

Trans Freight Containers Ltd.

Office : 72-73, Nariman Bhavan, Nariman Point, Mumbai 400 021. (INDIA) • CIN : L34203MH1974PLC018009
Tel. : 91 (22) 2204 0630 / 2202 2172 • Fax : 91 (22) 22041773 • E-mail : tfcl@vsnl.com / tfcl2008@rediffmail.com
Factory : J-1 & J1 - 1, M.I.D.C. Tarapur Industrial Area, Boisar, Tarapur, Dist. : Palghar - 401 501.
Regd. Off. : Mulund Ind. Services Co.op. Society Ltd. Nahur Road, Mulund (W), Mumbai 400 080. • Tel.: 91 (22) 2561 0932

September 06, 2022

To,
The Secretary,
Dept. of Corporate Service/Listing Department,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

Sub : Submission of 48th Annual Report of the Company
Scrip Code No. 513063

Dear Sir,

Pursuant to Regulation 30 and 34(1)(a) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2021-22 alongwith the Notice convening the 48th AGM of the Company is attached, which is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For Trans Freight Containers Ltd.

Badal Mittal
Whole-time-Director
DIN : 00076143



Encl : as above.



TRANS FREIGHT CONTAINERS LIMITED

**48th Annual Report
2021-2022**

TRANS FREIGHT CONTAINERS LTD.

BOARD OF DIRECTOR

Shri Badal Mittal	Whole-time Director
Shri Anil Mittal	Non-Executive Director
Shri Nikhil Dalmia	Non-Executive Director
Shri Narendra K. Mundra	Independent Director
Mrs. Poornima S. Agarwal	Independent Director (Resigned w.e.f. 14th April, 2021)
Ms. Runnu Mahadev Polley	Additional Independent Director (Appointed w.e.f. 13 th August, 2021)

COMPANY SECRETARY

Mrs. Pushpalata V. Mishra

CHIEF FINANCIAL OFFICER

Chandrabhan R. Singh

AUDITORS

M.N. Desai & Associates
Chartered Accountant

BANKERS

Bank of Maharashtra
Canara Bank
IDBI Bank Ltd.

REGISTRARS

Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Road,
Vikhroli (W), Mumbai-400083.
Tel.: 022-49186000
Fax : 022-49186060

CIN:L34203MH1974PLC018009

REGISTERED OFFICE

Mulund Industrial Service Co-op. Society Ltd.
Nahur Road, Mulund (w), Mumbai-400080

WORKS

G-8/2, M.I.D.C. Tarapur Industrial Area
Tarapur 401501 (Via Boisar W.Rly)

CORPORATE OFFICE

72-73, Nariman Bhavan,
Nariman Point, Mumbai-400021



NOTICE

NOTICE is hereby given that the 48th Annual General Meeting of the Members of **TRANS FREIGHT CONTAINERS LIMITED** will be held at the Registered Office of the Company at **Mulund Industrial Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080** on Friday, 30th September, 2022 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements as at 31st March, 2022 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri Nikhil Dalmia (DIN:01346777) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s.Ramanand & Associates Chartered Accountants (ICAI Firm Registration No.117776W) as Statutory Auditors of the Company in the place of **M/s M.N. Desai & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 129571W)** the retiring Statutory Auditors and to authorise the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass the following Resolution as **an Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, **M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No.117776W)**, be and are hereby appointed as the Statutory Auditors of the Company in the place of the retiring Statutory Auditors, **M/s M.N. Desai & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 129571W)** to hold the office for a period of 1 (One) year from the conclusion of this 48th Annual General Meeting until the conclusion of the 49th Annual General Meeting of the Company to be held in the year 2023 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

4. To approve continuation of **Mr. Badal M. Mittal (DIN 00076143)** as **Whole Time Director** upon attaining age of **70 (Seventy)** year and in this regard, to consider and, if through fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Whole Time Director by **Mr. Badal M. Mittal (DIN: 00076143)** who has attained the age of 70 (Seventy) years on 30th May, 2022 upto the expiry of his present term of office, on the existing terms and conditions as approved in the Annual General Meeting held on 30th September 2019 by an Ordinary Resolution

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By Order of the Board of Directors,

BADAL MITTAL
Whole-time Director
DIN: 00076143

REGISTERED OFFICE :

Mulund Industrial Services Co-op. Society Ltd.
Nahur Road, Mulund (West), Mumbai - 400 080.
Place : Mumbai
Date: 12th August, 2022

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES INSTEAD OF HIMSELF / HERSELF AND VOTE ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE PROXY FORMS, TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The Proxy form should be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, it must be supported by an appropriate resolution/authority, as applicable.
6. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their Representative to attend and Vote on their behalf at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2022 to 30th September 2022 (both days inclusive).
9. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialized at the earliest.
10. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the shares held by them in the Company, can make nominations in Form SH.13.
11. Members are requested to promptly notify any change in their address to the Company or to the Registrar and Share Transfer Agents.
12. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/Registrar and Share Transfer Agent.
13. The notice of the 48th AGM alongwith the Annual Report 2021-22 are being sent thru electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2021-22 will be available on the website of the Stock Exchange i.e. BSE Ltd at www.bseindia.com.
14. Appointment of Scrutinizer:

Mr. K.C.Nevatia, Practicing Company Secretary (Membership No.FCS. 3963 and CP No. 2348) has been appointed as Scrutinizer to scrutinize the e-voting process as well as voting by poll in fair and transparent manner.

15. Voting through electronic means

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode,:

Pursuant to SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 - a. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the «Beneficial Owner» icon under «Login» which is available under «IDeAS» section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 - b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 - a. Existing users who have opted for Easi / Easiest, can login through their 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 are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 - c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

- d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.



Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- o It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- o For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- o During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk Link Intime India Private Limited

TRANS FREIGHT CONTAINERS LTD.

Details of Directors seeking appointment/re-appointment at the forth coming Annual General Meeting (in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015) are as under:

Name of Director	Shri Nikhil Dalmia	Shri Badal M. Mittal
Date of Birth	29/03/1983	30/05/1952
Date of first appointment	14/11/2017	08/02/1996
Qualifications	B.Sc. From New York University	B.E, MBA(USA)
Expertise in specific functional areas and experience	Manufacturing in various industries.	Wide experience in the business of construction
Relationship between directors inter-se	There is no inter-se relationship among directors.	There is no inter-se relationship among Directors
Directorships held in other Public Companies (Excluding Private Companies)	NIL	Aurangabad Paper Mills Limited
Membership of Audit Committees and Stakeholders Relationship Committees across public companies	1	1
Shareholdings in the Company	NIL	86441



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:

M/s M.N. Desai & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 129571W), were appointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) of the Company held on 30th September, 2017 for a period of 5 years and to hold the office till the conclusion of the Annual General Meeting to be held in the year 2022 and thus will be completing their term in the ensuing 48th Annual General Meeting. As per the provisions of Section 139(2) of the Companies Act, 2013("the Act"), no listed company can appoint or re-appoint an Individual as auditor for more than one term of Five years. Hence, **M/s M.N. Desai & Associates** retires as the Statutory Auditors of the company at the conclusion of the 48th Annual General Meeting. Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the Board of Directors of the company has at its meeting held on 12th August, 2022, proposed to appoint **M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No. 117776W)** as the Statutory Auditors of the Company for a period of 1 (One) year commencing from the conclusion of 48th Annual General Meeting till the conclusion of the 49th Annual General Meeting to be held in the year 2023. **M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No. 117776W)**, have consented to the said appointment. They have further confirmed that they fulfill the conditions prescribed under proviso to Section 139(1) and are not disqualified to be appointed as Statutory Auditors in terms of the provisions Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution as set out at item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4

Continuation of Mr.Badal M. Mittal (DIN: 00076143) as Whole Time Director upon attaining age of (70) Seventy years.

The Shareholders of the Company at the 45th Annual General Meeting held on 30th September, 2019 approved appointment of Mr.Badal M. Mittal (DIN: 00076143) as a Whole Time Director of the Company for a period of five years effective from 3rd December, 2018 to 2nd December, 2023 through an Ordinary Resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. Mr.Badal M. Mittal, Whole Time Director has attained the age of 70 years on 30th May, 2022. The Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 70 years for remaining period of his tenure. The Board therefore recommends the Special Resolutions as set out at item No. 4 of the Notice for your approval.

Mr. Badal M. Mittal is B.E., MBA (USA). He is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.4 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr.Badal M. Mittal would benefit the Company, by his knowledge and experience. In the opinion of the Board, of Mr. Badal M. Mittal fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as a Whole Time Director. The Details required under Regulations 36 (3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice.

Except Mr.Badal M. Mittal, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in as set out at item no. 4 of the Notice.

By Order of the Board of Directors,

BADAL MITTAL
Whole-time Director
DIN: 00076143

REGISTERED OFFICE :

Mulund Industrial Services Co-op. Society Ltd.
Nahur Road, Mulund (West), Mumbai - 400 080.
Place : Mumbai
Date: 12th August, 2022

TRANS FREIGHT CONTAINERS LTD.

DIRECTOR' REPORT

To,

The Shareholders

Your Directors present their 48th Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2022.

FINANCIAL RESULTS:

(Rs.) Year ended

	31/03/2022	31/03/2021
Profit/(Loss) before Interest, Depreciation & Taxation	22219587	97256454
Less: Depreciation	445621	489244
Profit / (Loss) before tax during the year	21773966	96767210
Profit / (Loss) after tax during the year	19704630	86884516
Profit/ (Loss) brought forward from previous year	(368915268)	(455799784)
Profit / (Loss) before Appropriation	(349210638)	(368915268)
Adjustment of prior period Tax	(8615691)	0
APPROPRIATIONS	(357826329)	(368915268)
Provision for Tax	0	0
Balance Carried to Balance Sheet	(357826329)	(368915268)

DIVIDEND:

In view of accumulated losses, your Directors are unable to recommend any dividend for the financial year ended 31st March, 2022.

TRANSFER TO RESERVES:

During the year under review, no amount was transferred to general reserves.

PERFORMANCE:

The turnover of your Company for the year ended March 31, 2022 was Rs.Nil as against Rs.98,000 in the previous year. Your Company has earned a Profit of Rs.2,22,19,587 before Interest, Depreciation and Taxation as against a profit of Rs.9,72,56,454 in the previous year. After providing for interest of Rs. Nil (Previous year Rs.Nil) and Depreciation of Rs. 4,45,621 (Previous year Rs. 4,89,244) your Company has a net profit of Rs. 2,17,73,966 as against a net profit of Rs. 9,67,67,210 in the previous year. Your Company's manufacturing activities of ISO Marine Cargo Container remains suspended as container production has not yet become viable.

Share Capital:

The Company has not issued any shares during the financial year 2021-22 and therefore the Share Capital remained same during the said year.

Current Status:

The Company has shelved the plans to re-start the manufacturing activities as the same is no longer feasible. Hence the Company had undertaken to liquidate it's assets as it was not in it's interest to hold on to it for a longer period.



Changes in Nature of Business and Revision in the Board's Report:

There is no change in the nature of business of the Company during the year and hence there is no revision made in the Board's Report.

Directors and Key Managerial Personnel:

(1) Directors:

- a) Shri Nikhil Dalmia (DIN:01346777), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
- b) Mrs. Poornima S. Agarwal (DIN: 01912716) Independent Director of Company has resigned from the Board of the Company w.e.f. 14th April, 2021.
- c) Ms. Runnu Mahadev Polley (DIN: 09279308) was appointed on 13th August, 2021 as an additional Non-Executive, Independent Woman Director on the Board of the Company and was regularized in the Annual General Meeting held on 30th September, 2021.
- d) There is no other change in the composition of the Board of directors.

(2) Key managerial Personnel:

The Company has following Key Managerial Personnel:

Sr. No.	Name of the Person	Designation
1	Shri Badal Mittal	Whole-time Director
2	Shri Chandrabhan R. Singh	Chief Financial Officer
3	Smt. Pushpalata V. Mishra	Company Secretary

(3) Declaration by Independent Directors:

The Company has received necessary declarations from the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the rules made there under and are independent of the management.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, Composition of the Board and its Committees, performance of specific duties, obligations and governance.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The performance evaluation of the chairman and the Non-Independent Directors was carried out by Independent Directors. The Board of Directors expressed its satisfaction with the evaluation process. Similarly, the Board has evaluated the performance of Independent Directors without their presence in the meeting.

The Company has as recommended by Nomination and Remuneration Committee formulated a Policy for determining qualifications, positive attributes and independence of a Director and relating to the remuneration for the directors, key managerial personnel and other employees.

TRANS FREIGHT CONTAINERS LTD.

PUBLIC DEPOSITS:

The Company has not accepted any deposits from the public.

DIRECTORS RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that: -

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; 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.
- the directors have selected such accounting policies and applied consistently to the affairs of the Company as at 31st March, 2022 and of the profit of the Company for the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis; and the directors have laid down proper systems financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- Proper internal financial controls were laid down and such internal financial controls were adequate and were operating effectively; and
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

Information as required under Rule 5(2) & 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under.

1. Top Ten Employees in terms of remuneration drawn during the year

Sr. No.	Name	Designation/ Nature Duties	Remuneration	Qualification	Experience (in years)	Date of Commence of Employment	Age (in years)	Last Employment Held
1	Mrs. Pushpalata Mishra	Company Secretary	2,93,200	C.S.	12	01.08.2019	41	NA
2	Mr. Chandrabhan R. Singh	Chief Financial Officer	2,89,418	B.Com., DIEM	36	01.08.1985	61	NA
3	Mrs. Pranita P. Mulgaonkar	Accounts Assistant	3,56,813	B.A.	31	20.06.1991	54	Goa Urban Co-op. Bank
4	Mrs. Pushpa Singh	Accounts Assistant	2,89,418	H.S.C.	10	01.04.2012	57	NA
5	Mrs. Catherine L. Kangare	Stenographer	2,79,582	F.Y.B.Com	24	26.08.1996	63	Western Rolling Mills Ltd.
6	Mr. Santosh Singh Yadav	Store Manager	2,61,267	B.A.	40	09.12.1981	65	NA
7	Mr. Mohammed M. Ansari	Accounts Clerk	2,29,888	H.S.C.	28	24.11.1992	47	NA

There are only 7 employees of the Company.



2. Details of Employees who were:

- a) Employed throughout the Financial Year under review and were in receipt of remuneration for the Financial Year in the aggregate of not less than Rs. 1,02,00,000 per annum- **NIL**
- b) Employed for the part of the Financial Year under review and were in receipt of remuneration at the rate of not less than 8,50,000/-per month: **NIL**
- c) There was no employee either throughout the financial year or part thereof who was in receipt of remuneration which in the aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or along with his spouse or dependent children two percent or more of the Equity Shares of the Company.
- d) None of the above employees is a relative of any Director of the Company.

Disclosure under Section 197(12) of the Companies Act, 2013 and other Disclosure as per Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

Since none of the Directors is in receipt of any remuneration, the ratio of remuneration to the median remuneration of the employees is not applicable.

Disclosure under Section 197(14) of the Companies Act, 2013

The Company does not have any holding or subsidiary Company and therefore the question of receiving any remuneration or commission by the executive Director of the Company from any of the holding or subsidiary Company does not arise.

Number of Board Meetings:

During the Financial year, total 5 (Five) meetings of the Board of Directors were held on 09.04.2021, 30.06.2021, 13.08.2021, 12.11.2021 and 09.02.2022 respectively.

Following committees have been constituted by the Board of Directors:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

Composition of Audit Committee:

The details pertaining to the composition of Audit Committee are included in the Corporate Governance Report, which forms part of this report.

Composition of Nomination and Remuneration Committee:

The details pertaining to the composition of Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this report.

Composition of Stakeholders Relationship Committee

The details pertaining to the composition of Stakeholders Relationship Committee are included in the Corporate Governance Report, which forms part of this report.

Corporate Social Responsibility:

None of criteria prescribed under Section 135(i) of the Companies Act, 2013 was applicable to the Company during the immediately preceding Financial Year i.e. year ended on 31st March, 2022 and therefore the provisions of Corporate Social Responsibility as contained under Section 135 of the said Act and Rules made thereunder are not applicable to the Company.

TRANS FREIGHT CONTAINERS LTD.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

- (A) Presently, the Company is not engaged in any manufacturing activity and therefore the provisions relating to conservation of energy and technology absorption are not applicable to it. However, adequate measures are being taken to reduce energy consumption, wherever possible.
- (B) The company has neither acquired nor absorbed any technology during the year under review.
- (C) Foreign Exchange Earning- Nil
Foreign Exchange Outgo- Nil

LISTING OF SHARES:

The Shares of your company are listed on BSE Ltd. The company has paid Annual Listing Fee for the year 2022- 2023 and also Annual Custodian Fees in respect of Shares held in dematerialization mode to NSDL and CDSL for the year 2022-23.

STATUTORY AUDITORS:

Pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder, the Board of Directors had appointed M/s. M.N. Desai & Associates, Chartered Accountants (Firm Registration No. 129571W), as the Statutory Auditors of the Company for a period of five financial years from 01.04.2017 to 31.03.2022. Now, the term of M/s. M.N. Desai & Associates is expiring and they are retiring at the conclusion of ensuing 48th Annual General Meeting. Accordingly, appointment of M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration No. 117776W) is recommended by the Board of Directors for approval of shareholders in ensuing 48th Annual General Meeting as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. M.N. Desai & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 129571W) for a period of 1(One) year from the conclusion of this 48th Annual General Meeting until the conclusion of the 49th Annual General Meeting of the Company to be held in the year 2023 and to authorize the Board of Directors of the Company to fix their remuneration.

AUDITORS' REPORT:

There are no remarks or qualifications in the Auditors' Report requiring any specific explanation.

During the year under review, the Auditors of the Company have not reported to the Audit Committee of the Board under Section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers and employees.

SECRETARIAL AUDIT:

Pursuant to provisions of Section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company had appointed M/s. K. C. Nevatia & Associates, a firm of Company Secretaries in Practice (C. P. No. 2348) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is enclosed as “Annexure - A” and forms an integral part of this Report.

Directors Explanation to Qualification in Secretarial Audit Report:

- a) The Board of Directors is making its best efforts to persuade all the promoters to get their shares demated.
- b) The company is not maintaining its website as it is not carrying on any business activity.
- c) The observation in the Secretarial Auditors Report regarding delay in appointment of a Non-Executive Woman Independent Director as mentioned in item No. 3 thereof is self-explanatory and does not require any clarification from the Board.



Annual Return:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report. Since, the company is not maintaining any website, the same is not applicable.

Compliance Certificate of the Auditors:

The Company has obtained a certificate from the statutory auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the same is annexed hereto as **Annexure-B**.

CORPORATE GOVERNANCE:

A separate report on Corporate Governance as required under Listing Regulations, 2015 is annexed as **"Annexure – C"** hereto.

The details of significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

No such order was passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Internal Control Systems:

Adequate internal control systems commensurate with the nature of the Company's business and size of its operations are in place. Adequate measures are taken to utilize the assets and resources of the Company economically and efficiently. The Board continued to review the internal control system from time to time.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the financial year end of the company to which financial results relate and the date of this report:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

Particulars of loans, investments and securities:

The details of Loans, Securities and Investments as covered under the provisions of section 186 of the Companies Act, 2013 are given in the Note No. 6 and 7 to Financial Statements.

Particulars of contracts or arrangement with related parties:

The Company has not entered into any transaction with any of the related party during the year under review. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted and therefore disclosure in form AOC-2 is not required.

Risk Management Policy:

The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the operations of the Company are exposed to. Risk is managed by the Board through appropriate structures that are in place at the Company.

Cost Audit:

The maintenance of cost records has not been specified by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company.

Compliance with Secretarial Standards

The Company has complied with the Secretarial Standards i.e. SS-1 and SS-2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively issued by the Institute of Company Secretaries of India.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company has zero tolerance towards sexual harassment at the workplace. Internal complaint committee has been set up to redress complaints regarding sexual harassment. During the year under review, there were no instances of sexual harassment of women at workplace pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

On behalf of the Board of Directors,

BADAL MITTAL

Whole-time Director

DIN: 00076143

Place: Mumbai

Date: 27th May, 2022

ANIL MITTAL

Director

DIN: 00040337



ANNEXURE - A
Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Company's Financial Year from **1st April, 2021 to 31st March, 2022**

[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,

Trans Freight Containers Limited
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Trans Freight Containers Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing our opinion thereon.

We hereby state that physical verification of documents of **Trans Freight Containers Limited** could not be done by us. Therefore, based on our online verification of **Trans Freight Containers Limited's** books, papers, minute books, forms and returns filed and other records as maintained by the Company and produced electronically by the Company as 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 March 31, 2022 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2022** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, which were not attracted to the Company during the financial year under report.
3. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
4. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
5. 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, 2015;
 - c. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015;
6. Employees Provident Fund and Miscellaneous Provisions Act, 1952
7. Employees State Insurance Act, 1948
8. Employers Liability Act, 1938
9. Environment Protection Act, 1986 and other environment laws.
10. Equal Remuneration Act, 1976
11. Indian Contract Act, 1872
12. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Sections and T.D.S. Returns filed.
13. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed.

14. Indian Stamp Act, 1899
15. Maharashtra Stamp Act, 1958
16. Maternity Benefits Act, 1961
17. Negotiable Instruments Act, 1881
18. Payment of Bonus Act, 1965
19. Payment of Gratuity Act, 1972
20. The Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013
21. Shops and establishments Act
22. The Companies (Indian Accounting Standards) Rules, 2015.

Our comments, observations and audit qualifications are stated in Annexure to this report and forms part of this report.

We 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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to extent applicable **except our comments and observations as stated in Annexure to this report and forms part of this report.**

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director and Independent Directors. There is no change in the composition of the Board of Directors during the financial year under review.

Adequate notice with agenda was given to all Directors to schedule the Board Meetings and the same was sent at least seven days in advance, and 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.

All the Board/ Committee decisions are taken unanimously.

We 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 except as stated in the annexure to this report.

We further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

For K.C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES

K.C.NEVATIA

Proprietor FCS No.: 3963

C.P. No. 2348

UDIN: F003963D000403681

Place : Mumbai

Date : 27-05-2022

This Report is to be read with our letter of even date which is annexed and forms an integral part of this report.



Annexure B

Annexure to our Secretarial Audit Report dated 27th May, 2022

On Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Shareholding of Promoter and Promoter Group:

Only 56.94% of the Shareholding of Promoter & Promoter Group is in dematerialised form. However, as per Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100% Shareholding of Promoter & Promoter Group has to be in dematerialised form.

2. Website of company

The company is not maintaining its website as required as per Regulations 46 and 62 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Delay in appointment of Woman Director

As required under Section 149(1) of the Companies Act, 2013 read with (Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors could not fill up the intermittent vacancy of a woman director caused due to the resignation of Mrs. Poornima Agrawal on April 14, 2021, within 3 months from the date of such vacancy or not later than immediate next board meeting, whichever is later. The women Independent Director was appointed by Board of Directors on 13th August, 2021 by delay of 29 days.

For K.C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES

K.C. NEVATIA

Proprietor FCS No.: 3963

C.P. No. 2348

UDIN: F003963D000403681

Place : Mumbai

Date : 27-05-2022

TRANS FREIGHT CONTAINERS LTD.

To,

The Members

Trans Freight Containers Limited
Mumbai

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 as 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 processes and practices, we followed provide a 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. Where ever 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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has con ducted the affairs of the Company.

For K.C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES

K.C.NEVATIA

Proprietor FCS No.: 3963

C.P. No. 2348

UDIN: F003963D000403681

Place : Mumbai

Date : 27-05-2022



ANNEXURE-C

AUDITOR'S CERTIFICATE

To,
The Members of
Trans Freight Containers Ltd.
Mumbai.

We have examined the compliance of conditions of corporate governance by Trans Freight Containers Ltd, for the year ended 31.03.2022 as stipulated in Regulations 17 to 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has fully complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, 2015.

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

For **M.N. Desai & Associates**
Chartered Accountants
Firm Registration No 129571W

Manish N. Desai
Proprietor
ICAI Membership No.131094
UDIN: 22131094AJSXMX9631

PLACE: Mumbai
DATE: 27.05.2022

ANNEXURE D REPORT ON CORPORATE GOVERNANCE

1. Company Philosophy on Corporate Governance

The company's philosophy on code of governance is aimed at assisting the Board of Directors in efficient Conduct of The Company's affairs and in meeting its obligations to shareholders. The company has adopted a codified corporate governance charter, inter alia, to discharge its corporate responsibilities and achieve its financial objectives.

Your Company is in compliance with the requirements on Corporate Governance during the FY 2021-22.

A Report on compliance with the Corporate Governance provisions as prescribed under SEBI (LODR) Regulations, 2015 is given below.

2. Board of Directors Composition

Your Company has the combination of Executive and Non-Executive Directors in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015.

The present strength of the Board of Directors is a mix of four Non-Executive Directors and one Executive Director. Out of four Non-Executive Directors, two are Independent Directors including one Women director.

The Chairman of the Board is a Non-Executive Director.

Attendance at Board Meetings

During the financial year 2021-22, 5 (Five) meetings of the Board of Directors were held on 09.04.2021, 30.06.2021, 13.08.2021, 12.11.2021 and 09.02.2022.

The Agenda along with the background notes and supporting documents are circulated to the Directors well in advance of the date of the Board Meetings.

The information on attendance of each director at the meeting of the Board of Directors held during the year ended 31st March, 2022 and last Annual General Meeting of the Company is as under:

Name of Director	Category	No. of Board Meetings held during the year 2021-22		Attendance at last AGM	Directors hips in Other Public Companies	Committee positions Held in other Companies	Number of Shares Held
		Held	Attd.				
Mr.Badal Mittal	Executive	5	5	Yes	1	-	86441
Mr.Nikhil Dalmia	Non-Executive	5	1	Yes	0	-	----
Mr.Anil Mittal	Non-Executive	5	5	Yes	3	-	1600
Mr.Narendra Mundra	Non-Executive & Independent	5	5	Yes	0	-	----
*Ms.Runnu Polley	Non-Executive & Independent	2	2	Yes	0	-	----
#Mrs.Poornima Agarwal	Non-Executive & Independent	1	0	No	0	-	----

Mrs.Poornima Agrawal resigned as Non-Executivve Woman Independent Director of the Company with effect from 14th April, 2021.

*Ms. Runnu Polley was appointed as Non-Executive Woman Independent Director of the Company with effect from 13th August, 2021.

Inter-se relationships among Directors:

There is no inter-se relationship among the directors.

Number of shares and convertible instruments held by Non – Executive Directors:

Name of Director	Category	No. of Shares held
Mr. Anil Mittal	Non-Executive Director	1600
Mr. Nikhil Dalmia	Non-Executive Director	0
Ms. Runnu Polley	Non-Executive & Independent Director	0
Mr. Narendra Mundra	Non-Executive & Independent Director	0

The Company has not issued any convertible instruments hence disclosure in this respect is not applicable.

Meeting of Independent Directors:

The meeting of Independent Directors was held on Wednesday, 9th February, 2022, inter alia to:

- Review the performance of Non – Independent Directors, and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company taking into account the views of the Executive and Non – Executive Directors;
- Assess the quality, content and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this meeting.

Familiarization programmer for Independent Directors

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc.

COMMITTEES OF THE BOARD

The Committees of the Board plays a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters as and when required. Following committees have been constituted by the Board of Directors:

1) Audit Committee

i. Composition, Name of Members and Chairman

The Company has an Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

Audit Committee consists of three Directors Viz:

- Mr. Anil Mittal – Non-Executive Director
- Mr. Narendra Mundra – Independent Director
- Ms. Runnu Polly – Independent Director

Mr. Narendra Mundra is the Chairman of Audit Committee who was present at the last Annual General Meeting held on 30th September, 2021.

ii. Brief description of terms of reference

The terms of reference of the Audit Committee are in accordance with Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee reviews internal financial controls and Risk Management Systems of the Company. The Committee reviews the unaudited quarterly financial results and audited annual financial results before these are presented before the Board.

iii. Meeting and Attendance during the year

The Audit Committee met 5 (Five) times during the year on 09.04.2021, 30.06.2021, 13.08.2021, 12.11.2021 and 09.02.2022. The attendance of each member of the committee is given below:

Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended
Anil Mittal	5	5
Narendra Mundra	5	4
*Runnu Polley	2	2
#Poornima Aggarwal	1	1

Mrs. Poornima Agrawal resigned as Non-Executive Woman Independent Director of the Company with effect from 14th April, 2021.

*Ms. Runnu Polley was appointed as Non-Executive Woman Independent Director of the Company with effect from 13th August, 2021.

The Company Secretary is the secretary of the committee.

2) Nomination and Remuneration Committee

i. Composition, Name of Members, Chairman and Attendance

The Company has a Nomination and Remuneration Committee in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

Nomination and Remuneration Committee comprises of: -

1. Shri. Anil Mittal - Non-Executive Director
2. Ms. Runnu Polley - Independent Director
3. Shri. Narendra Mundra - Independent Director

ii. Brief description of Terms of Reference

The terms of reference are in accordance with the provisions of Section 178 of the Companies Act, 2013 and provisions of Regulation 19 of SEBI (LODR) Regulations, 2015. The committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

iii. Meeting and Attendance during the year

The Nomination and Remuneration Committee met once during the year on 13th August, 2021. The attendance of each member of the committee is given below:

Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended
Shri Anil Mittal	1	1
Ms. Runnu Polley	1	1
Shri Narendra Mundra	1	1

Mr. Narendra Mundra is the Chairman of the Nomination and Remuneration Committee who was present at the last Annual General Meeting held on 30th September 2021.

iv. Details of Remuneration paid to the Directors for the year ended 31st March, 2022.

None of the directors of the company was paid any remuneration including sitting fee for attending the meetings of the Board.

Details of Remuneration paid to Key Managerial personnel for the Financial Year 2021 – 22

Name of Key Managerial personnel	Commission (Rs.)	Salary(Rs.)	No of Shares Held
Shri Chandrabhan R. Singh	NIL	2,89,418.00	NIL
Smt. Pushpalata V. Mishra	NIL	2,93,200.00	NIL

Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by the director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgement.

3) Stakeholders Relationship Committee

i. Composition, Name of Members, Chairperson & Attendance during the year:

Stakeholders Relationship Committee comprises of:

1. Shri Badal Mittal - Executive Director
2. Shri Anil Mittal - Non-Executive Director
3. Shri Narendra Mundra - Independent Director

The Company promptly redresses the complaint of the shareholders. The company's Stakeholders Committee met one time during 2021-22 on 9th February, 2022.

The attendance of each member of the committee is given below:

Name of the Director	Meetings held during the tenure of the Directors	Meetings Attended
Badal Mittal	1	1
Anil Mittal	1	1
Narendra Mundra	1	1

Role

i. The Committee looks into:

- issues relating to shareholders including transposition / transmission of shares;
- issue of duplicate share certificates;
- non receipt of annual report;
- non-receipt of share certificate after transposition/ transmission/splitting of share certificates;
- any other issues of stakeholders.

ii. Name & Designation of Compliance Officer:

Company Secretary is designated as Compliance Officer of the Company.

iii. A statement of various complaints received and cleared by the Company during the year ended on 31st March, 2022:

The Company and its Registrar & Transfer Agents M/s. Linkintime (India) Pvt. Ltd. did not receive any complaint from shareholders'/investors' during the financial year ended 31st March, 2022.

4) MANAGEMENT, DISCUSSION AND ANALYSIS:

The Company has decided not to pursue re-commencement of the manufacturing of ISO Marine Freight Cargo Containers under the present circumstances.

5) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board without the presence of Independent Directors. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Key Managerial Personnel. The Directors expressed their satisfaction with the evaluation process.

6) General Body Meetings

The date, time and venue of the last 3 General Body Meetings of the Company is given below:

Financial Year ended	Date of AGMs	Time	Venue	Details of Special Resolutions
31.03.2021	30.09.2021	11.00 a.m.	Mulund Industrial Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.	NA
31.03.2020	30.12.2020	11.00 a.m.	Mulund Industrial Services Co op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.	NA
31.03.2019	30.08.2019	10.30 a.m.	Mulund Industrial Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.	NA

- There was no Extraordinary General Meeting held during last 3 year under review.
- No Special Resolution was passed last 3 year through postal ballot.
- No Special Resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

7) Sexual Harassment:

The Company has robust policy to deal with complaints regarding sexual harassment at workplace and accordingly has constituted an Internal Complaints Committee to address complaints, if any, received relating thereto.

Number of Complaints pending at the beginning of financial year NIL

Number of Complaints filed during the financial year NIL

Number of Complaints disposed of during the financial year NIL

Number of Complaints pending at the end of financial year NIL

8) Disclosures

i. Related Party Transactions

The Company has not entered into any transactions with any of the related party during the year under review.

ii. Compliances by the Company

There has been delay in compliance of some of the matters with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital market during immediately preceding two years out of preceding three years.

iii. Whistle Blower Policy

The Company is yet to adopt Whistle Blower Policy (vigil mechanism).

iv. Compliance with Mandatory Items

The compliance of mandatory requirements regarding the Board of Directors, Audit Committees and other Board committees and other disclosures as required under the provisions of SEBI Listing Regulations, 2015 to the extent applicable have been mentioned here above.

9) RE – APPOINTMENT OF DIRECTOR

The information relating to a Director who is retiring by rotation and seeking re- appointment as prescribed under SEBI Listing Regulations, 2015 is furnished under the notes to the Notice of Annual General Meeting.

10) CODE OF CONDUCT

The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management Personnel. The Code is applicable to Executive and Non- Executive Directors as well as Senior Management Personnel.

A declaration signed by the Director of the Company regarding compliance by the Board Members and Senior Management Personnel with the said Code of Conduct during the financial year ended 31st March, 2022 is annexed as “**Annexure -1**”.

11) Means of Communication:

i. Quarterly / Half – yearly and Yearly Financial Result

The quarterly / half yearly and audited yearly financial results along with Notes appended thereto, were published in newspapers and have also been submitted to the BSE Ltd. to enable it to put the same on its website.

ii. Newspaper where results are published

The Company usually publishes its financial results in following newspapers

1. Free Press Journal (All editions) – In English
2. Nav Shakti, Mumbai. - In Marathi

12) General Shareholders Information

A. Annual General Meeting

The 48th Annual General Meeting of the shareholders will be held on Friday 30th September ,2022 at 11.00 a.m. at the Mulund Industrial Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai-400080

B. Financial Calendar

For the year ending 31st March, 2023 the Financial Results will be announced as under:
1st Quarter : Within 45 days from the end of the quarter

2nd Quarter : Within 45 days from the end of the quarter

3rd Quarter : Within 45 days from the end of the quarter

4th Quarter (Audited yearly results) : Within 60 days after the end of March, 2023

C. Date of Book Closure: 24.09.2022 to 30.09.2022 (both days inclusive).

D. Listing: BSE Ltd.

Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400001

E. ISIN NO.: INE360D01014

F. SCRIP CODE: 513063

G. Market Price Data at Bombay Stock Exchange.

Market Price Data and Performance in Comparison to BSE SENSEX					
Month	Company		No. of Shares	BSE SENSEX	
	High Price	Low Price	Traded	High	Low
Apr-21	9.81	7.46	48	50375.77	47204.50
May-21	10.98	7.35	192	52013.22	48028.07
Jun-21	13.13	8.75	243	53126.73	51450.58
Jul-21	13.50	10.80	414	53290.81	51802.73
Aug-21	14.98	10.30	248	57625.26	52804.08
Sep-21	13.89	10.72	215	60412.32	57263.90
Oct-21	14.78	11.12	233	62245.43	58551.14
Nov-21	14.68	11.13	343	61036.56	56382.93
Dec-21	25.59	11.52	689	59203.37	55132.68
Jan-22	28.10	19.00	1048	61475.15	56409.63
Feb-22	22.60	14.30	378	59618.51	54383.20
Mar-22	21.90	15.45	316	58890.92	52260.82

H. Name and Address of the Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
C-101,247 Park,L.B.S.Road
Vikhroli (W), Mumbai 400 083
Tel. No. 022 49186000
Fax No. 022 49186060
Email: mumbai@linktime.co.in

I. Share Transfer System

4705420 of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. The Registrars and Share Transfer Agent have put in place an appropriate system to ensure timely share transmission/transposition/splitting of share certificates which are registered and returned in the normal course within a period of 30 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

J. Certification from Company Secretary in Practice

M/s K.C. Nevatia & Associates, Practicing Company Secretaries, have issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report as “**Annexure-3**”.

K. Distribution of Share Holding as on 31st March, 2022

Sr. No.	Shareholding of Nominal shares	No. of Shareholder	% of Total Shareholders	Shares	% of Shares
1	Upto 100	1522	46.15	114902	1.58
2	101 to 200	675	20.47	131110	1.80
3	201 to 500	530	16.07	209006	2.88
4	501 to 1000	290	8.79	234810	3.22
5	1001 to 5000	225	6.82	510729	7.01
6	5001 to 10000	23	0.70	166379	2.28
7	10001 to 100000	23	0.70	706504	9.70
8	100001 to above	10	0.30	5208800	71.53
	Total	3298	100.00	7282240	100.00

L. Dematerialization of Shares

Category	No. of Shares	% of Total Capital
ELECTRONIC FORM	4705420	64.62
PHYSICAL FORM	2576820	35.38
Total:	7282240	100.00

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M. The Company has not issued any GDR's / ADR's, Warrants or any other convertible instruments.

N. Disclosure of Accounting Treatment

The Company follows Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs in the preparation of its financial statements.

O. Company's Branches / Locations

Registered Office

Mulund Industrial Services Co-op. Society Ltd.,
Nahur Road, Mulund (W),
Mumbai 400 080.

Corporate Office

72-73 Nariman Bhavan,
Nariman Point, Mumbai - 400 021

Factory Location:

G-8/2 M.I.D.C., Tarapur Industrial Area
Tarapur 401 501 (Via Boisar W.Rly.)

P. Address for Correspondence:

Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Road,
Vikhroli (W), Mumbai 400083
Tel.No.022 49186000/ Fax No.022 49186060
Email:mumbai@linkintime.co.in

Q. MD / CFO Certification

The Certificate from Chief Financial Officer as required under Part D of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 containing declaration as to affirming compliance with the Code of Conduct of Board of Directors and senior management for the financial year 2021-22 is attached as **Annexure-2** to this Report.

On behalf of the Board of Directors

BADAL MITTAL

Whole-time Director

DIN: 00076143

ANIL MITTAL

Director

DIN: 00040337

Place: Mumbai

Date: 27th May, 2022



CODE OF CONDUCT

DECLARATION PURSUANT TO SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

I, Badal Mittal, Whole-time-Director of Trans Freight Containers Limited hereby declare that all Board members and Senior Management personnel have confirmed compliance with Code of Conduct as laid down by the Company during Financial Year 2021-22.

For Trans Freight Containers Ltd.
Badal Mittal
Whole-time Director
Din: 00076143

Place: Mumbai
Date: 27th May, 2022

MD/CFO CERTIFICATION

I Chandrabhan R Singh, Chief Financial Officer the Company certify that:

- (a) I have reviewed the financial results and the cash flow statement of Trans Freight Containers Limited (the Company) for the year ended 31st March, 2022 and that to the best of my knowledge and belief:
 - (i) The statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2022, which are fraudulent, illegal or violate of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee.
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements ;and
 - (iii) Instances of significant fraud of which I become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of
For Trans Freight Containers Ltd.

Chandrabhan R Singh
Chief Financial Officer

Place: Mumbai
Date: 27th May, 2022

CERTIFICATE

(Pursuant to clause 10 of Part C of Schedule V of SEBI (LODR) Regulations, 2015)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of **TRANS FREIGHT CONTAINERS LIMITED** (said Company) having **CIN: L34203MH1974PLC018009** and having Registered office at **Mulund Industrial Services Co-op Society Ltd, Nahur Road, Mulund West, Mumbai-400080**, We hereby certify that:

On the basis of the written representations/declarations received from the directors and taken on record by the Board of Directors of the said Company, as on 31st March, 2022, and on the basis of relevant forms filed by the said Company with Registrar of Companies and status of DIN of each director of the said Company from the portal of Ministry of Corporate Affairs, none of the directors on the board of the Company as on 31st March, 2022 has been debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies.

**For K. C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES**

K.C. NEVATIA

Proprietor

FCS No.: 3963

CP No.: 2348

UDIN: F003963D000403736

Place: Mumbai

Date: 27th May, 2022



Independent Auditor's report on the Financial Statements

To ,

The Members of Trans Freight Containers Ltd.

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of Trans Freight Containers Limited ("the Company"), which comprises of the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS Financial Statements").

Management's Responsibility for the Standalone Ind AS 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 and presentation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 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 Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind

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AS, of the financial position of the Company as at March 31, 2022 and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

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 section 143 (11) of the Act, we give in the Annexure "B", a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 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 purpose of our audit;
 - b in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c the Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and relevant provisions of the Act.
 - e on the basis of written representations received from the directors as on March 31, 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - g 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:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements – Refer Note 26 to the Standalone Ind AS Financial Statements;
 - 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.

For M.N.Desai & Associates

Chartered Accountants
(Firm Regn. No. 129571W)

Manish N.Desai

Proprietor

Membership No. :131094

UDIN : 22131094AJSWPW7041

Place : Mumbai
Date : 27.05.2022



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF TRANS FREIGHT CONTAINERS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Trans Freight Containers Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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 Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 standalone Ind AS 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 over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting 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 over financial reporting 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

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expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022 based on the internal control over financial reporting 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.

For M.N.Desai & Associates

Chartered Accountants
(Firm Regn.No.129571W)

Manish N.Desai

Proprietor

Membership No. : 131094

UDIN: 22131094AJSWPW7041

Place : Mumbai

Date : 27.05.2022

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

[Referred to in paragraph 1 of “Report on other legal and regulatory requirements” of our report of even date]

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) a. (A). The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
- a. (B). The Company does not have any intangible assets and hence the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.
- b. The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the standalone financial statements are held in the name of the Company.
- d. The Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year ended March 31, 2022.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to book records were not material and the same were properly dealt with in the books of accounts.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of Rs.5 crores, in aggregate from banks on the basis of security of current assets and hence the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) During the year, the Company has made investments in companies, and granted unsecured loans to other parties, in respect of which :
 - a. The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a)(A) and 3(iii)(a)(B) of the Order are not applicable.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the investments made during the year is, prima facie, not prejudicial to the Company’s interest.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

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- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
 - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
 - f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 in respect of loans, investments, guarantees and securities, wherever applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly clause (v) of paragraph 3 of the order is not applicable to the company. We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.
- (vi) According to the information and explanations given to us, the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Accordingly, clause (vi) of paragraph 3 of the Order is not applicable to the Company for the year.
- (vii) In respect of statutory dues:
- a) According to information and explanations given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, goods and service tax, custom duty, cess and other statutory dues to the extent applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2022 for a period of more than six months from the date of becoming payable.
 - b) The dues on account of Income Tax disputed by the company and where such dispute is pending is mentioned below :
- | Name of the Statute | Nature of the Dues | Period to which the amount relates | Amount (Rs.) | Forum where the dispute is pending |
|---------------------|--------------------|------------------------------------|--------------|--------------------------------------|
| Income tax Act 1961 | Income tax | Assessment Year 2017-18 | 5,239,756 | Commissioner of Income Tax (Appeals) |
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

- c. According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) a. In our opinion and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer or debt instruments during the year. Hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- b. In our opinion and according to the information and explanations given to us, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) a. In our opinion and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b. According to the information and explanations given to us during the year and up to the date of this report, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. There were no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, clause (xii) of paragraph 3 of the order is not applicable to the company.
- (xiii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 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.
- (xiv) a. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions during the year with the directors or persons connected with him and hence clause (xv) of paragraph 3 of the order is not applicable to the company.

TRANS FREIGHT CONTAINERS LTD.

- (xvi) a. The Company is not required to register under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the order is not applicable to the company.
- b. The Company is not required to register under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the order is not applicable to the company.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulation made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the company.
- d. According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Hence, the requirement to report on clause 3(xviii) of the Order is not applicable to the Company.
- (xix) 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 our 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 Company is not 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 not 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.
- (xx) The Company does not fall under any of the criteria prescribed under Section 135(1) of the Act for the applicability of Corporate Social Responsibility and hence clause 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the company.

For M.N.Desai & Associates

Chartered Accountants
(Firm Regn. No. 129571W)

Place : Mumbai
Date : 27.05.2022

Manish N.Desai

Proprietor
Membership No. : 131094
UDIN: 22131094AJSWPW7041



BALANCE SHEET AS AT MARCH 31, 2022

(Amount in Rs.)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	10,510,038	10,534,544
Capital Work-in-Progress		3,007,739	3,007,739
Financial Assets			
Loans	5	95,000,000	95,000,000
Other Non-Current Assets	10	11,494,550	17,759,402
		120,012,327	126,301,685
Current assets			
Inventories	6	793,877	793,877
Financial Assets			
Investments	7	166,290,486	148,215,281
Trade Receivables	8	4,997,299	6,997,299
Cash and Cash Equivalents	9	7,694,181	6,045,566
Other Current Assets	10	37,500,000	87,235,600
		217,275,843	249,287,623
TOTAL		337,288,170	375,589,308
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	11	72,822,400	72,822,400
Other Equity	12	238,800,394	227,711,455
		311,622,794	300,533,855
Liabilities			
Current Liabilities			
Financial Liabilities			
Borrowings	13	-	27,235,600
Trade Payables	14		
Micro, Small and Medium Enterprises		3,961,565	18,255,123
Others		-	-
Other Current Liabilities	15	18,488,273	27,888,294
Provisions	16	3,215,538	1,676,436
		25,665,376	75,055,453
TOTAL		337,288,170	375,589,308

Significant Accounting Policies and Notes to Accounts form an integral part of these financial statements.

As Per Our Attached Report of Even Date

For **TRANS FREIGHT CONTAINERS LTD.**

For **M.N.Desai & Associates**

Chartered Accountants
(Firm Regn. No. 129571W)

Badal Mittal
Whole-time Director
DIN : 00076143

Anil Mittal
Director
DIN : 00040337

Manish N. Desai

Proprietor
Membership No. :131094
UDIN: 22131094AJSWPW7041
Place : Mumbai
Dated : 27.05.2022

Chandrabhan R.Singh
CFO

Mrs.Pushpalata V. Mishra
Company Secretary

TRANS FREIGHT CONTAINERS LTD.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(Amount in Rs.)

Sr. No.	Particulars	Notes	Year ended March 31, 2022	Year ended March 31, 2021
1	Revenue			
	Revenue from operations (net)	17	-	98,000
	Other income	18	27,800,353	103,169,393
	Total Revenue		27,800,353	103,267,393
2	Expenses			
	Cost of materials consumed	19	-	-
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade	20	-	188,572
	Employee Benefit Expenses	21	2,908,377	2,366,871
	Depreciation & Amortisation Expenses	22	445,621	489,244
	Other Expenses	23	2,672,389	3,455,496
	Interest Paid		-	-
	Total Expenses		6,026,387	6,500,183
3	Profit/(loss) before tax (1-2)		21,773,966	96,767,210
4	Tax expense:			
	Current tax		2,069,336	9,882,694
	Adjustment of tax relating to earlier periods		-	-
	Deferred tax		-	-
5	Profit/(loss) for the year (3-4)		19,704,630	86,884,516
6	Other Comprehensive Income (OCI)			
	i. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods		-	-
	ii. Other Comprehensive income items to be reclassified to profit and loss in subsequent periods		-	-
	Total OCI		-	-
7	Total Comprehensive Income for the year (5+6)		19,704,630	86,884,516
8	Earning per Equity Share (face value of Rs.10 each)	24		
	Basic		2.71	11.93
	Dilluted		2.71	11.93

Significant Accounting Policies and Notes to Accounts form an integral part of these financial statements.
As Per Our Attached Report of Even Date For **TRANS FREIGHT CONTAINERS LTD.**

For **M.N.Desai & Associates**

Chartered Accountants
(Firm Regn. No. 129571W)

Manish N. Desai

Proprietor
Membership No. :131094
UDIN: 22131094AJSWPW7041
Place : Mumbai
Dated : 27.05.2022

Badal Mittal
Whole-time Director
DIN : 00076143

Chandrabhan R.Singh
CFO

Anil Mittal
Director
DIN : 00040337

Mrs.Pushpalata V. Mishra
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

(Amount in Rs.)

Particulars	31-Mar-22	31-Mar-21
A) Cash flow from operating activities		
Net Profit before tax as per Statement of Profit & Loss	21,773,966	96,767,210
Adjusted for:		
Depreciation/Amortisation Expenses	445,621	489,244
Inter-set Expenses	-	-
Interest Income	(7,464,582)	(8,332,128)
Dividend Income	(353,232)	(380,134)
Profit on sale of Land	(19,738,712)	(93,070,045)
Provision for Income tax	(2,135,737)	(68,118)
Operating Profit before Working capital changes	(7,472,676)	(4,593,971)
Working capital changes:		
(Increase) / Decrease in trade and other receivables	2,000,000	(6,198,515)
(Increase) / Decrease in Inventories	-	108,509
(Increase) / Decrease in loans and advances	49,735,600	(60,000,000)
Increase / (Decrease) in trade payables	(14,293,558)	13,714,522
Increase / (Decrease) in Provisions	1,539,102	107,880
Increase / (Decrease) in other liabilities	(9,400,021)	(35,567,579)
Cash generated from operations	22,108,447	(92,429,154)
Income taxes paid	(8,549,290)	(9,814,576)
Net cash outflow from operating activities	13,559,157	(102,243,730)
B) Cash flow from investing activities		
Purchase of Property, Plant and Equipment	(2,502,424)	-
Proceeds from disposal of Property, Plant and Equipment	21,820,021	100,603,774
Purchase of investments	(18,075,205)	(9,781,455)
Investment income	7,817,814	8,712,262
Net cash Inflow from investing activities	9,060,206	99,534,581

TRANS FREIGHT CONTAINERS LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020 (Contd.)

(Amount in Rs.)

Particulars	31-Mar-22	31-Mar-21
C) Cash flow from financing activities		
Security deposits paid	-	(3,300,297)
Receipts from Loans and Advances	6,264,852	8,000
Repayment of borrowings	(27,235,600)	-
Net cash outflow from financing activities	(20,970,748)	(3,292,297)
Net increase(decrease) in cash and cash equivalents	1,648,615	(6,001,446)
Opening Balance of Cash and Cash Equivalents	6,045,566	12,047,012
Closing Balance of Cash and Cash Equivalents	7,694,181	6,045,566

Significant Accounting Policies and Notes to Accounts form an integral part of these financial statements.

As Per Our Attached Report of Even Date

For **TRANS FREIGHT CONTAINERS LTD.**

For **M.N.Desai & Associates**

Chartered Accountants

(Firm Regn. No. 129571W)

Badal Mittal

Whole-time Director

DIN : 00076143

Anil Mittal

Director

DIN : 00040337

Manish N. Desai

Proprietor

Membership No. :131094

UDIN: 22131094AJSWPW7041

Place : Mumbai

Dated : 27.05.2022

Chandrabhan R.Singh

CFO

Mrs.Pushpalata V. Mishra

Company Secretary



STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2022

A Equity Share Capital

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
March 31, 2022			
Numbers	7,282,240		7,282,240
Amount	72,822,400	-	72,822,400
March 31, 2021			
Numbers	7,282,240	-	7,282,240
Amount	72,822,400	-	72,822,400

B Other Equity

Particulars	Reserves and Surplus					Total
	Capital Redemption Reserve	Securities Premium Reserve	General Reserve	Export Profit Reserve	Investment Allowance Reserve	
As at April 1, 2020	250,000	403,200,000	176,229,000	7,250,000	1,567,517	140,826,939
Profit for the year						
Other comprehensive income						
Adjustment for Prior Period Tax (A.Y.2018-19)						86,884,516
Total comprehensive income for the year						-
As at March 31, 2021	250,000	403,200,000	176,229,000	7,250,000	1,567,517	227,711,455
Profit for the year						
Other comprehensive income						
Adjustment for Prior Period Tax						19704630
Total comprehensive income for the year						8615691
As at March 31, 2022	250,000	403,200,000	176,229,000	7,250,000	1,567,517	86,884,516

As Per Our Attached Report of Even Date
For **M.N.Desai & Associates**
Chartered Accountants
(Firm Regn. No. 129571W)

Manish N. Desai
Proprietor
Membership No. :131094
UDIN: 22131094AJSWPW7041
Place : Mumbai
Dated : 27.05.2022

For **TRANS FREIGHT CONTAINERS LTD.**

Badal Mittal
Whole-time Director
DIN : 00076143

Anil Mittal
Director
DIN : 00040337

Chandrabhan R.Singh
CFO

Mrs.Pushpalata V. Mishra
Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1 Corporate Information

Trans Freight Containers Limited ('the Company') is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange in India. The registered office of the Company is located at Mulund Industrial Services Co-op. Society Ltd. Nahur Road, Mulund (West), Mumbai-400 080.

The company is engaged in the manufacture and export of marine freight cargo containers. The company also manufactures truck body panels which have applications in the pharmaceuticals, food and beverage, electronic and the white goods industries. The company's headquarter is at Mumbai. They are having their manufacturing facility located at Tarapur in Maharashtra.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on June 30, 2022.

2 Significant Accounting Policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, under the historical cost convention on the accrual basis except for derivative financial instruments and certain financial assets and liabilities which are measured at fair value.

2.2 Summary of significant accounting policies

(a) Revenue recognition

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates.

(ii) Interest income

Income from Interest on fixed deposits is recognised using effective interest rate method.

(iii) Dividend income

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(b) Taxes

(i) Current income tax

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

(c) Impairment of non financial assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(d) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprises of cash at banks and cash in hand.

(e) 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:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

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.

(f) Financial instruments

(i) Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

(ii) Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Financial liabilities at amortised cost

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(iii) Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(iv) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28 details how the Company determines whether there has been a significant increase in credit risk.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(g) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation. Cost directly attributable to the acquisition are capitalised until the property, plant and equipment are ready for use, as intended by management. The Company depreciates property, plant and equipment over their estimated useful lives as specified in Schedule II of the Companies Act, 2013 using the written down value method. The estimated useful lives of assets are as follows:

Buildings	30 Years
Plant and Equipments*	8-15 Years
Furniture and Fixtures	10 Years
Vehicles	8 - 10 Years
Air- Conditioners	5- 15 Years
Office Equipments	5 Years

Computer Hardwares	3 - 6 Years
Factory Equipments	15 Years
Flats	60 Years
Electric Installations	10 Years

* Based on technical evaluation, the management believes that the useful lives for few plant and machinery best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values are not more than 5% of the original cost of the asset. The Useful lives and residual values are reviewed periodically, including at each financial year end.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

(h) Provisions, Contingent Liabilities and Commitments

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a present obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include the amount of purchase order(net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(i) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the 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 the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(j) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the group are segregated based on available information.

(k) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(l) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders, after income tax effect of interest and other financing costs associated with dilutive potential equity, by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3 Significant accounting judgments, estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The areas involving critical accounting estimates or judgments are:

- Estimated fair value of unlisted securities – Note 27
- Estimated useful life of tangible asset – Note 4
- Impairment of non-financial assets – Note 28



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022
4. PROPERTY, PLANT AND EQUIPMENT

(Amount in Rs.)

Particulars	Leasehold Land J-1	Leasehold Land G-8	Factory Building Estates	Staff Quarters	Vehicles	Computer	Furniture & Fixtures	Bunk House	Total
GROSS CARRYING VALUE									
As at March 31, 2020	685,272	7,099,547	79,079,499	830,504	4,393,358	402,323	651,224	285,274	93,427,001
Additions	14,131,326	-	-	-	-	29,500	-	-	14,160,826
Disposals	12,689,803	-	9,004,752	-	-	-	-	-	21,694,555
As at March 31, 2021	2,126,795	7,099,547	70,074,747	830,504	4,393,358	431,823	651,224	285,274	85,893,272
Additions	-	2,502,424	-	-	-	-	-	-	2,502,424
Disposals	2,126,795	-	-	-	-	-	-	-	2,126,795
As at March 31, 2022	-	9,601,971	70,074,747	830,504	4,393,358	431,823	651,224	285,274	86,268,901
ACCUMULATED DEPRECIATION/ IMPAIRMENT									
As at March 31, 2020	45,486	-	70,074,747	297,171	3,603,460	402,323	310,788	135,509	74,869,484
Depreciation for the year	-	-	-	13,537	417,369	3,564	41,223	13,551	489,244
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-	-
As at March 31, 2021	45,486	-	70,074,747	310,708	4,020,829	405,887	352,011	149,060	75,358,728
Depreciation for the year	-	-	-	13,537	372,529	4,782	41,222	13,551	445,621
Deductions/Adjustments during the year	45,486	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	70,074,747	324,245	4,393,358	410,669	393,233	162,611	75,758,863
Net Carrying value as at March 31, 2022	-	9,601,971	-	506,259	-	21,154	257,991	122,663	10,510,038
Net Carrying value as at March 31, 2021	2,081,309	7,099,547	-	519,796	372,529	25,936	299,213	136,214	10,534,544
Net Carrying value as at March 31, 2020	639,786	7,099,547	9,004,752	533,333	789,898	-	340,436	149,765	18,557,517

Notes:

- i. **Property, Plant and Equipment pledged as security against borrowings by the company**
There is no property, plant and equipment pledged as security by the company.

TRANS FREIGHT CONTAINERS LTD.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

5. LOANS

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Non-Current		
Loans to Employees		
Secured, considered good	-	-
Other Loans		
Unsecured, considered good	95,000,000	95,000,000
Total	95,000,000	95,000,000

6. INVENTORIES

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
(Valued at lower of Cost and Net Realisable value)		
Raw materials	511,019	511,019
Stock-in-trade	282,858	282,858
Total	793,877	793,877

7. INVESTMENTS

Details of Current Investments

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
(1) Investments carried at Cost		
FD with HDFC Bank Ltd.	93,175,651	92,387,335
FD with State Bank of India Nariman Point	53,255,824	37,053,281
Interest Accrued on Fixed Deposits	3,065,720	2,174,441
Total	149,497,195	131,615,057



(2) Investments carried at fair value through Profit and loss Account (FVTPL)

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Investments in Equity Instruments		
Unquoted		
Suzuki Textiles Ltd.	180	180
Quoted		
HDFC Bank Ltd.	3,034,300	2,987,100
LIC Housing Finance Ltd.	179,750	214,100
Velan Hotels Ltd.	19,684	19,188
Total	3,233,914	3,220,568
Investments in Preference Shares		
Unquoted		
CEAT Financial Services Ltd.	100,000	100,000
Investments in Debentures or Bonds		
Unquoted		
Via Media India Ltd.	69,000	69,000
Bonds		
IRFC Capital Gain Bond	5,000,000	5,000,000
National Highways Authority of India Bond	2,190,438	1,932,336
Rural Electrification Corp.N-9 Bond	2,206,728	2,274,354
National Thermal Power Corporation N6 Bond	698,745	709,500
Total	10,095,911	9,916,190
Investments in Mutual Funds		
Quoted		
HDFC Balance Advantage Fund Regular Pl.Div.	3,294,466	3,294,466
Total	3,294,466	3,294,466
Grand Total	166,290,486	148,215,281

Details of Quoted and Unquoted Investments

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Aggregate amount of quoted investments [Market Value Rs.65,28,200 (Previous Year : Rs. 65,14,854)]	65,28,200	65,14,854
Aggregate amount of unquoted investments	15,97,62,286	14,17,00,427
Total	16,62,90,486	14,82,15,281

TRANS FREIGHT CONTAINERS LTD.

Carrying value of Investments

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Investments carried at fair value through profit and loss	65,28,200	65,14,854
Investments carried at cost	15,97,62,286	14,17,00,427
Total	16,62,90,486	14,82,15,281

8. TRADE RECEIVABLES

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Current		
Unsecured		
Considered good	4,997,299	6,997,299
Considered doubtful	-	-
	4,997,299	6,997,299
Less: Allowances for doubtful debts	-	-
Total	4,997,299	6,997,299

9. CASH AND CASH EQUIVALENTS

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
- in current accounts	7,692,024	6,029,520
Cash on hand	2,157	16,046
Total	7,694,181	6,045,566

10. OTHER ASSETS

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Non Current		
Advances other than Capital Assets		
(a) Security Deposits	11,330,038	17,594,890
(b) Other security deposits	164,512	164,512
Total	11,494,550	17,759,402
Current		
Advances other than Capital advances		
- Other Advances *	37,500,000	87,235,600
Total	37,500,000	87,235,600

* includes advances paid to creditors

11. SHARE CAPITAL

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Authorised		
1,50,00,000 Equity Shares of Rs. 10 each	150,000,000	150,000,000
Issued, subscribed and paid-up		
72,82,240 Equity Shares of Rs.10/- each fully paid up	72,822,400	72,822,400
TOTAL	72,822,400	72,822,400

i. Terms/rights attached to equity shares

The Company has only one class of equity shares having a per value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and dividend in indian rupees, as proposed by the Board of Directors, which is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

ii. Shares held by holding/ ultimate holding company and / or their subsidiaries / associates

The company does not have any holding company or ultimate holding company.

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2022		As at March 31, 2021	
	Number	% holding	Number	% holding
Equity shares of Rs. 10 each fully paid				
Seawell Holdings Pvt. Ltd.	1,383,000	18.99	1,383,000	18.99
Bidhata Investment & Finance Pvt. Ltd.	1,066,400	14.64	1,066,400	14.64
Klassik Garments Pvt. Ltd.	1,045,520	14.36	1,045,520	14.36
Minerva Dealers Pvt. Ltd.	560,000	7.69	560,000	7.69
Niranjanlal Dalmia Pvt. Ltd.	449,700	6.18	449,700	6.18

12. OTHER EQUITY

i. Reserves and Surplus

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Securities Premium Reserve	403,200,000	403,200,000
General Reserve	176,229,000	176,229,000
Capital Redemption Reserve	250,000	250,000
Capital Reserve	8,130,206	8,130,206
Export Profit Reserve	7,250,000	7,250,000
Investment Allowance Reserve	1,567,517	1,567,517
Retained Earnings	(357826329)	(368,915,268)
	238,800,394	227,711,455

TRANS FREIGHT CONTAINERS LTD.

Securities Premium Reserve

On a standalone basis, the balances as at 31 March 2022 amounting to Rs. 403,200,000 which is as same as the previous year.

General Reserve

On a standalone basis, the balances as at 31 March 2022 amounting to Rs. 176,229,000 which is as same as the previous year.

Capital Redemption Reserve

On a standalone basis, the balances as at 31 March 2022 amounting to Rs. 250,000 which is as same as the previous year.

Capital Reserve

On a standalone basis, the balances as at 31 March 2022 amounting to Rs. 8,130,206 which is as same as the previous year.

Export Profit Reserve

On a standalone basis, the balances as at 31 March 2022 amounting to Rs. 7,250,000 which is as same as the previous year.

Investment Allowance Reserve

On a standalone basis, the balances as at 31 March 2022 amounting to Rs. 1,567,517 which is as same as the previous year

Retained Earnings

Particulars	As at March 31, 2022	As at March 31, 2021
As per last balance Sheet	(368,915,268)	(455,799,784)
Add: Profit for the year	19704630	86,884,516
Adjustment for Prior Period Tax	(8615691)	-
	(357,826,329)	(368,915,268)
Less: Appropriations		
Transferred to General reserve	-	-
Dividend on Equity Shares	-	-
Tax on Dividend	-	-
Total	(357,826,329)	(368,915,268)

13. BORROWINGS

i. Current Borrowings

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Secured		
Loans repayable on demand		
From Banks	-	-
From Other Parties	-	-
Bills Discounted	-	-
Unsecured		
Loan from Related Party	-	27,235,600
Total	-	27,235,600

(a) Loan from related party is interest free and repayable on demand.



14. TRADE PAYABLES

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Current		
Trade Payables to Micro, Small and Medium Enterprises	3,961,565	18,255,123
Total	3,961,565	18,255,123

15. OTHER LIABILITIES

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Current		
Advances	18,488,273	27,888,294
Total	18,488,273	27,888,294

16. PROVISIONS

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Statutory Liabilities		
Provision for Income Tax (Assmt. Year 2021-22)	66,401	68,118
Provision for Income Tax (Assmt. Year 2022-23)	2,069,336	-
Current		
Provision for employee benefits		
Bonus A/c	98,352	111,461
Provident Fund	25,660	29,300
Profession Tax Payable	550	21,425
T.D.S. Contractor	1,635	182,921
T.D.S. Professional Fees	28,966	54,853
H.O Salary	59,010	276,924
Total	214,173	676,884
Others		
Electrical Expenses	-	2,180
Other Provision for Expenses	838,872	838,872
Telephone Expenses	1,972	729
Water Charges	16,015	48,108
Security Expenses	8,769	41,545
Total	865,628	931,434
Total	3,215,538	1,676,436

TRANS FREIGHT CONTAINERS LTD.

17. REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products		
Local Sales	-	98,000
	-	98,000

18. OTHER INCOME

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Dividend on Shares/Mutual Fund	353,232	380,134
Interest on Bank Fixed Deposits	7,464,582	8,332,128
Profit on Sale of Land	19,738,712	93,070,045
Profit on Valuation of Quoted Shares	243,827	1,387,086
	27,800,353	103,169,393

19. COST OF MATERIALS CONSUMED

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Raw Materials		
Opening Stock		
Raw Material & Stores	511,019	430,956
Add : Purchases		
Raw Material (Steel, Wall / Roof / Bison Panel & Other Material)	-	80,063
Less: Closing Stock	-	-
Raw Material & Stores	511,019	511,019
	-	-



20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Finished Goods		
Opening Stock	282,858	471,430
Less : Closing Stock	(282,858)	(282,858)
	-	-
Net decrease / (increase) in inventories	-	188,572
Finished Goods		
Closing Stock Finished Goods	282,858	282,858

21. EMPLOYEE BENEFITS EXPENSE

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Salaries & Wages	2,838,973	2,351,224
Staff Welfare Expenses	69,404	15,647
	2,908,377	2,366,871

22. DEPRECIATION AND AMORTISATION EXPENSES

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation for the year	445,621	489,244
	445,621	489,244

TRANS FREIGHT CONTAINERS LTD.

23. OTHER EXPENSES

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Contract Cost		
Sub Contracting	1,450	91,300
	1,450	91,300
Manufacturing & Service Cost		
Freight and Forwarding	2,110	14,580
Power & Fuel	521,624	370,085
Repairs & Maintenance - Others	24,245	263,164
	547,979	647,829
Other Expenses		
Advertisement Expenses	38,170	37,122
Communication	36,556	39,516
Legal & Professional Fees	572,121	850,985
Miscellaneous Expenses	386,519	572,384
Printing and Stationery	40,910	38,928
Security Expenses	860,083	828,978
Payment to Auditors (Refer Note below)	115,000	115,000
Travelling and Conveyance	49,393	111,217
Vehicle Expenses	24,208	50,057
Bad Debts Written off	-	72,180
	2,122,960	2,716,367
	2,672,389	3,455,496

a. Details of Payments to auditors

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Statutory Audit Fees	75,000	75,000
Tax Audit Fees	20,000	20,000
Certification Fees	20,000	20,000
	115,000	115,000

24. EARNINGS PER SHARE

(Amount in Rs.)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
a. Net Profit / Loss attributable to Equity Shareholders (Basic)		
Net Profit / Loss after Tax as per Profit & Loss Account	19,704,630	86,884,516
Net Profit / Loss attributable to Equity Shareholders (Basic)	19,704,630	86,884,516
b. Details of No. of Shares used for Basic Earning Per Share		
Number of Equity Shares at the start of the period	7,282,240	7,282,240
Weighted Average No. of Shares for Basic EPS	7,282,240	7,282,240
c. Net Profit / Loss attributable to Equity Shareholders (Diluted)		
Net Profit / Loss after Tax as per Profit & Loss Account	19,704,630	86,884,516
Net Profit / Loss attributable to Equity Shareholders (Diluted)	19,704,630	86,884,516
d. Details of No. of Shares used for Diluted Earning Per Share		
Number of Equity Shares at the start of the period	7,282,240	7,282,240
Weighted Average No. of Shares for Diluted EPS	7,282,240	7,282,240
Face Value per Share	10	10
e. Basic Earnings per share (a/b)	2.71	11.93
f. Diluted Earnings per share (c/d)	2.71	11.93

25. EMPLOYEE BENEFIT OBLIGATIONS

(i) Defined contribution plans

The company has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss in relation to provident fund:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Employer's contribution to provident fund	173,233	183,121
Total	173,233	183,121

TRANS FREIGHT CONTAINERS LTD.

26. COMMITMENTS AND CONTINGENCIES

Income Tax Assessment

The Income -tax assessments of the Company have been completed up to Assessment Year 2019-20. The disputed demand outstanding up to the said assessment year is approximately Rs.52,39,756. The dues on account of Income Tax disputed by the company and where such dispute is pending is mentioned below :

Name of the Statute	Nature of Dues	Period to which the amount relates	Amount (Rs.)	Forum where the dispute is pending
Income tax Act 1961	Income tax	Assessment Year 2017-18	5,239,756	Commissioner of Income Tax (Appeals)

Based on the decisions of the appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.

27. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

(Amount in Rs.)

Particulars	Carrying Amount		Fair Value	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	4,997,299	6,997,299	4,997,299	6,997,299
Loans	95,000,000	95,000,000	95,000,000	95,000,000
Cash and Cash Equivalents	7,694,181	6,045,566	7,694,181	6,045,566
FVTPL				
Investment in Equity Instruments	3,233,734	3,220,388	3,233,734	3,220,388
Investments in Mutual Funds	3,294,466	3,294,466	3,294,466	3,294,466
Total	114,219,680	114,557,719	114,219,680	114,557,719
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	-	27,235,600	-	27,235,600
Trade Payables	3,961,565	18,255,123	3,961,565	18,255,123
Total	3,961,565	45,490,723	3,961,565	45,490,723

The management assessed that the fair value of cash and cash equivalents, trade receivables, trade payables, borrowings and loans approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy and their fair values are assessed as approximate to their carrying amounts.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. The own non performance risk as at reporting date was assessed to be insignificant and therefore fair values approximate their carrying amounts.

ii. Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the Indian Accounting Standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at fair value - recurring fair value measurement:

Particulars	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
As at March 31, 2022				
Financial Assets				
Financial Investments at FVTPL				
Quoted Mutual Funds	3,294,466	-	-	32,94,466
Unquoted Mutual Funds	-	-	-	-
Quoted equity shares	3,233,734	-	-	32,33,734
Unquoted equity shares	-	-	180	180
Total Financial Assets	65,28,200	-	180	65,28,380
As at March 31, 2021				
Financial Assets				
Financial Investments at FVTPL				
Quoted Mutual Funds	3,294,466	-	-	32,94,466
Unquoted Mutual Funds	-	-	-	-
Quoted equity shares	3,220,388	-	-	32,20,388
Unquoted equity shares	-	-	180	180
Total Financial Assets	6,514,854	-	180	65,15,034

There have been no transfers among Level 1, Level 2 and Level 3 during the period

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing Net Asset Value (NAV).

Level 2 - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation inputs and relationships to fair value

The fair values of the unquoted equity shares have been estimated using a discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

v. Valuation processes

The finance department of the Company performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. The department reports directly to the chief financial officer (CFO) and the audit committee. Discussions of valuation processes and results are held between the CFO, Audit Committee and the valuation team periodically.

vi. Reconciliation of fair value measurement of financial assets carried at fair value (Level 3):

There is no change in fair value of unquoted equity shares.

28. FINANCIAL RISK MANAGEMENT

The company's activity expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i. Credit risk management

Credit risk has always been managed by the company through credit approvals, obtaining credit reports, establishing credit limits, taking credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

ii. Provision for expected credit losses

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The table have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include both interest and principal cash flows. To the extent that the interest rates are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

Contractual maturities of financial liabilities

Particulars	Carrying Amount	Contractual Cash Flows			
		Total	Less than 1 year	Between 1 and 3 years	More than 3 years
March 31, 2022					
Non-derivatives					
Borrowings	-	-	-	-	-
Trade Payables	3,961,565	3,961,565	3,961,565	-	-
Total non derivative liabilities	3,961,565	3,961,565	3,961,565	-	-
March 31, 2021					
Non-derivatives					
Borrowings	27,235,600	27,235,600	27,235,600	-	-
Trade payables	18,255,123	18,255,123	18,255,123	-	-
Total non derivative liabilities	45,490,723	45,490,723	45,490,723	-	-

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as equity price risk and commodity price risk.

(iii) Price risk

Commodity price risk - The company is not affected by the price volatility of commodities as its operating activities does not require the purchase of any commodity and as such the company is not exposed to commodity price risk.

Equity / Units price risk - The company's exposure to listed and unlisted equity / debt securities price risk arises from investments held by the company and classified in the balance sheet as fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company. Reports on the equity / debt portfolio are submitted to the company's senior management on a regular basis. The majority of the company's equity / debt investments are publicly traded.

Equity / debt price sensitivity

The analysis is based on the assumption that the stock market index had increased by 1% or decreased by 1% with all other variables held constant, and that all the company's equity / debt instruments moved in line with the index.

Particulars	Impact on profit before tax		Impact on other component of equity	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Stock Market Index - increase 1%	65,282	65,149	-	-
Stock Market Index - decrease 1%	(65,282)	(65,149)	-	-

Profit for the period would increase/decrease as a result of gains/losses on equity securities classified as at fair value through profit or loss. Other components of equity would increase/decrease as a result of gains/losses on equity securities classified as fair value through other comprehensive income.

29. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholders value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is Total outside liabilities (TOL) divided by Total net worth (TNW). TOL includes interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings	-	27,235,600
Trade payables	3,961,565	18,255,123
Less: cash and cash equivalents	7,694,181	6,045,566
TOL	(3,732,616)	39,445,157
Total Equity	311622794	300,533,855
TNW	311622794	300,533,855
Gearing ratio (TOL / TNW)	(0.01)	0.13

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements as follows:

- the ratio of total outside liabilities to adjusted Net Worth must be not more than 5 times,
- the ratio of long term debt to EBITDA must not be more than 4.5 times, and
- the ratio of EBITDA to net finance cost must not be less than 1.62 times

The company has complied with these covenants throughout the reporting period.

30. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
a) Principal amount due and remaining unpaid	3,961,565	18,255,123
	3,961,565	18,255,123

The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

TRANS FREIGHT CONTAINERS LTD.

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L34203MH1974PLC018009
Name of the Company : TRANS FREIGHT CONTAINERS LIMITED
Registered office : Mulund Industrial Services Co-op Society Ltd., Nahur Road, Mulund (West),
Mumbai 400 080
Telephone No. : +91 22 22040630/22022172
Fax No. : +91 22 22041773
E-mail : tfcl2008@rediffmail.com

Name of the Member(s) : _____

Registered Address: _____

Email ID: _____

Folio No./Client ID: _____ DP ID: _____

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

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 48th Annual General Meeting of the members of the Company, to be held on Friday, the 30th September, 2022 at 11:00 a.m. at the registered office situated at Mulund Industrial Services Co-op Society Ltd., Nahur Road, Mulund (West), Mumbai 400 080 and at any adjournment thereof in respect of such resolutions as are indicated below.

Sr. No.	RESOLUTIONS	For	Against	Abstain
1.	To receive, Consider and adopt the Audited financial statements as at 31 st March, 2022 together with the Report of the Board of Directors and the Auditors thereon.			
2.	Re-appointment of Shri Nikhil Dalmia (DIN: 01346777) who retires from office by rotation and being eligible, offers himself for re-appointment.			
3.	Appointment of Messrs Ramanand & Associates Chartered Accountants as Auditors and fixing their remuneration.			
4.	Continuation of Mr. Badal M. Mittal (DIN 00076143) as Whole-Time Director upon attaining age of (70) Seventy years.			

Signed this day of, 2022.

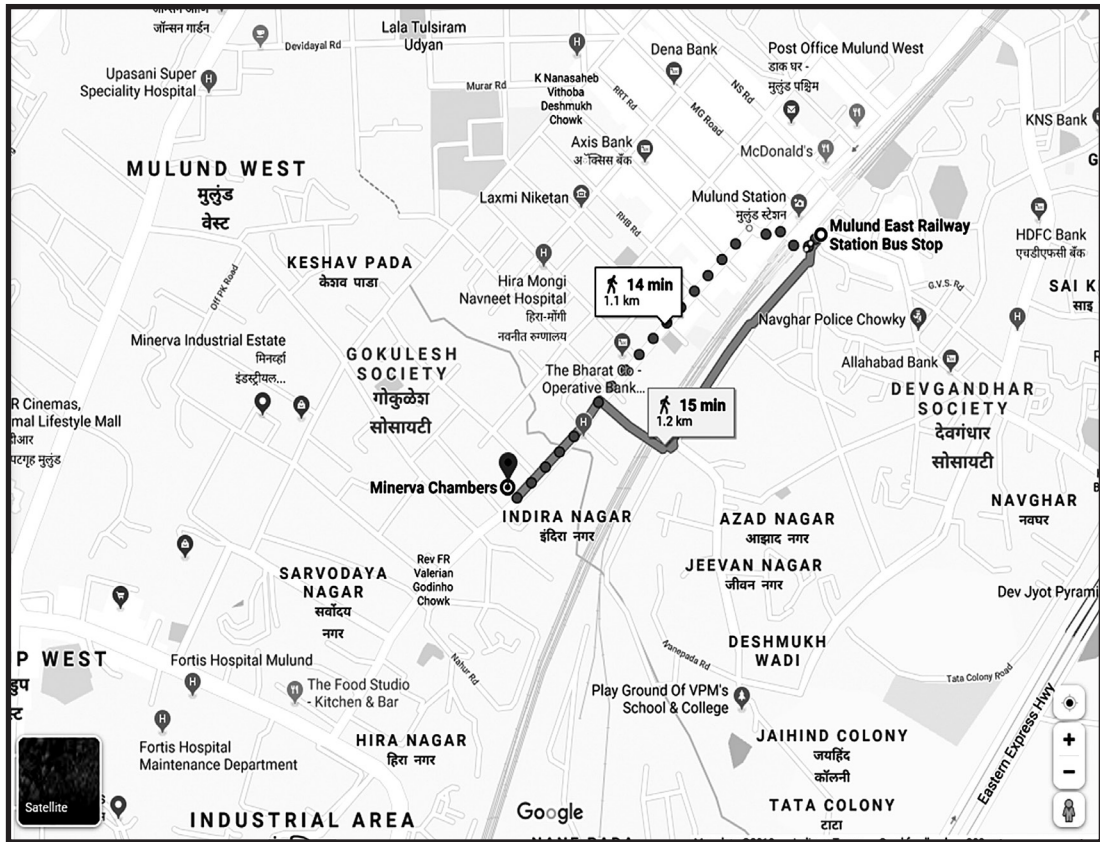
Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 48th Annual General Meeting.
- (3) It is Optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.
- (5) A proxy need not be a member of the Company.
- (6) A person can act as a proxy on behalf of member/s not exceeding fifty and holding in aggregate not more than 10% as the total share capital of the Company carrying voting rights. A member holding more than 10% as the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

ROUTE MAP FOR AGM VENUE



AGM VENUE

Mulund Industrial Services Co.op. Society Ltd.
Nahur Road, Mulund (W),
Mumbai 400 080.

TRANS FREIGHT CONTAINERS LTD.

Regd. Office : Mulund Indl. Services Co-op. Soc. Ltd., Nahur Rd.,
Mulund (W), Mumbai-400 080 Phone: 022 22040630 Email: tfcl2008@rediffmail.com
CIN : L34203MH1974PLC018009

ATTENDANCE SLIP

Sr No.:

Registered Folio No./ DP ID / Client ID	
Name and Address of the Member(s)	
Joint Holder(s)	
No of Share(s)	
Name of Proxy (in Block Letters)	
Signature of the Member(s) / Proxy	

I/We hereby record my / our presence at the 48th Annual General Meeting of the Company being held on Friday, 30th September, 2022 at 11.00 a.m. at Mulund Industrial Services Co.op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note : Members / Proxies are requested to bring the attendance Slip with them.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING
ELECTRONIC VOTING PARTICULARS

EVENT No. (Electronic Voting Sequence Number)	*Default PAN
220402	

* Only Shareholders who have not updated their PAN with Company / Depository Participant shall use Default PAN in the Pan Field

Note : Please read the e-voting instructions printed in the Notice of Annual General Meeting.

The E-Voting period starts on 27th September, 2022 at 09:00 A.M. and ends at 29th September, 2022 at 5:00 P.M. The e-voting shall be decided by Insta vote for voting thereafter.



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NOTES

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If not delivered, please return to:

TRANS FREIGHT CONTAINERS LIMITED

Mulund Industrial Services Co-op. Society Ltd.,

Nahur Road, Mulund (West), Mumbai - 400080.