

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: L51909DL1994PLC235697
- ii) Registration Date: 20/12/1994
- iii) Name of the Company: TRANSCORP INTERNATIONAL LIMITED
- iv) Category / Sub-Category of the Company: Other Financial Services
- v) Address of the registered office and contact details: PLOT NO. 3, HAF POCKET, SECTOR 18A, NEAR VEER AWAS, DWARKA, PHASE-II, NEW DELHI- 110075
Contact Details: 9352558224; email: grievance@transcorpint.com
- vi) Whether listed company: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent: Alankit Assignments Limited, 3E/7, Jhandewalan Extension, New Delhi-110055
Contact Details: 91-11-42541234/23541234; email: info@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Following is the detail of business activities contributing 10% or more of the total turnover of the company:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Foreign Exchange Services- (Money Changing)	67190	99.29%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Ritco Travels and Tours Private Limited, Transcorp Towers, Moti Doongri Road, Jaipur-302004	U63040RJ2010PTC032902	Wholly Owned Subsidiary Company	100%	Section 2 (87)
2	Transcorp Estates Private Limited, Transcorp Towers, Moti Doongri Road, Jaipur-302004	U45201RJ2010PTC032864	Wholly Owned Subsidiary Company	100%	Section 2 (87)

(a)	Mutual Funds/ UTI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b)	Financial Institutions Banks	1210	2040	3250	0.01	1511	2548	4059	0.01	0.00
(c)	Central Government/ State Government(s)	35097	0.00	35097	0.14	54072	0.00	54072	0.17	0.03
(d)	Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e)	Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f)	Foreign Institutional Investors	0.00	335	335	0.00	0.00	418	418	0.00	0.00
(g)	Foreign Venture Capital Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h)	Qualified Foreign Investor	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i)	Any Other (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total (B)(1)	36307	2375	38682	0.15	55583	2966	58549	0.18	0.03
B 2	Non-institutions									
(a)	Bodies Corporate	3444025	9075	3453100	13.58	3955646	11246	3966892	12.48	-1.1
(b)	Individuals									
I	i. Individual shareholders holding nominal share capital up to Rs. 2 lakh	2393960	64865	2458825	9.67	3187314	72367	3259681	10.26	0.59
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	359311	0	359311	1.41	568845	0.00	568845	1.79	0.38
(c)	Qualified Foreign Investor	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d)	Any Other (Clearing member)	3058	0.00	3058	0.01	8035	0.00	8035	0.03	0.02
	Any Other (Resident HUF)	412920	0.00	412920	1.62	563416	0.00	563416	1.77	0.15
	Any Other (NBFC Registered with RBI)	0.00	0.00	0.00	0.00	8401	0.00	8401	0.03	0.03
	Any Other (Trust)	0.00	0.00	0.00	0.00	100	0.00	100	0.00	0.00

(d-i)	NRI	78454	5040	83494	0.32	72005	5816	77821	0.24	-0.08
	Sub-Total (B)(2)	6691728	78980	6770708	26.63	8363762	89429	8453191	26.60	-0.03
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	6728035	81355	6809390	26.78	8419345	92395	8511740	26.78	0.00
	TOTAL (A)+(B)	25344840	81355	25426195	100.00	31690349	92395	31782744	100.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	Public	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total (C)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	25344840	81355	25426195	100.00	31690249	92495	31782744	0.00	0.00

(ii) Shareholding of Promoters

S. No.	Category of Shareholders	Number of shares held at the beginning of the year (as on 01.04.2018)			Number of shares held at the end of the year (as on 31.03.2019)			% of change during the year
		No. of Shares	% of total Shares	% of Shares Pledged/ encumbered to total shares*	No. of Shares	% of total Shares	% of Shares Pledged/ encumbered to total shares*	
1	Ashok Kumar Agarwal	171900	0.68	0.00	214875	0.68	0.00	0.00
2	Ashok Kumar Agarwal Karta of Ashok Kumar & Sons HUF	1090365	4.29	0.00	1362956	4.29	0.00	0.00
3	Ashok Kumar Agarwal and Mrs. Manisha Agarwal Partners of Ashok Kumar Ayan Kumar	1312250	5.16	0.00	1640312	5.16	0.00	0.00
4	Avani Kanoi	1075000	4.23	0.00	1343750	4.23	0.00	0.00
5	Ayan Agarwal	417850	1.64	0.00	522312	1.64	0.00	0.00
6	Manisha Agarwal	300000	1.18	0.00	375000	1.18	0.00	0.00
7	Ayan Fintrade Private Limited	3278005	12.89	0.00	4097506	12.89	0.00	0.00
8	Bhoruka Investment Limited	9697255	38.14	0.00	12121568	38.14	0.00	0.00
9	TCI Bhoruka Projects Limited	1274180	5.01	0.00	1592725	5.01	0.00	0.00
	Total	18616805	73.22	0.00	23271004	73.22	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	18616805	73.22%	0.00	0.00
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/	4654199 (due to issue of bonus shares)	Nil	0.00	0.00
3	At the End of the year	23271004	73.22%	0.00	0.00

There was no Inter-se Transfer among the Promoters during the financial year 2018-19.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	Name	Shareholding		Shareholding*		% of change
		No. of Shares at the beginning (01-04-18)	% of total shares of the company	No. of Shares at the year-end (31-03-19)	% of total shares of the company	
1	Vitro Suppliers Private Limited	1959609	7.73	2147497	6.75	-0.98%
2	Tekmek Trading Company Private Limited	1145323	4.50	1431653	4.50	0%
3	Arvindkumar J Sancheti	196014	0.77	245017	0.77	0%
4	Ashish Chugh	159343	0.63	199178	0.63	0%
5	Surendra Kumar Khemka	104965	0.41	131206	0.41	0%
6	Arvindkumar Sancheti	88267	0.34	119708	0.38	0.04%
7	Surendra Kumar Khemka	95003	0.37	118753	0.37	0%
8	Avs Equinvest LLP	87748	0.34	109685	0.34	0%
9	Madhu Baid	80000	0.31	100000	0.31	0%
10	Archana Sancheti	59993	0.24	0	0	-0.24%
11	Sarita Arvind Sancheti	0	0	74688	0.23	0.23%
Total		3976265	15.64%	4677385	14.69%	-0.95%

* during the year company issued Bonus Shares in ratio of one share for every 4 shares held.

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name	Shareholding		Shareholding		% of change	Remark
		No. of Shares at the beginning (01-04-18)	% of total shares of the company	No. of Shares at the year-end (31-03-19)	% of total shares of the company		
A. Directors							
1	Mr. Ashok Kumar Agarwal	171900	0.68%	214875	0.68%	0.00	Bonus shares issued
2	Mr. Vineet Agarwal*	0.00	0.00	0.00	0.00	0.00	Nil
3	Mr. Purushottam Agarwal	0.00	0.00	0.00	0.00	0.00	Nil
4	Mr. Hemant Kaul	0.00	0.00	0.00	0.00	0.00	Nil
5	Mrs. Sonu Halan Bhasin**	0.00	0.00	0.00	0.00	0.00	Nil
6	Mr. Gopal Krishan Sharma	0.00	0.00	0.00	0.00	0.00	Nil
7	Mr. Vedant Kanoi	0.00	0.00	0.00	0.00	0.00	Nil
B. Key Managerial Personnel							
1	Mr. Amitava Ghosh	0.00	0.00	0.00	0.00	0.00	Nil
2	Mr. Dilip Kumar Morwal	0.00	0.00	0.00	0.00	0.00	Nil
3	Mr. Subodh Sureka***	10.00	0.00	10.00	0.00	0.00	Nil
		171910	0.68%	214875	0.68%	0.00	Nil

* Mr. Vineet Agarwal resigned from the Directorship of the Company w.e.f. 14.02.2019

** Mr. Sonu Halan Bhasin resigned from the Directorship of the Company w.e.f. 06.04.2019

*** Mr. Subodh Sureka was appointed as CFO w.e.f. 06.02.2019

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1835.94	0	970.70	2806.64
ii) Interest due but not paid	0	0	0.00	0.00
iii) Interest accrued but not due	0	0	65.86	65.86
Total (i+ii+iii)	1835.94	0	1036.56	2872.50
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	467.41	0	276.99	744.4
Net Change	(467.41)	0	(276.99)	(744.4)
Indebtedness at the end of the financial year				
i) Principal Amount	1368.53	0	709.31	2077.84
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	50.26	50.26
Total (i+ii+iii)	1368.53	0	759.57	2128.10

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, ~~Whole-time Directors and/or Manager~~ Mr. Gopal Krishan Sharma, Managing Director

S no.	Particulars of Remuneration	Name of MD / WTD/ Manager	Total Amount (Rs. in Lakhs)
		Mr. Gopal Krishan Sharma, (DIN: 00016883), Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	66.03 NIL NIL	66.03 NIL NIL
2.	Stock Option	See note 1	See note 1
3.	Sweat Equity	NIL	NIL
4.	Commission - as 5% of profit - Others, specify	NIL NIL	NIL NIL
5.	Others, please specify	NIL	NIL
	Total (A)	66.03	66.03
	Ceiling as per the Companies Act, 2013		80.00

1. During the financial year 2017-2018 22500 shares were granted under ESOP Scheme 2017 to Mr. Gopal Krishan Sharma, Managing Director

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors				Total Amount in Lakh
		Mr. Hemant Kaul	Mr. Purushottam Agarwal	Mrs. Sonu Bhasin**	Mr. Vineet Agarwal*	
1	Independent Directors · Fee for attending board committee meetings · Commission (for F.Y. 2017-2018) · Others, please specify	0.59 NIL NIL	0.46 NIL NIL	0.50 NIL NIL	NIL NIL NIL	1.55 NIL NIL
	Total (1)	0.59	0.46	0.50	NIL	1.55
		Mr. Ashok Kumar Agarwal	Mr. Vedant Kanoi	-	-	
2	Other Non-Executive Directors · Fee for attending board committee meetings · Commission (for F.Y. 2017-2018) · Others, please specify	NIL NIL NIL	0.40 NIL NIL	- - -	- - -	0.40 NIL NIL
	Total (2)	NIL	0.40			0.40
	Total (B)=(1+2)					1.95
	Total Managerial Remuneration					
	Overall Ceiling as per the Act		1% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013			

* Mr. Vineet Agarwal resigned from the Directorship of the Company w.e.f. 14.02.2019

**Mrs. Sonu Halan Bhasin resigned from the directorship of the Company w.e.f 06.04.2019

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO*	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	43.14	14.26	2.00	59.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	See note 1	See note 1	NIL	See note 1
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - Others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total				59.40

*Mr. Subodh Sureka was appointed as CFO of the Company w.e.f 06.02.2019

1. During the financial year 2017-2018 22500 shares were granted under ESOP Scheme 2017 to Mr. Amitava Ghosh and 9000 shares to Mr. Dilip Kumar Morwal.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT made, / COURT]	Appeal if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.