

FORM DPT – 1

**Circular or Circular in the Form of Advertisement Inviting Deposits
[Pursuant to section 73(2) (a) and section 76 and rule 4(1) and 4(2) of the Companies
(Acceptance of Deposits) Rules, 2014]**

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company;

Name: TRANSCORP INTERNATIONAL LIMITED

Address:

i. **Registered office:-** Plot No. 3, HAF Pocket, Sec. 18A, Dwarka, Phase-II, New Delhi-110075

ii. **Head Office:** 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004

Website: www.transcorpint.com

E-mail: grievance@transcorpint.com

Phone: 0141-4004888, 999, **Fax:** 0141-4004888

b. Date of incorporation of the company; 20th December 1994

c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;

i. **Business carried on by the company:-** Money Changing, Pre paid payment systems & other various business

ii. **Branches:** Delhi (Barakhamba), Delhi (Dwarka), Anna Salai (Chennai), Jalandhar, Jaipur, Chandigarh, Kolkata, Hyderabad, Mumbai, Pune, Ahmedabad, Dehardun, Jammu, Anna Nagar (Chennai), Bangalore, Gurgaon, Gorakhpur, Varansai, Amritsar, Cochin, Varodara

iii. Details of Subsidiaries:-

A).

a. **Name:** Ritco Travels and Tours Pvt. Ltd.

b. **Status:** Wholly Owned Subsidiary of Transcorp International Limited

c. **Address:** 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur-302004

d. **Business activities:** Travels and tours

B).

a. **Name:** Transcorp Estates Pvt. Ltd.

b. **Status:** Wholly Owned Subsidiary of Transcorp International Limited

c. **Address:** 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur-302004

d. **Business activities:** Renting of/dealing in property and investments

d. Brief particulars of the management of the company;

Mr. Ashok Kumar Agarwal, Director

Mr. Ashok Agarwal is the Director of Transcorp since the year 1994. Dr. Agarwal has vast experience in diverse businesses like infrastructure projects, finance and health management.

Mr. Agarwal is a Trustee of Indian Institute of Health Management Research, a WHO accredited center and also a pioneer in health management education in the country.

Mr. Agarwal is also a trustee of John Hopkins University, USA.

Mr. Agarwal is a qualified doctor and is well known for his prolific efforts in the field of social work and health management that extend beyond our borders.

Mr. Gopal Ved Prakash Sharma, Managing Director

Mr. Gopal Sharma is working as Managing Director of the Company and having vast experience in money changing and money transfer business.

Dr. Purushottam Agarwal, Director

Dr. Purushottam Agarwal is a retired IAS officer. During his service period, he has worked closely with Government of Rajasthan regarding the industrial development.

Mr. Hemant Kaul, Director

Mr. Hemant Kaul brings in rich experience in the financial services industry from having worked in companies such as Bajaj Allianz General Insurance Co Limited (MD & CEO) and Axis Bank Limited (Executive Director).

Mr. Kaul has worked with private equity firms, as an independent management consultant, to evaluate investments in the financial sector and has advised IDFC in their application process for a banking license.

Ms. Sonu Bhasin, Director

Ms. Sonu Bhasin serves as Advisor to the Board of Centre for Investment Education and Learning. She is also a Founder Member of Blue Waters Advisorie, a boutique Advisory Firm for Family Businesses and FAB – Families and Business, India's first platform for Family Businesses.

Presently she is a Director on Board of Companies like Whirlpool of India Limited, Vodafone Mobile Services Limited, Mahindra First Choice Services Limited.

Ms. Bhasin has over 27 years of experience working in various Leadership roles. She has worked as COO Tata Capital, Group President Yes Bank and President Axis Bank. Ms. Sonu Bhasin holds a B.Sc (Hons.) degree in Mathematics from St. Stephen's college, Delhi University and an MBA from Faculty of Management Studies, Delhi University.

Mr. Vineet Agarwal, Director

Mr. Vineet Agarwal is one of India's youngest leaders. Born in 1973, Mr Agarwal joined Transport Corporation of India Limited (TCI) in 1996 as the Executive Director after completing his Bachelor of Science in Economics and Industrial Management from Carnegie Mellon University, USA.

At present Mr. Vineet Agarwal is serving TCI as its Managing Director and under his leadership, TCI has adapted to new technologies and work systems to grow from strength to strength. He has played a key role in orienting the organization to move from being a mere trucking company to evolve as one of Asia's foremost integrated supply chain solutions provider. TCI today transports more than 1.5% of India's GDP by value. To extend his vision of creating awareness about the significance of logistics and supply chain management in India, he founded the India chapter of the Council of Supply Chain Management Professionals (CSCMP) and was its first President. He is also an active member of CII, FICCI, AIMA and other prominent chambers and associations. Mr Agarwal has been Co-Chairperson of Sub Group III on Procedural and Process Issues, which is part of the Working Group on Logistics, set up by the Planning Commission.

With a keen eye for details, Mr Agarwal relies on facts and analysis before making judgments. A pro-active philanthropist, he spends a considerable amount of his time working in the areas of HIV/ AIDS prevention programs and providing primary education for children in rural areas.

In his leisure time, Mr Agarwal catches up on reading and spending time with his family. His vision for TCI is to see it grow into a truly Global Supply Chain Management Enterprise. His personal goal is to be a good human being, good family man and a responsible citizen.

Mr. Vedant Kanoi, Director

Mr. Vedant Kanoi is associated with the Company as Director. Mr. Kanoi is having vast experience in various businesses.

Mr. Amitava Ghosh, Chief Executive Officer

Mr. Amitava Ghosh is a Science Graduate and is having Post Graduation Diploma in Personnel Management. He has successfully handled Foreign Exchange, Inward remittance and Travels business of the Company since last many years.

Mr. Dilip Kumar Morwal, Company Secretary

Mr. Dilip Kumar Morwal is working as Company Secretary of the company and is having over 20 years' experience in Accounts, Finance, Legal & Secretarial field.

Mr. Piyush Vijayvergiya, CFO

Mr. Piyush Vijayvergiya is a qualified chartered accountant and working as chief financial officer of the company. Mr. Vijayvergiya is having vast experience in Accounts and Audit procedures.

e. Names, addresses, DIN and occupations of the directors;

S. No.	Full Name	Present residential address	Designation	DIN	Occupation
1	Hemant Kaul	A-105, Atray Path Shyam Nagar Jaipur 302019, Rajasthan	Non Executive Chairman	00551588	Consultant
2	Gopal Ved Prakash Sharma	Flat No. 1103, 11th Floor, Gleneagle Raheja Sherwood, Goregaon (East) Mumbai, Maharashtra-400063	Managing Director	00016883	Service
3	Purushottam Agarwal	51, Gaurav Nagar, Civil Lines, Jaipur-302007, Rajasthan	Director	00272598	Consultant
4	Ashok Kumar Agarwal	D-32 A, Subhash Marg, C-Scheme Jaipur, 302001, Rajasthan	Director	01237294	Business
5	Vineet Agarwal	19, Olof Palme Marg, Vasant Vihar, New Delhi, 110057	Director	00380300	Business
6	Sonu Halan Bhasin	4/4 Sarva Priya Vihar New Delhi 110016	Director	02872234	Consultant
7	Vedant Kanoi	D-1103, New Friends Colony, New Delhi Delhi-110025	Director	02102558	Business

f. Management's perception of risk factors;

The company has exposure in foreign exchange and any wide fluctuations in foreign exchange prices have adverse effect on the performance of the company. Further the increase in competition, reduction in profit margins and change in government policies may affect the operation of the company.

The Company has adopted a Risk Management Policy. It has laid down the procedures to inform the Board Members every quarter about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure the executive management controls various risks by means of properly defined framework.

g. Details of default, including the amount involved, duration of default and present status, in repayment of –

- (i) **Statutory dues;** NIL except delay in some cases
- (ii) **Debentures and interest thereon;** Not Applicable.
- (iii) **Loan from any bank or financial institution and interest thereon;** No default or delay

2. PARTICULARS OF THE DEPOSIT SCHEME

a. Date of passing of board resolution;

11th April 2014, 31st July 2015, 22nd July 2016, 23rd October 2016, 27th May 2017, 25th January 2018, 21st July 2018, 29th October 2018

b. Date of passing of resolution in the general meeting authorizing the invitation of such deposits;

25th June 2014

c. Type of deposits, i.e., whether secured or unsecured; Unsecured Deposit

d. Amount which the company can raise by way of deposits as per the Act and the rules made there under, and the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of issue of the circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months;

S. No.	Particulars	Details
1	Amount which the company can raise by way of deposits as per the Act and rules made there under	<p>Under rule 3(4)(a) of Companies (Acceptance of Deposits) Rules, 2014: ₹ 697.34 lakhs (10% of the aggregate of the paid-up share capital and free reserve as on 31.03.2018)</p> <p>Under rule 3(4)(b) of Companies (Acceptance of Deposits) Rules, 2014: ₹ 1743.37 lakhs (25% of the aggregate of the paid-up share capital and free reserve as on 31.03.2018)</p>
2	Aggregate of deposits actually held on the last day of the immediately preceding financial year	As on 31.03.2018, ₹ 970.70 lakhs (excluding interest) from 441 Deposit holders (including unclaimed deposits of ₹ 7.50 lakhs)
3	Aggregate of deposits held on the date of issue of circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next	<p>Date of issue of circular or advertisement: 29th October 2018- Rs. 847.73 lakhs</p> <p>Deposit proposed to be raised: Company will raise deposit up to a maximum of amount as Stated in part no.1</p> <p>Amount of deposit repayable within the next</p>

twelve months (i.e. next 2 financial year)	Twelve months i.e. by 31.03.2019: ₹ 214.97 lakhs and by 31.03.2020: ₹ 268.07 lakhs
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e. **Terms of raising of deposits** : Duration, Rate of interest, mode of payment and repayment; (w.e.f. 01.11.2018)

Scheme I Non-Cumulative Deposits			Scheme II Cumulative Deposits				
Period	Minimum Deposit Amount	Rate of Interest P.A.	Period	Minimum Deposit Amount	Rate of Interest P.A. (quarterly cumulative)	Maturity Value	Effective Yield P.A.
	(in Rs.)			(in Rs.)		(in Rs.)	
1 Year	25,000	8.75%	1 year	25000	8.75%	27260	9.04%
2 Year	25,000	9.25%	2 years	25000	9.25%	30017	10.03%
3 Year	25,000	10.00%	3 years	25000	10.00%	33622	11.50%

Mode of payment and repayment: By cheques/Demand Drafts/transfer to bank account

f. **Proposed time schedule mentioning the date of opening of the scheme and the time period for which the circular or advertisement is valid;**

i. **Date of opening the scheme:** 01st November 2018

ii. **Time period for which the circular or advertisement is valid:** This circular or advertisement shall be valid until the expiry of six months from 31st March 2019 or until the date on which the financial statement is laid before the company in Annual General Meeting or if the annual general meeting for the year is not being held, the latest day on which the Annual General Meeting should have been held in accordance with the provisions of Companies Act, 2013, whichever is earliest.

g. **Reasons or objects of raising the deposits;**

The amount to be received through deposits shall be utilized for the business and general corporate purposes of the company. The specific reason for raising the deposits is for working capital requirements.

h. **Credit rating obtained: Name of the Credit Rating Agencies, Rating obtained, Meaning of the rating obtained, Date on which rating was obtained;**

S. No.	Particulars	Details
1	Name of Credit Rating Agency	Brickwork Ratings
2	Rating Obtained	BWR FBBB (Stable)
3	Meaning of Rating Obtained	This rating indicates that the degree of safety regarding timely payment of interest and principal is Satisfactory. Changes in circumstances can affect such issues more than those in the higher rated categories.
4	Date on which rating was Obtained	12.10.2018

- i. **Short particulars of the charge created or to be created for securing such deposits, if any;**

Not applicable being unsecured deposits and Company obtaining sufficient insurance coverage in due course.

- j. **Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons.**

NIL. Deposits are being invited for the Company purposes.

3. DETAILS OF ANY OUTSTANDING DEPOSITS

- a. Amount Outstanding; ₹ 970.70 lakhs excluding interest accrued but not due (as on 31st March 2018) (including unclaimed deposits ₹ 7.50 lakhs)
- b. Date of acceptance; As per Companies Act 2013, on 25th June 2014 shareholder's permission was given which was duly effective from 1st August 2014. As on 31st March 2018, the Company was having deposits accepted from 01.04.2012 to 31.03.2018
- c. Total amount accepted; ₹ 349.51 lakhs (from 01.04.2017 to 31.03.2018);
- d. Rate of interest; From 8.00% to 12.00%
- e. Total number of depositors; 441 depositors (including unclaimed deposits-3 nos.)

- f. **Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved;**

There was no default in repayment of deposit and in payment of interest thereon.

- g. **Any waiver by the depositors, of interest accrued on deposits;**

NIL

4. FINANCIAL POSITION OF THE COMPANY

- a. **Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement;**

(₹ in Lakhs)

S. No.	Particulars	Year 2017-2018	Year 2016-2017	Year 2015-2016
1	Profit Before Tax	3450.10	283.89	229.63
2	Profit After Tax	2568.18	186.97	149.71

- b. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid);

(₹ in Lakhs)

S. No.	Particulars	Year 2017-2018	Year 2016-2017	Year 2015-2016
1	Dividend declared			
A	Rate of dividend per Share (in ₹)	Re. 0.80 per share having a face value of Rs. 2/-each	Re. 0.16 per share	Re. 0.16 per share
	Dividend for financial year 2017-2018	Re. 0.16 per equity share (i.e. 8%)		
	Special dividend keeping in view of profit earned on account of sale of MTSS Business as Principal Agent of various overseas principals	Re. 0.64 per equity share (i.e. 32%)	-	-
B.	Amount of Dividend including corporate Dividend tax (in ₹)	203.41	48.96	48.96
2	Interest Coverage Ratio			
A.	Interest Paid (in ₹)	301.98	356.84	441.70
B.	Cash Profit After Tax plus Interest paid (in ₹)	2975.7	649.18	697.79
C.	Interest Coverage Ratio	9.85	1.82	1.58

* The Company has sub divided its shares from Rs. 10/- to Rs. 2/- per share w.e.f. May 2016

- c. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement;

(₹ in Lakhs)

S. No.	Particulars	As on 31.03.2018*	As on 31.03.2017**	As on 31.03.2016**
I	Assets			
1	Non-Current Assets	5235.39	5215.87	5086.50
2	Current Assets	6642.40	3151.24	3307.95
	Total	11877.79	8367.11	8394.45
II	Equity and Liabilities			
1	Shareholders' Fund	6988.14	4408.33	4271.91
2	Non-Current Liabilities	899.19	877.61	923.30
3	Current Liabilities	3990.46	3081.17	3199.24
	Total	11877.79	8367.11	8394.45

* As per IND AS

** As per AS

- d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;

(₹ in Lakhs)

S. No.	Particulars	As on 31.03.2018	As on 31.03.2017	As on 31.03.2016
1	Net Cash Flow from operating activities	-717.45	922.56	483.37
2	Net Cash Flow from investing activities	754.22	-93.47	111.26
3	Net Cash Flow from financing activities	145.52	-527.11	-768.33
	Net increase/(decrease) in cash and cash equivalents (1) + (2) + (3)	182.29	301.98	-173.70

- e. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

NIL

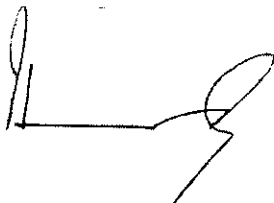
5. DECLARATION BY THE DIRECTORS

We, Directors of Transcorp International Limited do hereby declare THAT:-

- a. The company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;
- b. The board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
- c. The company has complied with the provisions of the Act and the rules made thereunder;
- d. The compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;
- e. The deposits accepted by the company before the commencement of the Act have been repaid with interest on the due dates and will be repaid along with interest as and when the deposit gets matured and until they are repaid, they shall be treated as unsecured and ranking *pari passu* with other unsecured liabilities;
- f. In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty;
- g. The deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
- h. The deposits accepted by the company are unsecured and rank *pari passu* with other unsecured liabilities of the company.

Disclaimer: "It is to be distinctly understood that filing of circular or circular in the Form of advertisement with the Registrar should not in any way be deemed or construed that the same has been cleared or approved by the Registrar or Central Government. The Registrar or Central Government does not take any responsibility either for the financial soundness of any deposit scheme for which the deposit is being accepted or invited or for the correctness of the statements made or opinions expressed in the circular or circular in the Form of advertisement. The depositors should exercise due diligence before investing in the deposits schemes."

For and on behalf of Board of Directors of Transcorp International Limited



Hemant Kaul
Non- Executive Chairman
DIN: 00551588



Vedant Kanoi
Director
DIN: 02102558



Gopal Ved Praksah Sharma
Managing Director
DIN:00016883

Date: 29.10.2018
Place: Jaipur



Certificate of the Statutory Auditor

To,
The Board of Directors,
Transcorp International Limited
Plot no 3, HAF Pocket , Sector 18A,
Dwarka , New Delhi-110075`

Ref: Certificate to be annexed to Form DPT-1 pursuant to Rule 4 of the Companies (Acceptance of Deposits) Rules, 2014, as amended.

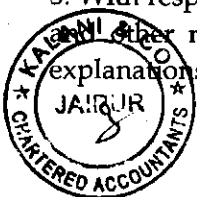
1. This certificate is issued in accordance with the terms of our engagement letter dated 7th May 2018 with Transcorp International Limited ("the company") having its registered office at Plot No.3, HAF Pocket, Sector 18A, Dwarka, New Delhi -110075
2. The accompanying certificate is issued in terms of Rule 4 of the Companies (Acceptance of Deposits) Rules, 2014, as amended ("the Rules"). Accordingly, the certificate is prepared pursuant to the said provisions of the Rules.

Management's Responsibility

2. The Management is also responsible for adherence with the relevant provisions of the Companies Act, 2013 ("the Act") read with the relevant rules relating to the acceptance of deposits by the Company and particularly with respect to ensuring that there are no defaults in repayment of deposits and payment of interest on such deposits accepted either before or after the commencement of the Act. This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance of Rule 4 of the Rules.

Auditor's Responsibility

3. Pursuant to the requirements of Rule 4 of the Rules, our responsibility is to certify that the Company has not committed default in the repayment of deposits or in payment of interest on such deposits accepted either before or after the commencement of the Act
4. The above assurance is based on our verification of unmodified Audit Reports issued by the erstwhile auditors of the Company from the financial years 2015-16 to 2016-17 which stated the compliance with the Act and related Rules, as applicable, with respect to acceptance of deposits. The said provisions of the Act and related Rules, as applicable, also give reference to the compliance certification provided by the Company that it had not defaulted in the repayment of deposits accepted whether before or after the commencement of the Act or payment of interest on such deposits.
5. With respect to the financial year ended March 31, 2018 we have examined the books of account and other relevant records and documents maintained by the Company, the information and explanations provided to us by the management and the audited financial statements of the





Company for the year ended March 31, 2018 on which we have issued unmodified opinion vide our report dated May 5, 2018. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. We conducted our examination of the particulars in Form DPT-1 which are in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)(the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Act. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that perform Audits and Reviews of Historical Financial Information and other Assurance and Related Service Engagements.

Opinion

8. Based on our examination as above and according to the information, explanations and representations provided to us by the management of the Company, we hereby certify that the Company has not committed default in the repayment of deposits or in payment of interest on such deposits accepted either before or after the commencement of the Act.

Restriction on Use

9. The certificate has been issued at the request of the Company solely for the purpose of submission of our certificate along with Form DPT-1 pursuant to Rule 4 of the Rules, as amended and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



For Kalani and Co.
Chartered Accountants
FRN: 000722C

Bhupender Mantri
[Partner]
M.No. 108170

Place: Jaipur

Date: 27th October'2018