

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
TRANS FREIGHT CONTAINERS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019

*[Pursuant to circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by
Securities and Exchange Board of India]*

We, **K.C. Nevatia & Associates**, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Trans Freight Containers Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined to the extent applicable, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) Securities and Exchange Board of India (Depositories and participants) Regulations, 2018;

(e) Securities and Exchange Board of India (Registrars to an Issue and share Transfer Agents) Regulations, 1993;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17, 18, 19 and 20 of SEBI (LODR), 2015	Composition of Board and Various Committees was not in accordance with relevant regulations	The company has complied with these regulations at its Board Meeting held on 3rd December, 2018
2.	Regulation 31 (2) of SEBI (LODR), 2015	Only 56.94% Shareholding of promoter(s) and promoter group is held in dematerialized form	100% of the Promoters' shareholding is required to be held in demat form
3.	Regulation 46 and 62 of SEBI (LODR), 2015	Website maintained not	Due to no business Activity



4	Clause 4 of Schedule B of SEBI (PIT) Regulations, 2015	Trading window not closing	The company has started closing trading window with effect from the quarter ended 31 st March, 2019 and assured to continue the compliance for future.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent as mentioned above, insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd.	Non Compliance with the provisions of Regulation 18(1) of SEBI (LODR) Regulations, 2015 regarding constitutions of Audit Committee in accordance with said regulations	Penalty of Rs. 2,17,120/- (including GST) Calculated upto 30 th September, 2018 was imposed vide BSE's Notice dated 31 st October, 2018	The amount of penalty has been paid by the company to BSE Ltd.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE AS THIS BEING THE FIRST REPORT				

For K. C. Nevatia & Associates

Company Secretaries



K. C. Nevatia

Proprietor

FCS No.: 3963

C P No.: 2348

Place: Mumbai

Date: 27/05/2019