

REPORT ON CORPORATE GOVERNANCE

1. Company Philosophy on Corporate Governance

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

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has executed fresh Listing Agreement with the Stock Exchange.

A Report on compliance with the Corporate Governance provisions as prescribed under SEBI Listing Regulations is given below.

2. Board of Directors

A. Composition

Due to non-functioning of the Company, no one is willing to join the Board of Directors of the Company as "Independent Director" and therefore the Composition of the Board is not in conformity with Regulation 17 of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013.

Due to resignation by Mr. Ashok Kumar Dalmia, Managing Director of the Company on account of his disqualification under section 164(2) of the Companies Act, 2013, there remains no whole-time director on the Board of the Company. The Board of Directors is in the process of appointing whole-time director as required by Section 196 of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015.

B. Attendance at Board Meetings

The present strength of the Company's Board is four Directors. During the year ended 31.03.2018, 4 (Four) meetings of the Board of Directors were held on 30.05.2017, 14.08.2017, 14.11.2017 and 14.02.2018.

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

The information on attendance of each director at the meeting of the Board of Directors held during the year ended 31st March, 2018 and last Annual General Meeting of the Company is as under:

| Name of Director | Category | No. of Board Meetings during the year 2017-18 | | Attendance at last AGM | Other directorships in Public Companies | Committee position held in other Companies | | Number of Shares Held |
|-------------------------------|-------------------------------|---|-------|------------------------|---|--|---|-----------------------|
| | | Held | Attd. | | | M | C | |
| Mr. Ashok Kumar Dalmia | Executive | 4 | 2 | Yes | — | — | — | — |
| **Mr. Nikhil Dalmia | Non - Executive | 4 | 2 | No | — | — | — | — |
| Mr. Badal Mittal | Non - Executive | 4 | 3 | Yes | 1 | — | — | 86441 |
| Mr. Anil Mittal | Non - Executive | 4 | 3 | No | 1 | — | — | 1600 |
| Mrs. Poornima Sanjiv Aggarwal | Non - Executive & Independent | 4 | 4 | Yes | — | — | — | — |

Includes only Audit Committee and Stakeholders Relationship Committee.

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*Shri Ashok Kumar Dalmia (DIN:00428740) ceased from directorship with effect from 6th November, 2017 pursuant to the provisions of section 164 (2) of the Companies Act, 2013 on account of disqualification incurred by him in other companies in which he was a director.

**Shri Nikhil Dalmia (DIN: 01346777) was appointed as a Additional and Non-Executive Director of the Company with effect from 14th November, 2017 vide Board Resolution dated 14th November, 2017.

C. Inter-se relationships among Directors:

There is no inter-se relationship among the directors.

D. Number of shares and convertible instruments held by Non-Executive Directors:

| Name of Director | Category | No. of Shares held |
|----------------------|------------------------------------|--------------------|
| Mr. Anil Mittal | Non Executive Director | 1600 |
| Mr. Badal Mittal | Non Executive Director | 86441 |
| Mrs. Poomima Agarwal | Non Executive Independent Director | 0 |
| Mr. Nikhil Dalmia | Non Executive Director | 0 |

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

COMMITTEES OF THE BOARD

On account of inadequate number of independent directors, the constitution of Audit Committee and Nomination and Remuneration Committee is not in conformity with the provisions of the Companies Act, 2013 and Regulation 18 & Regulation 19 respectively of the SEBI Listing Regulations and also could not frame various policies and carry out evaluation of Board and independent directors as required under the said Act and Regulation 18 & Regulation 19 respectively of the SEBI Listing Regulations. However following committees have been constituted by the Board of Directors:

1. Audit Committee

i) Brief description of terms of reference

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

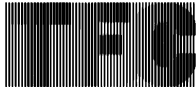
(ii) Composition, Name of Members and Chairman

Audit Committee consists of three Directors Viz:

1. Shri Badal Mittal - Non Executive Director
2. Shri Nikhil Dalmia - Non Executive Director
3. Smt. Poornima Aggarwal - Independent Director

Smt. Poornima Aggarwal is the Chairman of Audit Committee.

On account of inadequate number of Independent Directors, the composition of this committee does not conform with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.



(iii) Meetings and Attendance during the year

The Audit Committee met 4 (Four) times during the year on 30.05.2017, 14.08.2017, 14.11.2017 and 14.02.2018. The attendance of each member of the committee is given below:

| Name of the Director | Meetings held during the tenure of the Directors | Meetings Attended |
|----------------------|--|-------------------|
| *Ashok Kumar Dalmia | 2 | 2 |
| Nikhil Dalmia | 2 | 2 |
| Badal Mittal | 4 | 4 |
| Poornima Aggarwal | 4 | 4 |

*Shri Ashok Kumar Dalmia resigned w.e.f. 06.11.2017 and Shri Nikhil Dalmia was appointed w.e.f. 14.11.2017

The Company Secretary is the secretary of the committee.

2. Nomination and Remuneration Committee

(i) Brief description of Terms of Reference

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

(ii) Composition, Name of Members, Chairman and Attendance during the year

Nomination and Remuneration Committee comprises of:-

1. Mr. Badal Mittal - Non Executive Director
2. Mr. Anil Mittal - Non Executive Director
3. Smt. Poornima Aggarwal - Independent Director

On account of inadequate number of Independent Directors, the composition of this committee does not conform with the requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations.

(iii) Meetings and Attendance during theyear

The Nomination and Remuneration Committee met once during the year on 14.11.2017. The attendance of each member of the committee is given below:

| Name of the Director | Meetings held during the tenure of the Directors | Meetings Attended |
|----------------------|--|-------------------|
| Anil Mittal | 1 | 1 |
| Badal Mittal | 1 | 1 |
| Poornima Aggarwal | 1 | 1 |

(iv) Details of Remuneration paid to the Directors for the year ended 31st March, 2018.

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

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Details of Remuneration for the Financial Year 2017-18

| Name of Key Managerial personnel | Commission (Rs.) | Salary (Rs.) | No of Shares Held |
|----------------------------------|------------------|--------------|-------------------|
| Mr. Chandrabhan R. Singh | NIL | 2,86,788 | NIL |

3. Stakeholders Relationship Committee

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

Stakeholders Relationship Committee comprises of:

1. Mr. Badal Mittal - Chairman and Non Executive Director
2. Mr. Anil Mittal - Member and Non Executive Director

The Company promptly redresses the complaint of the shareholders. The company's Stakeholders Committee met two times during 2017-18 on 30th May 2017 and 14th November, 2017.

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

| Name of the Director | Meetings held during the tenure of the Directors | Meetings Attended |
|----------------------|--|-------------------|
| Badal Mittal | 2 | 2 |
| Anil Mittal | 2 | 2 |

Role

(i) The Committee looks into:

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

(ii) **Name & Designation of Compliance Officer:**

Company Secretary is designated as Compliance Officer of the Company.

(iii) A statement of various complaints received and cleared by the Company during the year ended on 31st March, 2018 is given below:

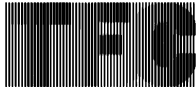
The Company and its Registrar & Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. did not receive any complaint from shareholders'/investors' during the financial year ended 31st March, 2018.

4. Corporate Social Responsibility Committee

The Board has constituted a Corporate Social Responsibility (CSR) Committee as an abundant caution consisting of the following members as on March 31, 2018:

1. Mr. Nikhil Dalmia, Director
2. Mr. Badal Mittal, Director
3. Mrs. Poornima Agarwal, Independent Director

The company's CSR Committee met only once during 2017-18 on 30th May 2017.



The Board has also adopted CSR Policy as recommended by CSR Committee.

As explained in Board's Report, the Company was not required to spend any amount on CSR activities.

5. MANAGEMENT, DISCUSSION AND ANALYSIS:

Due to adverse market condition faced by the Shipping industry and Leasing companies worldwide, the demand for newly manufactured containers has not picked up. For maximum utilisation of their existing inventory, the Shipping companies and the Leasing companies are getting the old containers repaired as well as repositioning their empty containers accumulated in low demand ports to better demand ports.

Currently China has become the only manufacturer and supplier of these containers due to very low prices. Thus the Company is not in a position to re-commence the manufacturing of ISO Marine Freight Cargo Containers and this Industry will continue to remain unviable in India till the trend improves.

6. General Body Meetings

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

| Financial Year ended | Date of AGMs | Time | Venue | Details of Special Resolutions |
|----------------------|--------------|------------|--|---|
| 31.03.2017 | 29.09.2017 | 10.00 a.m. | Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080. | NA |
| 31.03.2016 | 30.09.2016 | 10.00 a.m. | Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080. | NA |
| 31.03.2015 | 30.09.2015 | 10.00 a.m. | Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400 080. | 1. Special Resolution for appointment of Mrs.Poornima Agarwal as Independent Director of the Company for period of 5 years. |

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

7. Disclosures

(i) Related Party Transactions

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

(ii) Compliances by the Company

There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital market during the last three years.

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(iii) Whistle Blower Policy:

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

(iv) Compliance with Mandatory Items

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

8. RE-APPOINTMENT OF DIRECTOR

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

9. CODE OF CONDUCT

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

A declaration signed by the Director of the Company regarding compliance by the Board Members and Senior Management Personnel with the said Code of Conduct during the financial year ended 31st March, 2018 is annexed as "Annexure -1".

10. Means of Communication:

(i) Quarterly/Half-yearly and Yearly Financial Results

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

(ii) Newspaper where results are published

The Company usually publishes its financial results in following newspapers

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

11. General Shareholders Information

A. Annual General Meeting

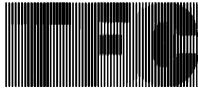
The 44th Annual General Meeting of the shareholders will be held on Saturday, 22nd day of September, 2018 at 10 a.m. at the Mulund Industrial Estate Services Co-op. Society Ltd., Nahur Road, Mulund (W), Mumbai 400080.

B. Financial Calendar

For the year ending 31st March, 2019 the Financial Results will be announced on:

- | | | |
|--------------------------------------|---|---|
| 1st Quarter | : | Within 45 days from the end of the quarter |
| 2nd Quarter | : | Within 45 days from the end of the quarter |
| 3rd Quarter | : | Within 45 days from the end of the quarter |
| 4th Quarter (Audited yearly results) | : | Within 60 days after the end of March, 2019 |

C. Date of Book Closure: 15th September, 2018 to 21st September, 2018 (both days inclusive).



D. Listing : BSE Ltd.

Phiroze Jeejeebhoy Tower Dalal Street, Mumbai 400001

E. ISIN NO. : INE360D01014

F. SCRIP CODE : 513063

G. Market Price Data at Bombay Stock Exchange.

Market Price Data and Performance in comparison to BSE SENSEX

| Month | Company | | No of Trade | BSE SENSEX | |
|-------------|---------|-------|-------------|------------|----------|
| | High | Low | | High | Low |
| April, 2017 | 9.51 | 9.05 | 30 | 30184.22 | 29241.48 |
| May, 2017 | 9.51 | 8.60 | 42 | 31255.28 | 29804.12 |
| June, 2017 | 9.51 | 8.17 | 59 | 31522.87 | 30680.66 |
| July, 2017 | 9.51 | 8.37 | 78 | 32672.66 | 31017.11 |
| Aug, 2017 | 9.51 | 8.32 | 92 | 32686.48 | 31128.02 |
| Sep, 2017 | 9.51 | 8.40 | 114 | 32524.11 | 31081.83 |
| Oct, 2017 | 16.26 | 9.98 | 353 | 33340.17 | 31440.48 |
| Nov, 2017 | 16.30 | 16.30 | 84 | 33865.95 | 32683.59 |
| Dec, 2017 | 16.30 | 16.30 | 24 | 34137.97 | 32565.16 |
| Jan, 2018 | 22.25 | 17.10 | 384 | 36443.98 | 33703.37 |
| Feb, 2018 | 22.25 | 21.15 | 80 | 36256.83 | 33482.81 |
| Mar, 2018 | 22.25 | 17.90 | 115 | 34278.63 | 32483.84 |

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

Sharex Dynamic (India) Pvt. Ltd.
Unit No.1, Luthra Industrial Premises,
1st Floor. 44-E, M. Vasanti Marg
Andheri Kurla Road
Safed Pool, Andheri (E), Mumbai 400 072
Tel. No. 28515606 / 28515644
Fax No. 28512885
Email: sharexindia@vsnl.com / investor@sharexindia.com

I. Share Transfer System

The transfer of shares in physical form is processed and completed by Sharex Dynamic (India) Pvt. Ltd. the R&T Agents of the company within a period of Thirty days from the date of receipt thereof.

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In case of shares in electronics form, the transfers are processed by NSDL & CDSL through the respective Depository Participants.

J. Distribution of ShareHolding as on 31st March, 2018

| DISTRIBUTION SCHEDULE AS ON 31/03/2018 | | | | | |
|--|--------------------------------|---------------------|-------------------------|----------------|---------------|
| Sr. No | Shareholding of Nominal Shares | No. of Shareholders | % of Total Shareholders | Shares | % of Shares |
| 1 | Up to 100 | 1227 | 41.68 | 110351 | 1.52 |
| 2 | 101 to 200 | 663 | 22.52 | 130779 | 1.80 |
| 3 | 201 to 500 | 511 | 17.36 | 203095 | 2.79 |
| 4 | 501 to 1000 | 262 | 8.90 | 217739 | 2.99 |
| 5 | 1001 to 5000 | 227 | 7.71 | 508781 | 6.99 |
| 6 | 5001 to 10000 | 21 | 0.71 | 155277 | 2.13 |
| 7 | 10001 to 100000 | 23 | 0.78 | 734454 | 10.08 |
| 8 | 100001 to above | 10 | 0.34 | 5221764 | 71.70 |
| | Total | 2944 | 100.00 | 7282240 | 100.00 |

K. Dematerialization of Shares

| Category | No. of Shares | % of Total Capital |
|-----------------|----------------|--------------------|
| ELECTRONIC FORM | 4700420 | 64.55 |
| PHYSICAL FORM | 2581820 | 35.45 |
| Total: | 7282240 | 100.00 |

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

M. Company's Branches / Locations

Registered Office

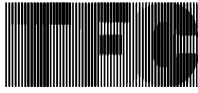
Mulund Industrial Estate Services Co-op. Society Ltd.,
Nahur Road, Mulund (W),
Mumbai 400 080.

Corporate Office

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

Factory Location:

J-1 M.I.D.C. Tarapur
Industrial Area
Tarapur 401 501 (Via Boisar W.Rly.)



N. Address for Correspondence:

Sharex Dynamic (India) Pvt. Ltd.
Unit No.1, Luthra Industrial Premises
1st Floor, 44-E, M. Vasanti Marg
Andheri Kurla Road, Safed Pool,
Andheri (E) Mumbai 400072
Tel.No. 28515606/28515644 Fax No.28512885
Email: sharexindia@vsnl.com / investor@sharexindia.com

O. MD / CFO Certification

The Certificate from Chief Financial Officer as required under Part D of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 containing declaration as to affirming compliance with the Code of Conduct of Board of Directors and senior management for the financial year 2017-18 is attached as Annexure-2 to this Report.

On behalf of the Board of Directors,

Badal Mittal
Director (DIN: 00076143)

Nikhil Dalmia
Director (DIN: 01346777)

Place : Mumbai
Dated : 29/05/2018

Chandrabhan R. Singh
C.F.O.

Mrs. Pushpalatha V. Mishra
Company Secretary

TRANS FREIGHT CONTAINERS LTD.

ANNEXURE - 1

CODE OF CONDUCT

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

I, Badal Mittal, Director of Trans Freight Containers Limited hereby declare that all Board members and Senior Management personnel have confirmed compliance with Code of Conduct as laid down by the Company during Financial Year 2017-18.

For Trans Freight Containers Ltd.

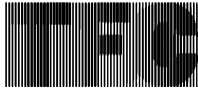
Badal Mittal

Director

DIN: 00076143

Place : Mumbai

Date : 29th May, 2018



ANNEXURE - 2

MD / CFO CERTIFICATION

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

- (a) I have reviewed the financial results and the cash flow statement of Trans Freight Containers Limited (the Company) for the year ended 31st March, 2018 and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2018, which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit committee.
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which I become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of

Trans Freight Containers Limited

Chandrabhan Singh

Chief Financial Officer

Place : Mumbai

Date : 29th May, 2018