

TRANSCORP INTERNATIONAL LTD.

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

Phone: 91-141-4118888

CIN: L51909DL1994PLC235697

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NOTICE OF POSTAL BALLOT AND E-VOTING

[PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Shareholder,

Notice is hereby given to the Members of the Company pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("**SEBI LODR, 2015**"), Secretarial Standards on General Meeting ("**SS-2**") and other applicable provisions of the Act, Rules, Circular and Notification issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) that the Resolutions as set out in the Notice is proposed for approval of Member of the Company by means of Postal Ballot by voting through electronic means ("**remote e-voting**").

RESOLUTIONS

Item No. 1 To appoint Mr. Harshavardhan Raghunath (DIN: 01675460) as Non- Executive Independent Director for a period of five consecutive years w.e.f. 06.02.2025 and to fix his remuneration.

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

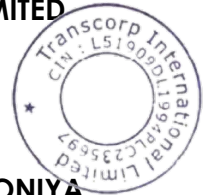
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16, 17(1A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Harshavardhan Raghunath (DIN: 01675460), who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from him under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 06.02.2025 and ending on 05.02.2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V of the Act, and the applicable provisions of the Articles of Association of the Company, and subject to such other approvals, permissions, and sanctions as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the payment of remuneration of Rs. 75,000/- (Seventy-Five Thousand) per quarter to Mr. Harshavardhan Raghunath (DIN: 01675460) Independent Directors of the Company, or any other amount as may be determined by the Board of Directors from time to time, in the form of sitting fees for attending meetings of the Board and its Committees and/or commission, in the absence or inadequacy of profits in any financial year.

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 decide all questions arising out of this resolution, to take all requisite steps to give effect to this resolution and to decide the terms and conditions governing the appointment of Mr. Harshavardhan Raghunath (DIN: 01675460),.

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



JAYESH KUMAR POONIYA
Compliance Officer & Group
Company Secretary
M. No : A44038

Place: Jaipur
Date: 06.02.2025

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 for consideration and form part of this Postal Ballot Notice.
2. 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.

3. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The communication of assent or dissent of Member would only take place through the remote e-voting. Members are requested to carefully read the instruction in the notes for remote e-voting before casting their votes.
4. Members whose name appear in the Registrar of Members/List of Beneficial Owners as on **Friday, 07th March 2025** being cut-off date, are entitled to vote on the resolution set forth in the Postal Ballot Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut -off date. In case of joint holders, any one of such holder(s) may vote.
5. The Notice is being sent only through electronic mode to those members whose names appear on the Register of Members/Beneficial Owner as received from National Securities Depository Limited (NSDL) as on **Friday, 07th March 2025** and whose email id are registered with the Company/ depositories. Members who have not registered their e-mail ids, are requested to follow the instruction given hereunder to receive the Postal Ballot Notice and Login ID & password for remote e-voting. A person who is not a member as on the cut- off date shall treat this Notice of Postal Ballot for Information purpose only.
6. Members holding shares in physical mode and who have not updated their e-mail address with the company are requested to write to the company or Registrar and Share Transfer Agent Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No.: 011-42541959 e-mail id: info@alankit.com to update their respective their email addresses by providing the requesting documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with relevant Depository Participants.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.transcorpint.com website of Stock Exchange at www.bseindia.com and on the website of NSDL <https://www.nsdl.co.in/> <https://www.evoting.nsdl.com/>
8. Relevant documents, if any, referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation this Notice up to the last date of remote e-voting. Members can inspect the same by writing email to the company at grievance@transcorpint.com.
9. The remote e-voting period are given below:

Commencement Day, Date and Time	Monday, 17th March 2025 {From 9:00 A.M. (IST)}
End Day, Date and Time	Tuesday, 15 th April, 2025 {Till 5.00 P.M. (IST)}

During this period, members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. 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.

10. The Scrutinizer shall after the conclusion of the remote e-voting on or before **Thursday 17th April 2025** 5.00 P.M. (IST), 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 scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e- voting.

11. The results of the Postal ballot will be announced at on or before 5.00 **p.m.** IST on **Thursday 17th April 2025** at 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur- 302004 The results will also be uploaded on the Company's website at www.transcorpint.com website of NSDL at <https://www.nsdl.co.in/> and also necessary disclosures to the BSE Limited ("BSE") ("collectively referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. 15th April, 2025.
12. Members may send their queries related to item included in the Postal Ballot Notice on the email ID info@transcorpint.com in from their registered email address or write to Mr. Jayesh Kumar Pooniya (Group Company Secretary & Compliance Officer), at 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur- 302004 mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

Voting through electronic means

The details of the process, manner and instruction for remote e-voting are as under:

- I. Pursuant to SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/242 dated December 09, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- II. In terms of the said SEBI circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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: Access to NSDL e-Voting system

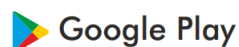
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="529 222 1349 789">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="529 825 1349 1024">2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="529 1060 1349 1707">3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="529 1743 1349 1896">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.com mentioning your demat account

number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

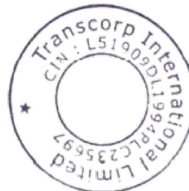
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@transcorpint.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@transcorpint.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

Place: Jaipur
Date: 06.02.2025



JAYESH KUMAR POONIYA
Compliance Officer & Group
Company Secretary
M.No.: A44038



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

Item.1 Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has recommended to the shareholders of the Company, the appointment of Mr. Harshavardhan Raghunath (DIN: 01675460) as an Independent Director, for a term of five consecutive years commencing from 06.02.225, not liable to retire by rotation as explained in the Resolution set out at item no. 1, to be approved by way of Special Resolution.

The Nomination and Remuneration Committee ("NRC") had finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Harshavardhan Raghunath (DIN: 01675460) for the position of Independent Director. Mr. Harshavardhan Raghunath (DIN: 01675460) is a seasoned management consultant and financial sector expert with over 30 years of global experience. As a former Partner and Senior Advisor at Bain & Company, he has advised C-suite executives across North America, Europe, Southeast Asia, Indo-China, and Greater China on strategy, operations, risk management, and corporate finance. He has spearheaded transformational initiatives for leading organizations, delivering exceptional value through strategic growth, M&A, risk management, and regulatory compliance. A trusted policy advisor, Dr. Vardhan has significantly contributed to financial sector policy making in India, serving on multiple high-impact government and regulatory committees. His expertise spans banking, financial services, capital markets, and more..

In the opinion of the Board, he fulfils the conditions specified in the Companies Act and Listing Regulations for appointment as a Non Executive Independent Director and is independent of the management of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act received in writing a notice from Mr. Harshavardhan Raghunath (DIN: 01675460), proposing his candidature for the office of Director. Mr. Harshavardhan Raghunath (DIN: 01675460) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received following declarations from him in writing:-

- a. Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, signifying his consent to act as Independent Director of the Company.
- b. A declaration that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Listing Regulations
- c. A declaration in Form DIR-8 in terms of Section 164 of the Companies Act, 2013 read over with Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 that he is not disqualified from being appointed as Director
- d. Declaration in FORM-B pursuant to Regulation 7 (1) (b) read with Regulation 6 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- e. Declaration that he conforms to the Fit and proper Criteria pursuant to RBI guidelines
- f. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority
- f. Interest in other entities in the prescribed form MBP-1

Further, **Mr. Harshavardhan** has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. **Mr. Harshavardhan** has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to inclusion of his name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. As on date, **Mr. Harshavardhan** holds Nil Equity Shares in the Company and does not hold any Stock Options. He does not hold any shares in the Company as a Beneficial Owner. A copy of the draft letter for appointment of **Mr. Harshavardhan**, setting out the terms and conditions of appointment is available for inspection at the Registered Office and Corporate Office of the Company during the normal business hours on any working day except Sundays and Holidays from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by e-voting. Keeping in view his vast expertise and knowledge, it will be in the interests of the Company that **Mr. Harshavardhan** is appointed as a Non Executive Independent Director of the Company by the Shareholders for a term of five consecutive years commencing from 06.02.2025. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the approval of the Members is being sought for the appointment of **Mr. Harshavardhan** as Non Executive Independent Director of the Company, by way of a special resolution as set out above.

The appointment and payment of remuneration to **Mr. Harshavardhan**, has been approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 06.02.2025. The remuneration payable to **Mr. Harshavardhan** is in conformity with Schedule V to the Companies Act, 2013.

The Board recommends the Special Resolution at Item No. 1 of this Notice for approval of the Members.

The appointee Director **Mr. Harshavardhan** should be treated as interested in this resolution to the extent of benefits accruing to his out of this resolution. 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 at Item No. 1 of the Notice.

The information as required under para 1.2.5 of Secretarial Standard -2 and Regulation 36(3) of the Listing Regulations is given under Annexure-N1 at the end of this Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations

Annexure-N1

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT BY THE SHAREHOLDERS OF TRANSCORP INTERNATIONAL LIMITED THROUGH POSTAL BALLOT BY WAY OF E-VOTING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2

Name of Director	Mr. Harshavardhan Raghunath (DIN: 01675460)
Date of First (Original) Appointment on the Board:	It is his first term of appointment.
Date of Birth, Age	23-03-1966, 59 Years
Designation	Non-executive Independent Director
It is proposed to appoint Mr. Harshavardhan as Non-Executive Independent Director of the Company w.e.f. 06.02.2025 for a term commencing from 06.02.2025 and ending on 05.02.2030, as set out in the Special Resolution at Item no.1 of the Notice and as explained in the Explanatory Statement to the said item.	
Nature of Expertise in Specific Functional Area and experience:- <i>Dr. Harsh Varshney is a seasoned management consultant and financial sector expert with over 30 years of global experience. As a former Partner and Senior Advisor at Bain & Company, he has advised C-suite executives across North America, Europe, Southeast Asia, Indo-China, and Greater China on strategy, operations, risk management, and corporate finance. He has spearheaded transformational initiatives for leading organizations, delivering exceptional value through strategic growth, M&A, risk management, and regulatory compliance.</i> <i>A trusted policy advisor, Dr. Vardhan has significantly contributed to financial sector policy making in India, serving on multiple high-impact government and regulatory committees. His expertise spans banking, financial services, capital markets, and more.</i>	
Terms and Conditions of Appointment or Re-appointment and Remuneration, if any:	

Term	Mr. Harshavardhan is proposed to be appointed as Non-Executive Independent Director of the Company by the Shareholders through Postal Ballot by way of e-voting, for a term commencing from 06.02.2025 and ending on 05.02.2030. His office is not liable to retirement by rotation.
Remuneration last drawn, if applicable	N.A.
Remuneration sought to be paid	After his appointment by the shareholders, he will be paid Remuneration of Rs. 75,000/- (Seventy-Five Thousand Only) per quarter, sitting fees @ Rs. 10,000/- (Rupees Ten Thousand Only) per meeting for attending meetings of Board of Directors and Rs. 5,000/- (Rupees Five Thousand only) per meeting for attending meeting of Committees thereof, if he is a member of the Committee. Reimbursement of actual travelling expenses for attending the meetings of the Board/Committee(s), if any, will be made to him.
Qualification	<ul style="list-style-type: none"> • PhD in Business Economics & Strategy, Smith School of Business, University of Maryland, USA • MS in Quantitative Finance, Smith School of Business, University of Maryland, USA • MBA in Finance & Banking, Indian Institute of Management (IIM), Calcutta • BE in Mechanical Engineering, Visvesvaraya National Institute of Technology (VNIT), Nagpur
List of Other Directorships	Director of SHRIRAM ASSET RECONSTRUCTION PRIVATE LIMITED and THE KARUR VYSYA BANK LIMITED.
Names of Listed Entities in which the person also holds the directorship	THE KARUR VYSYA BANK LIMITED
Chairmanship/Membership of the Committees of the Board of Directors of Transcorp International Ltd	NIL

Chairmanship/Membership of the Committees of the Board of Directors of other Companies	Member and chairperson of the Risk Management Committee at KARUR VYSYA BANK LTD and Member of the Corporate Social Responsibility Committee at KARUR VYSYA BANK LTD
Names of listed entities from which the person has resigned in the past three years	His office as a Director in NATIONAL COMMODITY CLEARING LIMITED was ceased during the last 3 years.
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	NIL
Shareholding in the Company	NIL
Shareholding in the Company as a Beneficial Owner	NIL
The skills and capabilities required for the role	Ability to understand Financial Markets especially Forex Markets, Ability to understand Regulatory/Statutory framework applicable to the Company, Quick decision making, Understanding of Company's business verticals, Experience in developing policies and processes relating to corporate governance, Ability to understand Financial Statements
The manner in which the proposed person meets above mentioned requirements	Mr. Harshavardhan has following degrees: - PhD in Business Economics & Strategy, Smith School of Business, MS in Quantitative Finance and MBA in Finance & Banking.

Relationship between directors inter-se and relationship with Manager and other Key Managerial Personnel of the Company:-

Mr. Harshavardhan is not related to any Director, Manager or Key Managerial Personnel of the Company.

No. of Meetings of Board attended during the FY 2024-25	NIL
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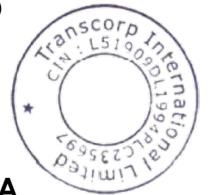
Justification for Appointment and Remuneration:-

Dr. Harsh Varshney is a seasoned management consultant and financial sector expert with over 30 years of global experience. As a former Partner and Senior Advisor at Bain & Company, he has advised C-suite executives across North America, Europe, Southeast Asia, Indo-China, and Greater China on strategy, operations, risk management, and corporate finance. He has spearheaded transformational initiatives for leading organizations, delivering exceptional value through strategic growth, M&A, risk management, and regulatory compliance.

A trusted policy advisor, Dr. Vardhan has significantly contributed to financial sector policy making in India, serving on multiple high-impact government and regulatory committees. His expertise spans banking, financial services, capital markets, and more.

Therefore, considering his qualifications and vast experience, his appointment as Non-Executive Independent Director of the Company and his remuneration & sitting fee is justified. Nomination and Remuneration Committee of the Board has also recommended his appointment.

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



Place: Jaipur
Date: 06.02.2025

**JAYESH KUMAR POONIYA
Group Company Secretary
M.No.: A44038**