

TRANSCORP INTERNATIONAL LTD.

Regd. Office: Plot No. 3, HAF Pocket, Sec. 18A, Dwarka, Phase-II, New Delhi-110075

CIN : L51909DL1994PLC235697

Web-site: www.transcorpint.com, **e-mail:** grievance@transcorpint.com,

Phone: 91-11- 30418901-05, **Fax:** 91-11-30418906

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013)

Dear Shareholder,

Notice is hereby given pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolution appended below is proposed to be passed by the shareholders through postal ballot (the "Postal Ballot") / electronic voting ("e-voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot form (the "Postal Ballot Form") for your consideration.

The Board of Directors have appointed Mr. Anand Prakash Jain, Chartered Accountant as the Scrutinizer, for conducting the Postal Ballot process and e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 p.m. on 10th February 2018. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the shareholders, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 5:00 p.m. on 10th February 2018 shall be treated as not having been received and shall be deemed invalid.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions as stated in the Notes to the Notice under the section 'Voting through Electronic Means'.

Reference to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The voting instructions provided in the Postal Ballot Form are applicable for equity shareholders.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before 13th Feb 2018 at 5.00 PM at 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur Rajasthan -302004 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website www.transcorpint.com and on the website of NDSL i.e. <https://www.nsdl.co.in/>/<https://www.evoting.nsdl.com/>.

The last date of receipt of the postal ballot forms / e-voting, i.e. 10th Feb 2018, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTION

SLUMP SALE OF MTSS BUSINESS OF THE COMPANY IN INDIA

To consider and, if thought fit, to give assent/dissent, to the following resolution as a special resolution:-

“RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder (including any statutory modification or re-enactments thereof, for the time being in force as amended from time to time) and the provisions of SEBI (Listing Obligations And Disclosure Requirements) regulations, 2015 and provisions of the Memorandum and Articles of Association of the Company and subject to approval of the relevant statutory/regulatory authorities or other consents and clearances as may be required, the consent of the members of the company be and is hereby granted to the board of directors of the company for transfer/sale of International Inward Money Transfer Business of the company in India under the MTSS licenses issued by Reserve Bank of India (MTSS Business), to M/s You First Money Express Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Top 14th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013, as a Going Concern, as per the various terms described in the Business Transfer Agreement (BTA) as executed, on a Slump Sale basis as defined under Section 2(42C) of the Indian Income Tax Act, 1961, for a consideration of Rs. 47,15,00,000/- (Rupees Forty Seven Crores Fifteen Lacs Only)

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of directors of the company, which includes its Committees also, be and is hereby authorized to finalize and execute all necessary agreements, documents, undertakings and representations as may be necessary with power to do all such acts, deeds, matters and things including the matters connected herewith or incidental hereto and settling any questions or difficulties that may arise in implementation of this resolution." Act, 1961, for a consideration of Rs. 47,15,00,000/- (Rupees Forty-Seven Crores Fifteen Lacs Only)

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

Place: Jaipur

Date: 4th January 2018

DILIP KUMAR MORWAL
Company Secretary
ACS17572

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
2. This Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 5th January 2018 i.e. "the cut-off date". Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on 5th January 2018 will be considered for the purpose of voting. A person who is not a shareholder as on the cut off date should treat this Postal Ballot Notice for informational purposes only.
3. The Company has Mr. Anand Prakash Jain, Chartered Accountant Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. Shareholders who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent the Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. Shareholders who receive the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company www.transcorpint.com. For shareholders whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by Courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, please contact the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No.: 011-42541959 and fill in the requisite details and send the same to the Scrutinizer.
5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the shareholders.
6. Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where shareholders cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.
7. In cases where a shareholder wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to info@alankit.com or at grievance@transcorpint.com. The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the shareholder. The voting rights of the shareholders shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each shareholder as on 5th January 2018. The postal ballot period commences on 11th January 2018 (09:00 a.m.) and ends on 10th February 2018 (05:00 p.m.).
9. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice. Shareholders cannot exercise votes by proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
10. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members.

Shareholders wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 05:00 p.m.) on 10th February 2018. The Postal Ballot Form should be completed and signed by the shareholder. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As mentioned above, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the shareholders, will also be accepted. Postal Ballot Forms received after 05:00 p.m. on 10th February 2018 shall be deemed invalid. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his / her duly constituted attorney or in case of bodies corporate, the duly authorized person.

11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before 13th February 2018 and will also be displayed on the Company website www.transcorpint.com and on the website of NSDL <https://www.nsdl.co.in/> <https://www.evoting.nsdl.com/>, and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. Shareholders can also contact, RTA of the Company at Alankit Assignments Limited (the Company's Registrar and Share Transfer Agent) to resolve any grievances with regard to voting by Postal Ballot or e-voting, Email id - 'rta@alankit.com'; Phone number + 91- 11-42541234 and you may also contact Mr. Dilip Kumar Morwal, Company Secretary of the Company at grievance@transcorpint.com or at +91-141-4118888 or at 5th Floor, Transcorp Towers, Moti Doongri Road Jaipur-302004. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting manual available at Downloads section of www.evoting.nsdl.com or contact Company Secretary, Transcorp International Limited at grievance@transcorpint.com.
13. This Postal Ballot Notice is also placed on the website of the Company www.transcorpint.com and on the website of NSDL at <https://www.nsdl.co.in>
14. The last date of receipt of the Postal Ballot Forms / e-voting i.e. Saturday, 10th February 2018, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed by Postal Ballot 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 instead of dispatching the Postal Ballot Form by post will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on 11th January 2018 (09:00 a.m.) and ends on 10th February 2018 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th January 2018, 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.
- III. The process and manner for remote 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)] :
 - (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. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. 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 Postal Ballot [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 Postal Ballot Form:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

IV. 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.

V. 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.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VI. 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).

VII. 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 5th January 2018.

VIII. 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. 5th January 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or grievance@transcorpint.com/ info@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?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. 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 through ballot paper.

X. Mr. Anand Prakash Jain, Chartered Accountant 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.

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: Jaipur

Date: 4th January 2018

DILIP KUMAR MORWAL
Company Secretary
ACS17572

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Section 180 (1) (a) of the Companies Act, 2013, inter alia, prescribes that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of the Undertaking of the Company, subject to consent of the members by a special resolution.

Your company's current business operations comprise of business verticals i.e. International Inward Money Transfer business, Foreign Exchange business, Prepaid Instruments, Insurance etc. Under International Inward money transfer business, the company is acting as Principal Agent for the licensed International Inward Money Transfer Operators ("Overseas Principals") to facilitate International Inward money transfer transactions in India under the MTSS Licenses issued by Reserve Bank of India (hereinafter referred to as the "MTSS Business"). For the purpose of MTSS business, the company has a network of its own branches as well as sub agents all over India.

Your company intends to transfer/sell its MTSS business to M/s You First Money Express Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Top 14th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013 which will acquire it as a Going Concern, as per the terms more particularly described in the Business Transfer Agreement (BTA) as executed between the Company and M/s You First Money Express Private Limited, on a Slump Sale basis as defined under Section 2(42C) of the Indian Income Tax Act, 1961, for a consideration of Rs. 47,15,00,000/- (Rupees Forty Seven Crores Fifteen Lacs Only).

The board of directors of your company, at its meeting held on 4th January 2018, subject to the approval of the members and other requisite statutory/regulatory approvals, if any, approved the transfer/sale of the MTSS business of the company to M/s You First Money Express Private Limited.

The proposed transaction is expected to be completed by 5th March 2018 or such extended date as may be mutually agreed between the parties to the agreement on such terms and conditions and in such manner as may be finalised and determined by the board of directors of the company and more particularly as described in the Business Transfer Agreement. Slump sale of MTSS business of the Company shall allow the management to focus on other businesses of the Company. It shall also provide means to the management to expand its existing business or invest in other opportunities / businesses for better growth of the Company.

The board of directors of your company recommends the resolution as set out in the accompanying notice for the approval of members of the company as a Special Resolution.

As required under section 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the consent of the members is required by passing the resolution through Postal Ballot / evoting for the said transfer/sale of MTSS business by the Company.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their respective shareholding, if any.

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

Place: Jaipur
Date: 4th January 2018

DILIP KUMAR MORWAL
Company Secretary
ACS17572