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### **Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.





Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

## B. Property, plant and equipment

### i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises:

- Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and
- Any costs directly attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

### ii. Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

### iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to the Statement of Profit and Loss. Depreciation on fixed assets are calculated on a WDV basis of the useful life as prescribed in Schedule II of the Companies Act, 2013.

The estimated useful lives of items of property, plant and equipment are as follows:

Assets	Useful lives (years)
Furniture & Fixtures	10
Office Equipments	5
Computer & Laptop	3

The useful lives in order to reflect the technological obsolescence and actual usage of the asset have been determined based on internal evaluation done by management. The management believes that these estimated useful lives reflect fair approximation of the period over which the assets are likely to be used.

Depreciation is calculated on a pro rata basis for assets purchased/sold during the year.

The residual values, useful lives and methods of depreciation of property plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.



**C. Intangible assets*****i. Recognition and measurement***

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and are carried at cost less accumulated amortisation and impairment losses, if any.

**D. Impairment of non-financial assets**

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

**E. Employee benefits**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. However all employee engagement are contractual basis.

**F. Revenue****Revenue from rendering of services**

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, etc. If any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A liability is recognised where payments are received from customers before providing services to the customer.

**Interest Income**

Interest income on financial assets (including deposits with banks) is recognized using the effective interest rate method on a time proportionate basis. The effective interest rate approximates the contracted interest rate.

**G. Income tax**

Tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.



**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted for the relevant reporting period.

**Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes,

**H. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. During the year, Company are wholly and exclusively Dealing in investment portfolio, Investment advisory, Corporate funding, Market consulting,

**I. Earnings per share**

The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting profit attributable to equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares.

**J. Provisions and contingent liabilities and assets****Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingent liabilities and assets**

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.



Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

#### K. Cash and cash equivalents

Cash and cash equivalents comprises of cash at banks and on hand and short-term deposits with an original maturity, which are subject to an insignificant risk of changes in value.

#### L. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

For traded goods, cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

#### M. Use of Estimate and judgements

Preparation of the financial statements in conformity with Indian accounting standards requires management to make estimates and assumption that affects the reported balances of assets and liabilities, disclosure relating to contingent liabilities as at the date of financial statements and reported amount of income and expenditure during the period.

Accounting estimate could change from period to period, actual results could differ from those estimates, appropriate changes in estimate are made as the management become aware of changes in circumstance surrounding the estimates. Changes in estimates are reflected in the financial statements in the periods in which changes are made, if material, their effects are disclosed in the notes to the financial statements.

#### N. Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

#### For NGMKS & Associates

FRN:024492N

Chartered Accountants

Sd-

Sd-

#### Nitin Goyal

Partner

Membership no.:517698

UDIN: 24517698BKHRS7391

Place: Delhi

Date:30.05.2024

#### On behalf of the board of directors

Transpact Enterprise Limited

Sd-

#### Kaushik Mahesh Wagela

Director

DIN:08242466

Sd-

Amrita Gupta

Company Secretary



**Annexure****Date: 30.05.2024**

To,  
**BSE LIMITED**  
Listing Department,  
P.J. Towers, Dalal Street,  
Fort, Mumbai - 400 001

**Scrip Code: 542765**

**Sub: Declaration pursuant to Regulation 33(3) (d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended till date.**

Dear Sir/Madam,

We hereby declare that the Statutory Auditors of the Company, M/s NGMKS & Associates, Chartered Accountants have issued Audit Report with unmodified opinion on Audited Standalone Financial Results of the Company for the Financial Year ended 31<sup>st</sup> March, 2024. This declaration is given in compliance with Regulation 33(3) (d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take the same on your records.

Thanking You,

**Yours faithfully,**  
**For Transpact Enterprises Limited**

Sd-

**Amrita Gupta**  
**(Company Secretary & Compliance Officer)**  
**M. No. A44487**

