

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 has 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 Monday, 18th March 2019. 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 Monday, 18th March 2019 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 Thursday, 21st March 2019 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 Monday, 18th March 2019 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

RESOLUTION – SPECIAL BUSINESS

TO REAPPOINT MRS. MANISHA AGARWAL AS CHIEF ADVISOR OF THE COMPANY

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modifications or re-enactment thereof for the time being in force), Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the Members be and is hereby accorded to the Board of Directors of the company to reappoint Mrs. Manisha Agarwal (a relative of Mr. Ashok Agarwal, Director of the company) to hold an office or place of profit as Chief Advisor of the Company on following salary and allowances w.e.f. 1st April 2019 for a period of 5 years:-

- a) Basic Salary: Rs. 2,00,000/- per month (with an annual increment of Rs. 50000 per month)
- b) House Rent Allowance at the rate of 40% of the basic salary.
- c) A.C. Car with driver (drivers salary not to be exceed Rs. 10000/- per month)
- d) Attire Allowance: Rs. 10000 per month
- e) Reimbursement of actual Medical expenses (including medical fare, stay and all other related expenses) for self and family whether in India or abroad
- f) Medical Insurance coverage and personal accidental insurance coverage for self and family
- g) Telephone at residence and mobile phone expenses on actual basis for official purpose
- h) Leave Travel Assistance: Reimbursement of actual travel expenses for self and family as per rules of the company subject to maximum of one month basis salary per annum
- i) Contribution towards Provident Fund and Gratuity as per Company's policy

“RESOLVED FURTHER THAT Liberty and Authority be and is hereby given to the Board of Directors of the Company, which will be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution, to vary, alter or modify the terms and conditions as may be agreed to by the Board of Directors or Board Committee and subject to the provisions of all applicable Laws.”

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

**DILIP KUMAR MORWAL
Company Secretary
ACS17572**

Place: New Delhi
Date: 02.02.2019

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 08th February 2019 i.e. "the cut-off date". Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on 08th February 2019 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 appointed Mr. Anand Prakash Jain, Chartered Accountant as 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. Resolution 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 08th February 2019. The postal ballot period commences on 17th February 2019 (10:00 a.m.) and ends on 18th March 2019 (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 resolution 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 18th March 2019. 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 18th March 2019 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 21st March 2019 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 – rtal@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. 18th March 2019 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 17th February 2019 (10:00 a.m.) and ends on 18th March 2019 (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 8th February 2019 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. 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 8th February 2019
- 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 8th February 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or grievance@transcorpint.com/ info@alankit.com.
- VI. 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.
- VII. 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.
- VIII. The Results declared along with 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.
- IX. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Transcorp International Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anandjain175@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

**DILIP KUMAR MORWAL
Company Secretary
ACS17572**

**Place: New Delhi
Date: 02.02.2019**

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

Mrs. Manisha Agarwal is currently working as Chief Advisor of the Company. Her appointment is valid till 31.03.2019. It was proposed by board of directors in their meeting held on 02.02.2019 to extend her appointment for the next 5 years till 31.03.2024 on remuneration as given in the resolution subject to the approval of Members of the Company by way of Special Resolution. The said Reappointment of Mrs. Manisha Agarwal as the Chief Advisor of the Company has also been approved and reviewed by the Nomination and Remuneration Committee of the Board

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution.

Mrs. Manisha Agarwal is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointing/reappointing a related party for any office or place of profit in the Company, its subsidiary company or associate company requires prior approval by way of special resolution of the Company. The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mrs. Manisha Agarwal;
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Ashok Agarwal, (DIN: 01237294) Director of the Company;
- (c) Nature of relationship: Mrs. Manisha Agarwal is wife of Mr. Ashok Agarwal, (DIN: 01237294) Director of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Reappointment of Mrs. Manisha Agarwal as Chief Advisor of the Company on the remuneration as stated in the resolution.

The Director Mr. Ashok Agarwal (DIN: 01237294) may be treated as interested in this resolution as Director of the Company and being members of the same family. No other Director/Key Managerial Personnel of the Company/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**

**DILIP KUMAR MORWAL
Company Secretary
ACS17572**

Place: New Delhi
Date: 02.02.2019