

NOTICE FOR 21st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Transcorp International Limited will be held on Friday, the 22nd day of July 2016, at the Registered Office of the Company at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi at 9:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31st March 2016 including audited Balance Sheet as at 31st March 2016, Statement of Profit & Loss for the year ended on that date and the report of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Ashok Kumar Agarwal (having DIN: 01237294), who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this connection to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions , if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Anand Jain & CO., Chartered Accountants (Firm Registration No. 001857C) as auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty second Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them.

SPECIAL BUSINESS

5) Appointment of Mr. Purushottam Agarwal as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Purushottam Agarwal (DIN: 00272598), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 01.12.2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Independent Directors of the Company to hold office for five consecutive years w.e.f. the date of his appointment by Board of Directors.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time”.

6. Appointment of Mr. Hemant Kaul as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Hemant Kaul (DIN: 00551588), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14.03.2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time”.

7. Appointment of Mrs. Sonu Bhasin as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mrs. Sonu Bhasin (DIN: 02872234), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14.03.2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing her candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Independent Director of the Company, to hold office for five consecutive years w.e.f. the date of her appointment by Board of Directors.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time”.

**By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED**

**DILIP KUMAR MORWAL
COMPANY SECRETARY**

Place: New Delhi
Date: 09.05.2016

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the **SPECIAL BUSINESS** to be transacted at the meeting is attached.
2. **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. A member holding more than 10% of share capital carrying voting rights of the Company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder.

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 certified copy of Board Resolution authorizing their representative to attend and vote on their behalf/authority, as may be applicable. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.

3. The share transfer books and the register of members will remain close from 20th July 2016 to 21st July 2016 (both days inclusive). Dividend on equity shares for the year ended 31st March 2016, will be paid on or after 22nd July 2016 to those members whose names appear on the Company's register of members at the close of working hours of the Company on 20th July 2016 to the extent eligible. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
4. Non-Resident Indian Shareholders are requested to inform the company immediately about:
 - a. The Change in the residential status on return to India for permanent settlement.
 - b. The particulars of NRO Bank Account in India, if not furnished earlier.
5. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Alankit Assignments Ltd., RTA Division, 2E/8, 1st Floor, Jhandewalan Extension, New Delhi-110055 (India) or at the Share Division Office of the Company at 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004.
6. Members/Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
7. Brief resume of Directors including those proposed to be appointed /re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under new Listing Agreement with the Stock Exchanges with compliance of Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report and also enclosed with this notice.
8. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company or RTA.
11. Electronic copy of the Annual Report including Notice of 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 Participant(s)/RTA 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 Annual Report including notice of 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 through the permitted mode.

12. Members may also note that the Notice of Annual General Meeting will also be available on the Company's website www.transcorpint.com in for their download. The physical copies of the aforesaid notice will also be available at the Company's Registered Office at New Delhi 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. For any communication, the shareholders may also send requests to the Company's investor email id: grievance@transcorpint.com .

13. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again

The remote e-voting period commences on 19th July 2016 (9:00 am) and ends on 21st July, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

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

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote 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.
- (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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "Transcorp International Limited".
- (viii) Now you are ready for remote 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.
- (xi) 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 anandjain175@hotmail.com with a copy marked to evoting@nsdl.co.in

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote 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.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. 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).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th July 2016.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th July 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rtat@alankit.com.

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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- VIII. Mr. Anand Prakash Jain, Chartered Accountant (Membership No. 071045) and Proprietor M/s. Anand Jain & Co., Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.transcorpint.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By Order of the Board
FOR TRANSCORP INTERNATIONAL LIMITED**

Place: New Delhi
Date: 09.05.2016

**DILIP KUMAR MORWAL
COMPANY SECRETARY**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5

Mr. Purushottam Agarwal (DIN: 00272598), was appointed as an Additional Director w.e.f. 1st December 2015 in accordance with the provisions of Section 149, 152, 161 of the Companies Act, 2013 and Article 78 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Purushottam Agarwal (DIN: 00272598) candidatures for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The tenure of Mr. Purushottam Agarwal will be for 5 consecutive years w.e.f. the date of his appointment by Board of Directors i.e. 1st December 2015. Board recommends the appointment of Mr. Purushottam Agarwal (DIN: 00272598) as the Independent director of the company and hence recommends resolution No. 5 for adoption.

None of the Directors are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 5 to be passed as an ordinary resolution.

Item no. 6

Mr. Hemant Kaul (DIN: 00551588), was appointed as an Additional Director w.e.f. 14th March 2016 in accordance with the provisions of Section 149, 152, 161 of the Companies Act, 2013 and Article 78 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the

above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Hemant Kaul (DIN: 00551588) candidatures for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Board recommends the appointment of Mr. Hemant Kaul (DIN: 00551588) as the director of the company and hence recommends resolution No. 6 for adoption.

None of the Directors are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 6 to be passed as an ordinary resolution.

Item no. 7

Mrs. Sonu Bhasin (DIN: 02872234), was appointed as an Additional Director w.e.f. 14th March 2016 in accordance with the provisions of Section 149, 152, 161 of the Companies Act, 2013 and Article 78 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mrs. Sonu Bhasin (DIN: 02872234) candidatures for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The tenure of Mrs. Sonu Bhasin will be for 5 consecutive years w.e.f. the date of her appointment by Board of Directors i.e. 14th March 2016. Board recommends the appointment of Mrs. Sonu Bhasin (DIN: 02872234) as the Independent director of the company and hence recommends resolution No. 7 for adoption.

None of the Directors are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 7 to be passed as an ordinary resolution.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment and re-appointment of director

Name of the Director	Mr. Ashok Kumar Agarwal
DIN	01237294
Date of Birth	5 th November 1955
Date of Appointment	20 th December 1994
Experience/Expertise (EDUCATION)	MBBS, MPH having 36 years business experience
Directorship of other Companies As on 31st March, 2016	1. TCI Industries Limited 2. ABC India Limited 3. Transcorp Enterprises Limited 4. TCI Infrastructure Finance Limited 5. Horizon Remit SDN. BHD.

Chairmanship/Membership of Other committees of Companies as on 31st March 2016	I. Stakeholders' Relationship Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: None
Number of Equity Shares held in the Company as on 31.03.2016	34380 shares

Name of the Director	Mr. Purushottam Agarwal
DIN	00272598
Date of Birth	7 th November 1954
Date of Appointment	1 st December 2015
Experience/Expertise (EDUCATION)	M.A., Retired IAS Officer
Directorship of other Companies As on 31st March, 2016	1. Jaipur Metals and Electricals Limited 2. Ritco Travels and Tours Private Limited
Chairmanship/Membership of Other committees of Companies as on 31st March 2016	I. Stakeholders' Relationship Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: Transcorp International Limited
Number of Equity Shares held in the Company as on 31.03.2016	Nil

Name of the Director	Mr. Hemant Kaul
DIN	00551588
Date of Birth	23 rd February 1956
Date of Appointment	14 th March 2016
Experience/Expertise (EDUCATION)	B. Sc (Hons.), MBA, Having more than 25 years rich experience in the financial services industry
Directorship of other Companies As on 31st March, 2016	1. Advisory Group Private Limited 2. Ashiana Housing Limited 3. Cigna TTK Health Insurance Company Limited 4. TCI Finance Limited 5. Aspire Home Finance Corporation Limited 6. Social Worth Technologies Private Limited
Chairmanship/Membership of Other committees of Companies as on 31st March 2016	I. Stakeholders' Relationship Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: Ashiana Housing Limited B. Member:

	TCI Finance Limited, Transcorp International Limited
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Name of the Director	Mrs. Sonu Bhasin
DIN	02872234
Date of Birth	28 th September 1963
Date of Appointment	14 th March 2016
Experience/Expertise (EDUCATION)	MBA & B.Sc (Hons.) having 27 years of experience working in various Leadership roles including Banks
Directorship of other Companies As on 31st March, 2016	1. Whirlpool of India Limited 2. Mahindra First Choice Services Limited 3. Vodafone Mobile Services Limited 4. Sulej Textiles and Industries Limited
Chairmanship/Membership of Other committees of Companies as on 31st March 2016	I. Stakeholders' Relationship Committee: A. Chairman: None B. Member: Transcorp International Limited II. Audit Committee: A. Chairman: Mahindra First Choice Limited B. Member: Whirlpool Of India Limited, Vodafone Mobile Services Limited