

**TRANSGLOBE FOODS LTD**

**31<sup>st</sup>**

**ANNUAL REPORT**

**2016 - 2017**

**Name of the Company** : Transglobe Foods Limited

**CIN** : L15400MH1986PLC255807

**Directors** : Mr. Prabhakar Khakkhar - Executive Director & Managing Director  
Mr. Ganesh Shelar - Independent Director  
\*Mrs. Bhavnaben Khakkhar - Non Executive Director & CFO  
\*\* Mr. Manojkumar Ajudia - Independent Director  
#Ms. Nirali Shah - Non Executive Director  
##Mr. Denish Ruparel - Non Executive Director  
##Mr. Brijesh Shah - Independent Director

*\*Resigned w.e.f. 5.11.2016*  
*\*\* Resigned w.e.f. 17.08.2017*  
*# Appointed w.e.f. 14.11.2016*  
*##Appointed w.e.f. 17.08.2017*

**Auditors** : M/s. Koshal & Associates.  
Chartered Accountant

**Chief Financial Officer** : \*Mr. Denish Ruparel  
  
*\*Appointed w.e.f. 17/08/2017.*

**Registered Office** : 701/2, Sai Janak Classic, Near Sudhir Phadke,  
Flyover, Devidas Lane, Borivali- West,  
Mumbai – 400103

**Registrar and Share Transfer Agent** : Skyline Financial Services Private Limited  
D-153a, First Floor Okhla Industrial Area,  
Phase-I, New Delhi - 110020  
Email: info@skylinerta.com  
Website: www.skylinerta.com

**Banker** : Allahabad Bank, Borivali (W) Branch

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**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TRANSGLOBE FOODS LIMITED WILL BE HELD ON FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2017, AT 09.30 A.M. AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI - 400 103 TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2017 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2017 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prabhakar Khakkhar (DIN : 06491642) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. Appointment of Auditor:

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment **M/s Koshal & Associates**, Chartered Accountants, (Membership No-043746), (who was appointed in the 29th Annual General Meeting, as Statutory Auditor for a period of five years upto the conclusion of the 34th Annual General Meeting to be held during the year 2020) be and is hereby ratified for the financial year 2017-18 as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the auditors based on the recommendation of the Audit Committee."

**SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Nirali Shah (DIN: 07666165), who was appointed as an Additional Director by the Board of Directors at its meeting held on 14<sup>th</sup> November, 2016, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the

office of Director of the Company, be and is hereby appointed as Independent Director of the Company.”

5. Regularization of Mr. Denish Ruparel (DIN: 07927627) as Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Denish Ruparel (DIN: 07927627), who has been appointed as an Additional Director by the Board of Directors with effect from August 17, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

6. Regularization of Mr. Brijesh Shah (DIN:07352957) as Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Brijesh Shah (DIN: 07352957), who has been appointed as an Additional Director by the Board of Directors with effect from August 17, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company.”

**Registered Office:**

701/2, Sai Janak Classic, 7  
Near Sudhir Phadke, Flyover,  
Devidas Lane, Borivali- West,  
Mumbai – 400103.  
CIN:L15400MH1986PLC255807

By Order of the Board  
For Transglobe Foods Limited

Sd/-  
**Prabhakar Khakhar**  
Chairman  
DIN: 06491642

**Date: 17/08/2017**

**Place: Mumbai**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARECAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.  
The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from, 22<sup>nd</sup> September, 2017 to 29<sup>th</sup> September, 2017(both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2017.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
6. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, **M/s. Skyline Financial Services Private Limited**, having its office at D-153A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi, Delhi - 110020

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in **securities market**. **The**

**Members holding shares in** electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

9. As required details of the Director, seeking Re-appointment/Appointment at the ensuing Annual General Meeting are as follows:

Particulars	Mr. Prabhakar Khakkhar	Ms. Nirali Shah	Mr. Denish Ruparel	Mr. Brijesh Shah
Date of Birth	22/09/1963	25/02/1992	11/11/1979	28/03/1993
Qualification	Graduate in Commerce	Company Secretary	Under Graduate	Company Secretary
Experience	13 Years	3 Years	5 Years	3Years
Date of appointment on the Board of the Company	05/12/2002	14/11/2016	17/08/2017	17/08/2017
Nature of expertise in specific functional Areas	He has wide experience in the field of Finance & Accounts	Experience in the field of Company Law	Experience in the field of Accounts & Finance	Experience in the field of Corporate & Allied Law
Name(s) of other companies in which Directorship held	Rich And Relish Icecream Private Limited  Vegdeli Foods India Private Limited	NIL	NIL	Kuber Udyog Ltd Bultry Consultancy Services LLP
Name(s) of other companies in which he is Chairman / Member of the *Committee(s)	NIL	NIL	NIL	Kuber Udyog Ltd
No. of shares held of Rs.10/- each	NIL	NIL	NIL	NIL

\*Committees mean Audit Committee, Stakeholders Relationship Committee and Remuneration Committee.

10. Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent on request.

11. Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the Company's website [www.transglobefoods.com](http://www.transglobefoods.com) for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

## 12. PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

### A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; "Transglobe Foods Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.  
Click Login.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Transglobe Foods Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jayminleads@gmail.com](mailto:jayminleads@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS**

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22<sup>nd</sup> September, 2017, are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on 26<sup>th</sup> September, 2017 and will end at 5.00 p.m. on 28<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2017.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2017 may obtain the login ID and password by sending an email to [transglobefoods@gmail.com](mailto:transglobefoods@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.

Mr. Jaymin Modi, Practicing Company Secretary, is been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to The Bombay Stock Exchange Limited, The Calcutta Stock Exchange Limited and Ahmedabad Exchange Limited.

A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

**Registered Office:**

701/2, Sai Janak Classic, 7  
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Devidas Lane, Borivali- West,  
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CIN:L15400MH1986PLC255807

By Order of the Board  
**For Transglobe Foods Limited**

**Sd/-**  
**Prabhakar Khakhar**  
**Chairman**  
**Din: 06491642**

Date: 17/08/2017

Place: Mumbai

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013("Act")]**

**ITEM No. 4**

The Board of Directors of the Company appointed Ms. Nirali Shah (DIN: 07666165) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 14<sup>th</sup> November, 2016 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Ms. Nirali Shah (DIN: 07666165) as Independent Director of the Company.

The Company has received from Ms. Nirali Shah –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

**ITEM No. 5**

The Board of Directors of the Company appointed Mr. Denish Ruparel (DIN: 07927627) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 17<sup>th</sup> August, 2017 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Denish Ruparel (DIN: 07927627) as Director of the Company.

The Company has received from Mr. Denish Ruparel –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;

- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

#### **ITEM No. 6**

The Board of Directors of the Company appointed Mr. Brijesh Shah (DIN: 07352957) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 17<sup>th</sup> August, 2017 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Brijesh Shah (DIN: 07352957) as Independent Director of the Company.

The Company has received from Mr. Brijesh Shah –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

#### **Registered Office:**

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CIN:L15400MH1986PLC255807

By Order of the Board  
**For Transglobe Foods Limited**

**Sd/-**  
**Prabhakar Khakhar**  
**Chairman**  
**Din: 06491642**

Date: 17/08/2017

Place: Mumbai

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors have pleasure in presenting their 31<sup>st</sup> Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2017.

**1. FINANCIAL RESULTS:**

The Financial Highlights for the year under report are as under:

PARTICULARS	(Amount Rs.)	
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
Revenue from Operations	1,77,06,520	5,12,08,671
Other Income	-	-
<b>Total Revenue</b>	<b>1,77,06,520</b>	<b>5,12,08,671</b>
Other Expenses	1,74,11,980	4,83,98,171
<b>EBITDA</b>	<b>3,02,898</b>	<b>28,18,885</b>
Depreciation and Amortization Expense	8,358	8,385
EBIT	2,94,540	28,10,500
Interest and Finance Cost	-	-
EBT (before exceptional items)	2,94,540	28,10,500
Exceptional items	-	-
Profit before Tax	2,94,540	28,10,500
<b>Taxes</b>		
i) Current Tax	-	23,670
ii) Deferred Tax	(412)	(187)
iii) Mat Credit	(62,000)	-
<b>Profit (Loss) for the period</b>	<b>3,56,952</b>	<b>27,87,017</b>

**2. REVIEW OF OPERATION:**

During the financial year ended 31st March, 2017, the Company has recorded revenue of Rs. 1,77,06,520/-. The Company has earned profit of Rs 3,56,952/- during the year under review as compared to profit Rs. 27,87,017/- in the previous financial year. The Board of Directors are exploring various business opportunities for its future Development.

**3. DIVIDEND:**

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

**4. DEPOSITS:**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**5. AUDITOR & AUDITORS REPORT:**

The Board put forward the appointment of M/s. Koshal & Associates, Chartered Accountants, as statutory Auditors of the Company who was appointed in 29th Annual General Meeting for shareholder's ratification for the year 2017-18, who has also given their consent to act as a Statutory Auditor for the year 2017-18.

Necessary Resolution for ratification of their appointment has been proposed in the Notice of Annual General Meeting for the consideration of the Members of the Company.

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes on Accounts for the year ended March 31, 2017 are self-explanatory and therefore do not call for any further comments, as it does not contain any qualification in the same.

**6. INTERNAL AUDITOR:**

The Company has appointed Mr. Bhushan Adhatrao, Chartered Accountants, Mumbai, as internal auditor of the Company for financial year 2017-18.

**7. PARTICULARS OF EMPLOYEES:**

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

**8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. RE-APPOINTMENT OF DIRECTOR:**

Mr. Prabhakar Khakhar who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

**B. INDEPENDENT DIRECTORS:**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

**C. APPOINTMENT OF INDEPENDENT DIRECTOR:**

The Board of Directors appointed Ms. Nirali Shah as an Additional Director at their meeting held on 14<sup>th</sup> November, 2016. She holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director.

The Board of Directors appointed Mr. Denish Ruparel and Brijesh Shah as an Additional Director at their meeting held on 17<sup>th</sup> August, 2017. They hold office up to the date of ensuing Annual General Meeting and are eligible for appointment as a Director.

**D. CESSATION OF DIRECTORS:**

During the F.Y. 2016-17, Mrs. Bhavnaben Khakhar resigned from the post of Independent Director on the Board of Directors of the Company w.e.f. 05.11.2016.

**The Board placed on record its appreciation for the assistance and guidance provided by Bhavnaben Khakhar during her tenure as Director of the Company.**

During the F.Y. 2016-17, Mr. Manojkumar Ajudia resigned from the post of Independent Director on the Board of Directors of the Company w.e.f. 17.08.2017.

**The Board placed on record its appreciation for the assistance and guidance provided by Manojkumar Ajudia during her tenure as Director of the Company.**

**E. KEY MANAGERIAL PERSONNEL:**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- (i) Mr. Prabhakar Khakhar – Managing Director
- (ii) Mr. Denish Ruparel – Chief Financial Officer (Appointed w.e.f. 17.08.2017)

**9. SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

**10. NUMBER OF MEETINGS:**

The Board has met Four times during the financial year, the details of which are as under:  
**30<sup>th</sup> May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November 2016, 14<sup>th</sup> February 2017.**

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**11. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

**12. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the financial year ended 31st March, 2017 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2017 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length price basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure B** in Form AOC-2 and the same forms part of this report.

**14. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

Since the Company is not having any manufacturing activity as like a unit provision of Section 134(3)(m) of the Company Act, 2013, read with the Company (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earning and outgo is not applicable.

**15. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There were no foreign exchange inflows (earnings) or outgo during the year. There are no direct exports.

**16. RESEARCH & DEVELOPMENT:**

No Specific Research & Development activities are being carried on by the Company. However the Company has quality Control Department to check/improve the Quality of the products traded.

**17. AUDIT COMMITTEE, STAKEHOLDER'S RELATIONSHIP COMMITTEE AND NOMINATION & REMUNERATION COMMITTEE:**

During the F.Y 2016-17, Four Audit Committee Meetings, Four Stakeholder Grievance Committee Meetings, and One Nomination And Remuneration Committee Meeting were held and the Composition as on 31.03.2017 is as below:

Audit Committee and Stakeholder Relationship Committees consist of Mr. Ganesh Shelar – Chairman, Mr. Manojkumar Ajudia\* and Mr. Prabhakar Khakhar as members.

*\*Resigned w.e.f. 17.08.2017*

Nomination and Remuneration Committee consist of Mr. Ganesh Shelar-Chairman, Mr. Manojkumar Ajudia and Ms. Nirali Shah as members.

*\*Resigned w.e.f. 17.08.2017*

**18. SECRETARIAL AUDIT REPORT:**

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Jaymin Modi, Company Secretary as Secretarial Auditor of the Company for the financial Year 2016-17. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report.

**19. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure C** to the Board Report.

**20. STOCK EXCHANGES:**

The Company's shares are listed on the following Stock Exchanges:

- a) Ahmedabad Stock Exchange Limited.**
- b) The Bombay Stock Exchange Limited.**
- c) The Calcutta Stock Exchange Limited.**

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to BSE and CSE where the Company's shares are listed.

**21. RISK MANAGEMENT POLICY:**

The Company has formulated and adopted risk assessment and minimization framework which has been adopted by the Board. The Company has framed a risk management policy and testing in accordance with the laid down policy which is being carried out periodically. The Senior Management has been having regular Meetings for reassessing the risk environment and necessary steps are being taken to effectively mitigate the identified risks. The Board considers risk management to be a key business discipline designed to balance risk and reward and to protect the Group against uncertainties that could threaten the achievement of business objectives.

**22. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review is presented in a separate section forming the part of the Annual Report.

**23. CORPORATE GOVERNANCE:**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is not falling within the prescribed ambit as mentioned there in. The paid up Share Capital of the Company is 2,89,79,000/- (Two Crore Eighty Nine Lakhs Seventy Nine Thousand Only) and Net worth is 27,42,887/- (Twenty Seven Lakhs Forty Two Thousand Eight Hundred and Eighty Seven Only).

**24. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

**25. OTHER LAWS:**

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**26. PARTICULARS OF THE LOANS, GUARANTEES OR INVESTMENT MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Though the Section 186(2) makes restriction, Section 186(3), empowers a Company to give loan, guarantee or provide any security or acquisition beyond the limit but subject to prior approval of members by a special resolution passed at a general meeting.

The Company in its 29<sup>th</sup> Annual General Meeting had obtained the approval of members vide its special resolution No.8 and specified its limit.

Disclosure of particulars of loan, guarantee given and security provided:

In pursuant to provisions of Section 186(4) of the Act, it is duty of the Company to disclose in the Financial Statement the full particulars of the loan, guarantee given and security provided and its utilization.

**27. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

**28. ACKNOWLEDGEMENTS:**

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support.

**Registered Office:**

701/2, Sai Janak Classic, 7  
Near Sudhir Phadke, Flyover,  
Devidas Lane, Borivali- West,  
Mumbai – 400103.  
CIN:L15400MH1986PLC255807

By Order of the Board  
For Transglobe Foods Limited

Sd/-  
Prabhakar Khakhar  
Chairman  
Din: 06491642

**Date: 17/08/2017**

**Place: Mumbai**

**ANNEXURE 'A' TO DIRECTORS' REPORT****RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.****A. Research & Development****1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

**B. Technology absorption:****1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2016 -17.

**2. Benefits derived as a result of the above efforts.**

Nil.

**3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):****C. Foreign Exchange Earnings and Outgo:**

Nil

**1. Earning- FOB value of Exports:**

Nil

**2. Outgo- CIF Value of Imports**

Nil

**By Order of the Board  
For Transglobe Foods Limited**

Place: MUMBAI  
Date: 17.08.2017

Sd/-

Prabhakar Khakhar  
Din: 06491642

**Annexure B**

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

Salary to Mr. Prabhakar Khakhar, Executive Director of the Company who is also a director of the Promoter Company.

For and on behalf of the Board of Directors

Sd/-  
Prabhakar Khakhar  
Director  
DIN: 06491642

Sd/-  
Ganesh Shelar  
Director  
DIN: 06563107

Place: Mumbai  
Date: 17/08/2017

**ANNEXURE C****MGT 9****EXTRACT OF ANNUAL RETURN AS ON THE  
FINANCIAL YEAR ENDED ON MARCH 31, 2016****[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

<b>i</b>	<b>CIN</b>	L15400MH1986PLC255807
<b>ii</b>	<b>Registration Date</b>	11-11-86
<b>iii</b>	<b>Name of the Company</b>	TRANSGLOBE FOODS LIMITED
<b>iv</b>	<b>Category/Sub-Category of the Company</b>	COMPANY LIMITED BY SHARES
<b>v</b>	<b>Address of the Registered office and contact details</b>	701/2, SAI JANAK CLASSIC, NEAR SUDHIR PHADKE, FLYOVER, DEVIDAS LANE, BORIVALI- WEST, MUMBAI- 400103
<b>vi</b>	<b>Whether listed company</b>	Yes
<b>vii</b>	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	SKYLINE FINANCIAL SERVICE PVT. LTD. D-153A, FIRST FLOOR OKHLA INDUSTRIAL AREA, PHASE-I NEW DELHI - 110020 Email Id: www.skylinerta.com Tel No: 022-622 15 779 / 022- 285 11 022

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:- **NOT APPLICABLE**

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

<b>Sr. No.</b>	<b>Name And Address Of The Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary /Associate</b>	<b>%of shares held</b>	<b>Applicable Section</b>
1.					
2.	<b>NOT APPLICABLE</b>				
3.					
4.					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2016)				No. of Shares held at the end of the year (31/03/2017)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
<b>a) Individual/HUF</b>	0	0	0	0	0	0	0	0	0
<b>b) Central Govt.</b>									
<b>c) State Govt(s)</b>									
<b>d) Bodies Corp</b>	414400	0	414400	14.30	414400	0	414400	14.30	0
<b>e) Banks / FI</b>									
<b>f) Any Other</b>									
Sub-total(A)(1):-	414400	0	414400	14.30	414400	0	414400	14.30	0
<b>2) Foreign</b>									
<b>g) NRIs-Individuals</b>									
<b>h) Other-Individuals</b>									
<b>i) Bodies Corp.</b>									
<b>j) Banks / FI</b>									
<b>k) Any Other....</b>									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
<b>a) Mutual Funds</b>									
<b>b) Banks / FI</b>									
<b>c) Central Govt.</b>									
<b>d) State Govt(s)</b>									

e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	755874	0	755874	26.08	508601	0	508601	17.55	-8.53
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	494963	130150	625113	21.57	915262	128450	1043712	36.01	14.44
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	902246	50000	952246	32.86	752857	50000	802857	27.70	-5.16
c) Others(Specify)	140767	9500	150267	26.1	-	-	-	-	-
Clearing Members	46300	0	46300	1.6	6173	0	6173	0.21	-1.39
NRI	402	9500	9902	0.34	9844	9500	19344	0.66	0.32
HUF	140365	0	140365	4.84	102813	0	102813	3.55	-1.29
Sub-total(B)(2)	2293850	189650	2483500	85.7	2295550	187950	2483500	85.70	0

Total Public Shareholding (B)=(B)(1)+(B)(2)	2293850	189650	2483500	85.7	2295550	187950	2483500	85.70	0
C. Shares held by Custodian for GDRs & ADRs									
<b>Grand Total (A+B+C)</b>	<b>2708250</b>	<b>189650</b>	<b>2897900</b>	<b>100</b>	<b>2709950</b>	<b>187950</b>	<b>2897900</b>	<b>100</b>	<b>100</b>

ii. **SHAREHOLDING OF PROMOTERS**

Sr . N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the comp	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rich And Relish Ice Cream Pvt Ltd	414400	14.3	0.0	414400	14.3	0.0	0.0
	<b>Total</b>	<b>41440</b>	<b>14.3</b>	<b>0</b>	<b>41440</b>	<b>14.3</b>	<b>0</b>	<b>0.0</b>

iii. **CHANGE IN PROMOTERS' SHAREHOLDING: \*NO CHANGE IN SHAREHOLDING:**

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS):-**

Sl. No	Shareholding at the beginning of the year			Shareholding at the end of the year		
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	For Each of the Top 10 Shareholders	No of shares	% of total shares of the company
1	Rupesh Jha	136400	4.71	Rupesh Jha	136400	4.71
2	Clarinete Realtors Private Limited	135700	4.68	Clarinete Realtors Private Limited	135700	4.68
3	Namrah Transport & Logistics Services Private Limited	107200	3.7	Saraf Equity Services Pvt Ltd	95700	3.30

4	Saraf Equity Services Pvt Ltd	106300	3.67	Olympia Sales Agency Private Limited	87600	3.02
5	Niraj Rajnikant Shah	89000	3.07	Sudhakar Neelakanta Raju	32894	1.14
6	Olympia Sales Agency Private Limited	87600	3.02	Rapid Credit & Holdings Pvt. Ltd.	30000	1.03
7	Nityasa Electricals And Engineers	80500	2.78	Yogendra Kumar Jaiswal	27000	0.93
8	R. Wadiwala Securities Private Limited	70075	2.42	Surekha Arvind Shah	27000	0.93
9	Motilal Oswal Securities Ltd.	56304	1.94	Achievers Capital Advisory Servies Private Limited	27000	0.93
10	Rasiklal Chunilal Sheth	56226	1.94	Harshil Harenbhai Choksey	25000	0.86

v. **SHAREHOLDING OF DIRECTORS & KMP**

During the Year there was NIL shareholding of the Directors and KMP in the Company.

vi. **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	3,25,000	NIL	3,25,000
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)	NIL	3,25,000	NIL	3,25,000
Change in Indebtedness during the financial year	NIL	13,00,000	NIL	13,00,000
- Addition				
- Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	16,25,000	NIL	16,25,000
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	16,25,000	NIL	16,25,000
ii) Interest due but not paid		NIL		NIL

iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	16,25,000	NIL	16,25,000

vii. **REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL**

A. **REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	<b>Prabhakar Khakhar (Managing Director)</b>	
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	60,000	60,000
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL	
2.	Stock Option	NIL	
3.	Sweat Equity	NIL	
4.	Commission - as % of profit - others, specify...	NIL	
5.	Others, please specify (Sitting Fees)	60,000	60,000
6.	Total(A)	<b>60,000</b>	<b>60,000</b>

B. **REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Mr. Ganesh Shelar	Mr. Manojkumar Ajudia	Mrs. Bhavnaben Khakhar	Ms. Nirali Shah	Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL	20,000	7,500	27,500
	Total(1)	NIL	NIL	20,000	7,500	27,500

	Other Non-Executive Directors ·Fee for attending board committee meetings ·Commission ·Others, please specify					
	Total(2)					
	Total(B)=(1+2)	NIL	NIL	20,000	7,500	27,500
	Total Managerial Remuneration	NIL	NIL	20,000	7,500	27,500

C. **REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD.**

Apart from Managing Director, there was no KMP appointed in the Company during the Financial Year 2016-17.

viii. \* **PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

**FORM NO. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

**(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 of**  
**Transglobe Foods Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Transglobe Foods Limited (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Transglobe Foods Limited (hereinafter called "The Company") books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, 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 Transglobe Foods Limited for the period covering from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - *Not Applicable to the Company for the period under review.*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; - *Not Applicable to the Company for the period under review.*
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - *Not Applicable to the Company for the period under review.*

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not Applicable to the Company for the period under review.*
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - *Not Applicable to the Company for the period under review.*
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - *Not Applicable to the Company for the period under review and*
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) \*Other specifically applicable laws to the Company during the period under review;
- (i) Income Tax Act, 1961;
  - (ii) Chapter V of the Finance Act, 1994 (Service Tax);
  - (iii) Professional Tax;
  - (iv) Tax Deducted at Source;
  - (v) Securities Transaction Tax (STT).

We have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India – The Secretarial Standards SS-1 and SS-2, issued and notified by the Institute of Company Secretaries of India (ICSI) have been complied with by the Company during the financial year under review.
- (ii) The Listing Agreement entered into by the Company with The Calcutta Stock Exchange Limited, Ahmedabad Stock Exchange Limited, and BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above except the following:

1. *The Company is in process of Appointing Company Secretary as required under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

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.

***For Jaymin Modi & CO.  
Company Secretaries***

***Membership No. - 44248  
COP No.- 16948***

***Date: 17<sup>th</sup> August, 2017  
Place: Mumbai.***

***Annexure - 1:***

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, were followed provide a reasonable basis for my opinion.
3. We have not verified the correctness 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 the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

***For Jaymin Modi & CO.  
Company Secretaries***

***Membership No. - 44248  
COP No.- 16948***

***Date: 17<sup>th</sup> August, 2017.  
Place: Mumbai.***

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2017.

### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

The industry is showing some improvement & your Directors are expecting better industrial development in the coming years. We expect to be able to continue to deliver strong growth and take advantage of the significant capital investments.

### **SEGMENT-WISE PERFORMANCE:**

The Company trades in a single business segment. The Company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

### **OPPORTUNITIES AND THREATS:**

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years. The threats to the segment in which the Company operates are pricing pressure arising due to competition from low cost suppliers, technology up gradation, severe competition and newly emerging competitive nations and stricter environment laws.

### **STRENGTH:**

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

### **HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The Company, values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

**CAUTIONARY STATEMENT:**

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

## Independent Auditors' Report

**To,  
The Members,  
TRANSGLOBE FOODS LIMITED**

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of TRANSGLOBE FOODS LIMITED ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the 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 the 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 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 financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 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 purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 B"; and
  - (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 does not have any pending litigations which would impact its financial position.

- ii. the Company did not have any long term contracts including long term contracts for which they were any material foreseeable losses.
- iii. There were no amount which required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 20(i) to the financial statements

**For Koshal & Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated: 30.05.2017

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company does hold any immovable property. Accordingly clause 1 (c) of the order is not applicable.
- (ii) (a) As explained to us, inventory has been physically verified during the year by the management reasonable intervals.
- (b) In our opinion and on the basis of our examination of records, no discrepancies were noticed on physical verification of stock by the management at compare to the books records.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act, 2013. Thus paragraph 3(iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans and investments which require compliance of section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanation given to us provident fund, employees state insurance, sales-tax, wealth tax, service tax, duty of customs & duty of excise, value added tax cess are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues with the appropriate authorities during the year except company's professional tax. There were no arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of provident fund, employees state insurance, sales-tax, wealth tax, service tax, income tax, duty of customs & duty of excise, value added tax outstanding on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly,

paragraph 3 (ix) of the Order is not applicable.

- (x) 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.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has been paid/provided for managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, it does not have any transactions with the related parties which require compliance with section 177 and 188 of the Act. Thus paragraph 3(xiii) of the order not applicable.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45 -IA of the Reserve Bank of India Act 1934.

**For Koshal & Associates**

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

**Place: Mumbai**

**Dated: 30.05.2017**

## **Annexure - B to the Auditors' Report**

### **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 TRANSGLOBE FOODS LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system 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 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 31 March 2017, 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 Koshal & Associates*

*Chartered Accountants*

Firm's registration number: 121233W

**Koshal Maheshwari**

*Proprietor*

Membership number: 043746

Place: Mumbai

Dated: 30.05.2017

## BALANCE SHEET AS AT 31st March, 2017

(Amount in Rs)

Particulars	Notes	As At 31st March 2017	As At 31st March 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	3,17,43,000	3,17,43,000
(b) Reserves and Surplus	3	(2,90,00,113)	(2,93,57,065)
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	16,25,000	3,25,000
(b) Deferred tax liabilities (Net)		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	5	2,77,64,957	1,23,79,964
(c) Other current liabilities		-	-
(d) Short-term provisions	6	1,77,941	2,21,236
<b>TOTAL</b>		<b>153,12,135</b>	<b>194,58,139</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	7	41,390	49,748
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		1,005	593
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	8	3,18,38,774	1,49,88,964
(d) Cash and cash equivalents	9	3,17,616	2,22,830
(e) Short-term loans and advances	10	50,000	50,000
(f) Other current assets	11	62,000	-
<b>TOTAL</b>		<b>3,23,10,785</b>	<b>1,53,12,135</b>
Summary of significant accounting policies	1	-	-
Notes to Accounts	16	-	-

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

As per our report of even date

**For Koshal & Associates**  
Chartered Accountants

**For and on behalf of the Board**  
**TRANSGLOBE FOODS LIMITED**

Sd/-  
(Koshal Maheshwari)  
Proprietor  
FIRM No:121233W  
M.No.043746  
Place: Mumbai

Sd/-  
(Prabhakarbhair R. Khakkhar)  
Director  
DIN: 06491642

Sd/-  
(Ganesh Shelar)  
Director  
DIN :: 06563107

**Statement Of Profit and Loss for the Year Ended 31st March, 2017**  
(Amount in Rs)

PARTICULARS	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>I) Revenue From Operations</b>	12	1,77,06,520	5,12,08,671
<b>II) Other Income</b>		-	-
<b>III) Total Revenue (I+II)</b>		1,77,06,520	5,12,08,671
<b>IV) Expenses :</b>			
Purchase of Stock-in-Trade	13	1,57,77,000	4,69,30,642
Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade		-	-
Employee Benefit expenses	14	4,22,524	2,76,040
Finance Cost		-	-
Depreciation and amortization Expenses		8,358	8,385
Other Expenses	15	12,04,098	11,83,104
<b>Total Expenses (IV)</b>		1,74,11,980	4,83,98,171
V) Profit Before exceptional and extraordinary items and tax (III-IV)		2,94,540	28,10,500
VI) Exceptional Items		-	-
VII) Profit before extraordinary items and tax (V-VI)		2,94,540	28,10,500
VIII) Extraordinary Items		-	-
IX) Profit Before Tax (VII-VIII)		2,94,540	28,10,500
<u>X) Tax Expenses</u>			
i) Current Tax		-	23,670
ii) Deferred Tax		(412)	(187)
iii) Mat Credit		(62,000)	-
XI) Profit (Loss) from Continuing Operations (IX-X)		3,56,952	27,87,017
XII) Profit (Loss) from Discontinuing Operations		-	-
XIII) Tax Expenses for Discontinuing Operations		-	-
XIV) Profit (Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		<b>3,56,952</b>	<b>27,87,017</b>
<b><u>XVI) Earnings per Equity Shares</u></b>			
1) Basic		0.12	0.96
2) Diluted		0.12	0.96
Summary of significant accounting policies	1		
Notes to accounts	16		

Date: 30.05.2017

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

As per our report of even date

**For Koshal & Associates**  
Chartered Accountants

**For and on behalf of the Board**  
**TRANSGLOBE FOODS LIMITED**

Sd/-  
(Koshal Maheshwari)  
Proprietor  
FIRM No:121233W  
M.No.043746  
Place: Mumbai

Sd/-  
(Prabhakarbhair R. Khakhar)  
Director  
DIN: 06491642

Sd/-  
(Ganesh Shelar)  
Director  
DIN :: 06563107

Date: 30.05.2017

## Notes to financial statements for the year ended 31<sup>st</sup> March, 2017

### NOTES FORMING PART OF THE ACCOUNTS

#### Note 1:

#### A. SIGNIFICANT ACCOUNTING POLICIES

##### **Basis of Preparation of Financial statement:**

The financial statements of Transglobe Foods Limited have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under the relevant provision of Companies Act, 2013.

##### **Use of Estimates:**

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

##### **Revenue Recognition:**

Revenue from sale of goods is recognized on transfer of all significant risk and rewards of ownership to the buyer. The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.

##### **Investments:**

Investments are stated at cost i.e., cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable.

##### **Fixed Assets & Depreciation:**

Fixed Assets are stated at cost less Depreciation. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition / deletions is calculated on pro- rata with respect to date of addition / deletions.

##### **Taxation:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset & liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

**Earnings per Share:**

The earning considered in ascertaining the company's earnings per share comprises net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

**Impairment of Assets:**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their value in use. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital

**Gratuity:**

No provision for gratuity has been made as no employee has put in qualifying period of service for entitlement of this benefit.

**Provisions and Contingent liabilities:**

Provisions is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Contingent liabilities are disclosed where there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

**For, Transglobe Foods Limited**

**For Koshal & Associates  
Chartered Accountants**

**Sd/-  
(Prabhakar Khakkhar)  
Director  
DIN: 06491642**

**Sd/-  
(Ganesh Shelar)  
Director  
DIN: 06563107**

**Sd/-  
Koshal Maheshwari  
Proprietor  
FIRM No:121233W  
M.No.043746**

**Place: Mumbai  
Date: 30.05.2017**

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE PERIOD 31st March , 2017

PARTICULAR	(Amount in Rs.) As at 31st March, 2017	(Amount in Rs.) As at 31st March, 2016
<b>Note - 2 Share Capital</b>		
<b><u>Authorized Capital</u></b>		
40,00,000 Equity Shares of Rs 10/- each	4,00,00,000	4,00,00,000
<b><u>Issued.</u></b>		
34,50,700 Equity share of Rs. 10/- each	3,45,07,000	3,45,07,000
<b><u>Subscribed &amp; Fully Paid -up</u></b>		
28,97,900 Equity share of Rs. 10/- each	2,89,79,000	2,89,79,000
<b><u>Forfeited Shares</u></b>		
5,52,800 Originally Paid up on Forfeited Share	27,64,000	27,64,000
-		
	3,17,43,000	3,17,43,000
<b>(i) Reconciliation of number of share outstanding at beginning and at the end of the reporting period:</b>		
<b>Ordinary Shares:</b>		
At the beginning of the year	34,50,700	34,50,700
Issued during the Year		
Oustanding at the end of the year	<b>34,50,700</b>	<b>34,50,700</b>
<b><u>Subscribed &amp; Paid -up</u></b>		
<b>Ordinary Shares:</b>		
At the beginning of the year	28,97,900	28,97,900
Issued during the Year		
Less Forfeited During the Year	-	-
Oustanding at the end of the year	<b>28,97,900</b>	<b>28,97,900</b>
<b>(ii) Terms/ right attached to Equity Shares</b>		

The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

<b>(III) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>	NIL		NIL	
<b>Details of Shareholders holding more than 5% shares in the Company</b>				
<b>Ordinary Equity Shares of Rs. 10/- shares in company</b>	<b>As at 31st March, 2017</b>		<b>As at 31st March, 2016</b>	
	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>	<b>%</b>
Rich & Relish Ice-cream P. Ltd.	4,14,400	14.30	4,14,400	14.30

<b>NOTE # 3</b>		
<b>Reserves and Surplus</b>		
(a) Securities Premium		
As per last Balance Sheet	-	-
Addition during the year	-	-
	-	-
(b) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	(2,93,57,065)	(3,21,44,082)
Addition during the year	3,56,952	27,87,017
Add: Increase of Share Capital		
Allocations & Appropriations		
Less : Previous Year Tax		
Transfer to Reserves		
	(2,90,00,113)	(2,93,57,065)
	(2,90,00,113)	(2,93,57,065)

<b>NOTE # 4</b>		
Long term Borrowings		
Unsecured		
Other Loans and Advances	16,25,000	3,25,000
	16,25,000	3,25,000

<b>NOTE # 5</b>		
<b>Trade Payables</b>		
Acceptances	-	-
other then Acceptances	2,77,64,957	1,23,79,964
	2,77,64,957	1,23,79,964

<b>NOTE # 6</b>		
<b>Short-Term Provisions</b>		
<b>Provision for Employee Benefits :</b>		
Salary payable	20,000	72,500
<b>Others</b>		
Provision for Income Tax (Net Of TDS)		23,670
Other Provision	1,57,941	1,25,066
Ashwin Thumar & Co Tax Payable	-	
	1,77,941	2,21,236

<b>NOTE # 8</b>		
<b>Trade Receivables (Unsecured, Considered good)</b>		
- Outstanding for a period exceeding six months	2,72,22,964	-
- Others	46,15,810	1,49,88,964
Less: Allowance for Bad & Doubtful Debts	-	-
	3,18,38,774	1,49,88,964

<b>NOTE # 9</b>		
<b>Cash and Cash Equivalents</b>		
Cash on Hand	68,548	2,02,599
Balances with Bank	2,49,068	20,231
	3,17,616	2,22,830

<b>NOTE # 10</b>		
<b>Short-Term Loans and Advances</b>		
<b>(Unsecured, Considered good)</b>		
<u>Others</u>		
Office Deposits	50,000	50,000
	<b>50,000</b>	<b>50,000</b>

<b>NOTE # 11</b>		
<b>Other Current Assets</b>		
Other (Specify Nature)		
MAT Tax	62,000	-
	<b>62,000</b>	<b>-</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2017**  
**(Amount in Rs.)**

	As at 31st March, 2017	As at 31st March, 2016
<b>Note -12 Revenue From Operation</b>		
Sale Of Goods	1,77,06,520	5,12,08,671
<b>Total In `</b>	<b>1,77,06,520</b>	<b>5,12,08,671</b>
<b>Note -13 Purchase of Stock in Trade</b>		
Total In `	1,57,77,000	4,69,30,642
<b>Total In `</b>	<b>1,57,77,000</b>	<b>4,69,30,642</b>
<b>Note - 14 Employee Benefit Expenses</b>		
Salaries to Employees	3,83,000	2,53,000
Staff Welfare expenses	39,524	23,040
<b>Total In `</b>	<b>4,22,524</b>	<b>2,76,040</b>
<b>Note -16 Other Expenses</b>		
<b>Payment to Auditors-</b>		
Statutory Audit Fee	22,900	22,900
Tax Audit Fee	11,500	17,175
<b>Others-</b>		
Printing And Stationery	76,501	56,258
Legal Fees	-	-
Transportation Charges	1,25,536	1,28,886
Share Transfer Agent Fees	82,890	82,066
CDSL fees	10,305	3,435
Professional Fees	83,175	96,100
Office Expenses	64,326	22,094
Telephone Expense	13,196	8,933
Rent Paid	1,80,000	1,80,000
Stock Exchange Fees	2,29,000	2,52,810
Director Sitting Fees	27,500	40,000
Conveyance Exp	1,13,717	78,081
NSDL Fees	11,305	11,445
Travelling Conveyance	65,291	1,05,580
Miscellanous Exp	86,956	77,341
<b>Total In `</b>	<b>12,04,098</b>	<b>11,83,104</b>

**NOTE 7: TANGIBLE ASSETS****NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017****Note - 7 (Fixed Assets As Per Company Act )**

Tangible Assets as on 31st March 2017 as per companies Act 2013

S.NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		COST AS ON 01.04.2016	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2017	UPTO 01.04.2016	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2017	NET CARRYING AMOUNT AS ON 31.03.2017	NET CARRYING AMOUNT AS ON 31.03.2016
1	Equipment	35,450	-	-	35,450	7,215	5,908	-	13,123	22,327	28,235
2	Furniture & Fixture	24,500	-	-	24,500	2,987	2,450	-	5,437	19,063	21,513
	TOTAL	59,950	-	-	59,950	10,202	8,358	-	18,560	41,390	49,748
	Previous Year	59,950	-	-	59,950	1,817	8,385	-	10,202	49,748	58,133

**Notes to financial statements for the year ended 31<sup>St</sup> March, 2017**

**NOTE 16: NOTES TO FINANCIAL STATEMENTS:**

- a) None of the Earning/Expenditures is in Foreign Currency.
- b) Balance of Debtors and creditors are subject to confirmation and reconciliation.
- c) In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non current assets are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.
- d) Previous years figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.
- e) Related Party Disclosure :

Description of Relationship	Name of Related Parties
Key Managerial Personnel	1. Prabhakarbhai R. Khakkhar (Managing Director)
	2. Denish Ruparel (CFO)

Name Of Key Management Personnel		Transactions Made(Rs. In Lacs )		
	Salary	Amount	Amount	Year End
	Paid	Received	Paid	Balance
Prabhakarbhai R. Khakkhar	0.60	-	0.60	-

**f) Auditors Remuneration**

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	34,400.00	34,400.00

**g) Details of dues to micro and small enterprises as defined under the Micro and Small Enterprise Development (MSMED) Act, 2006\***

	As at 31.03.2017	As at 31.03.2016
i. The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	-	-

- Interest due on above - -
- ii. The amount of interest paid by the buyer in terms of Section 16 of the Micro and Small Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. - -
- iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006. - -
- iv. The amount of interest accrued and remaining unpaid at the end of each accounting year. - -
- v. The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of Micro and Small Enterprise Development Act, 2006. - -

\* Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

#### h) Earnings per share:

Basic & Diluted Earnings per share:

Particulars	FY 2016-17	FY 2015-16
A. Net Profit/ (loss) after tax	3,56,952	27,87,017
B. Weighted Avg. No. of Eq. Shares (Basic & Diluted)	28,97,900	28,97,900
C. Basic & Diluted Weighted Avg. EPS	0.12	0.96

- i) Disclosure on Specified Bank Notes During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows :

Particulars	SBNs (1)	Other denomination notes	Total
Closing cash in hand as on Nov 8, 2016	-	5,48,775.00	5,48,775.00
Add : Permitted receipts	-	-	-
Less : Permitted payments	-	56,012.00	56,012.00

<i>Less : Amount deposited in Banks</i>	-	-	-
<i>Less : Amount Withdraw from in Banks</i>	-	-	-
Closing cash in hand as on Dec 30, 2016			4,92,763.00

"For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016."

**For, Transglobe Foods Limited**

**Sd/-**  
**(Prabhakar Khakkhar)**  
**Director**  
**DIN: 06491642**

**Sd/-**  
**(Ganesh Shelar)**  
**Director**  
**DIN: 06563107**

**For Koshal & Associates**  
**Chartered Accountants**

**Sd/-**  
**Koshal Maheshwari**  
**Proprietor**  
**FIRM No:121233W**  
**M.No.043746**

**Place: Mumbai**  
**Date: 30.05.2017**

**CASH FLOW STATEMENT AS ON 31<sup>ST</sup> MARCH, 2017**

PARTICULARS		31st March 2017	31st March 2016
		(Rupees)	(Rupees)
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit /(Loss) before tax and Extra Ordinary items	2,94,540	28,10,500
	Adjustment for:-		
	Depreciation	8,358	8,385
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	3,02,898	28,18,885
	Adjustment for:-		
	(Increase)/decrease Trade and other receivables	(1,68,49,810)	41,87,920
	Decrease in Deferred tax liabilities		
	Increase/(decrease) Trade Payables	1,53,84,993	(60,81,691)
	Increase/(decrease) Other current Liabilities	(43,295)	
	(Increase)/decrease in Inventories		
	(Increase)/decrease Others Current Assets	(62,000)	
	<b>CASH GENERATED FROM OPERATIONS</b>	(15,70,112)	(18,93,771)
	Direct Taxes Paid	62,000	
	last Year Direct Taxes Paid		
<b>I</b>	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	(12,05,214)	9,25,114
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets		
	Sale of Fixed Assets		
	New Investments		
	Sale of Investments		
	Interest Received		
	Dividend Received	-	-
<b>II</b>	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	-	-
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Loan Received / Given		
	Proceeds from issue of share capital		
	Cash received from securities premium		
	Proceeds from Long term borrowings	18,00,000	11,25,000
	Repayment of Financial Liability/Lease	(5,00,000)	(20,00,000)
	Dividend Paid	-	-
<b>III</b>	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	13,00,000	(8,75,000)
	<b>NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)</b>	94,786	50,114
	<b>Add:- CASH &amp; CASH EQUIVALENTS AS AT BEGNNING</b>	2,22,830	1,72,716
	<b>CASH &amp; CASH EQUIVALENTS AT AT END</b>	3,17,616	2,22,830

For Koshal & Associates  
Chartered Accountants

For and on behalf of the Board  
TRANSGLOBE FOODS LIMITED

Sd/-  
(Koshal Maheshwari)  
Proprietor  
FIRM No:121233W  
M.No.043746  
Place: Mumbai  
Date: 30.05.2017

Sd/-  
(Prabhakarbai R. Khakkhar)  
Director  
DIN: 06491642

Sd/-  
(Ganesh Shelar )  
Director  
DIN : 06563107

**TRANSGLOBE FOODS LIMITED**

Regd Off.: 701/2, Sai Janak Classic, Near Sudhir Phadke Flyover, Devidas Lane, Borivali- West,  
Mumbai – 400103.

**ATTENDANCE SLIP**

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 103 on Friday, 29th September, 2017 at 09.30 a.m.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Member/Proxy holder is requested to bring their copy of the Annual Report for reference at the Meeting.

**TRANSGLOBE FOODS LIMITED**

Regd Off.:701/2, Sai Janak Classic, Near Sudhir Phadke Flyover, Devidas Lane, Borivali- West, Mumbai – 400103.

**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: L15400MH1986PLC255807****Name of the Company: Transglobe foods Limited****Regd Off.:**701/2, Sai Janak Classic, Flyover, Devidas Lane, Borivali- West, Mumbai – 400103.

Tel No.: 022- 65156677 Mob No: 8080401230

Website: [www.transglobefoods.com](http://www.transglobefoods.com) Email: transglobefoods@gmail.com

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No./Client ID:		DP ID:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email 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 the 31<sup>st</sup> Annual General Meeting of Transglobe Foods Limited to be held on Friday, 29th day of September, 2017 at 09.30 a.m. at **Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 103** and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2017.
2.	Re-appointment of Mr. Prabhakar Khakhar (DIN: 06491642) who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/s. Koshal & Associates, Chartered Accountants as Statutory Auditor and fixing their remuneration.
<b>Special Business</b>	
4.	Appointment of Ms. Nirali Shah as an Non Executive Director of the Company
5.	Appointment of Mr. Denish Ruparel as an Non Executive Director of the Company
6.	Appointment of Mr. Brijesh Shah as an Independent Director of the Company

Signed this..... day of..... 2017

Signature of Shareholder .....

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

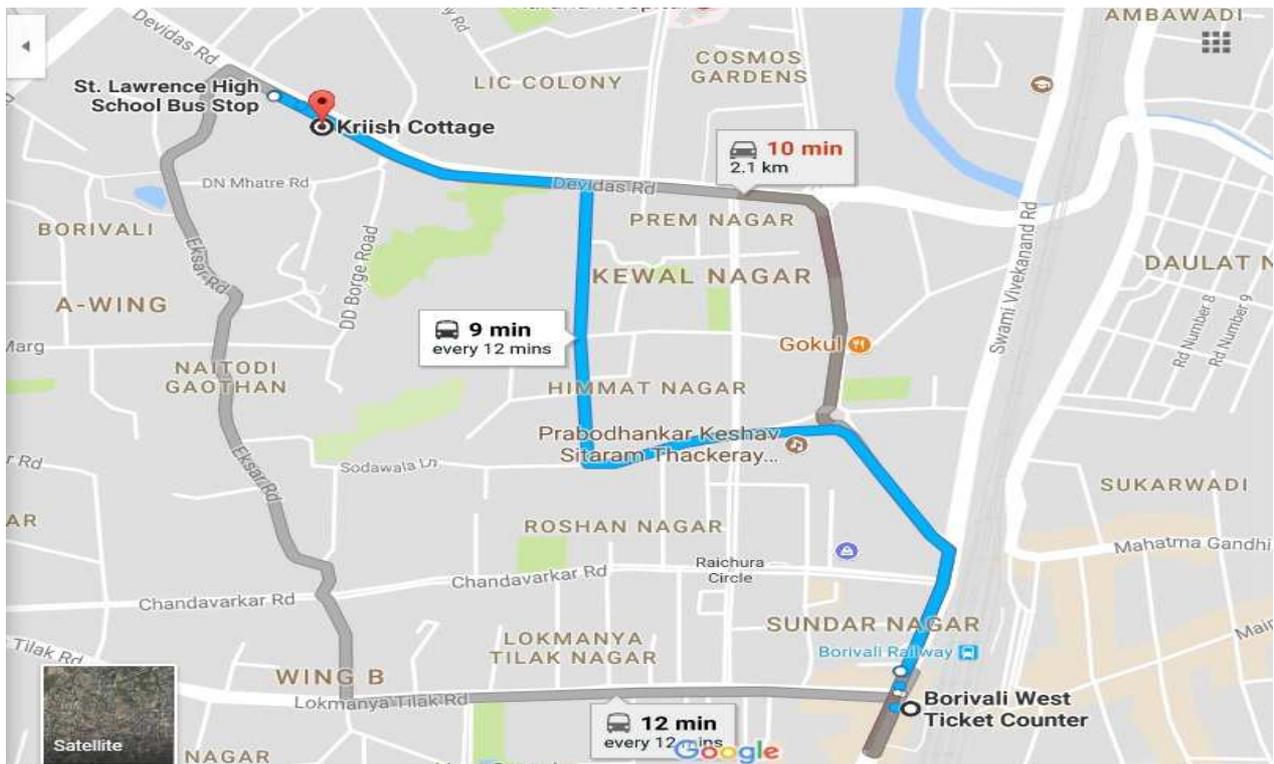
Affix Revenue Stamp
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**Notes:**

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. Please complete all details including details of member(s) before submission.

**Route Map of the AGM Venue**

**Venue: Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (West), Mumbai – 400 103.**



**Landmark: Near St. Lawrence High School**



BOOK POST

If undelivered, please return to:

**TRANSGLOBE FOODS LIMIED**

701/2, Sai Janak Classic, Flyover,

Devidas Lane, Borivali- West,

Mumbai – 400103.