

TRANSCORP INTERNATIONAL LIMITED

Regd. Office: - Plot No. 3, HAF Pocket, Sec. 18A, Near Veer Awasth Dwarka, Phase-II, New Delhi-110075
CIN: L51909DL1994PLC235697, Website: www.transcorpint.com, Phone: 91-11-30418901-05,
e-mail: grievance@transcorpint.com

NOTICE FOR 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th ANNUAL GENERAL MEETING of the Members of Transcorp International Limited (CIN: L51909DL1994PLC235697) will be held on Saturday, 28th day of June 2025 through video conferencing mode (VC)/Other Audio-Visual Means (OAVM) at 03:00 P.M. to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt the Financial Statements, Standalone and Consolidated, of the Company for the year ended 31st March 2025 and the report of the Auditors and Directors thereon.

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

"RESOLVED THAT the audited financial statements (including audited standalone & consolidated financial statements) of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2: To appoint a director in place of Mr. Ashok Kumar Agarwal (DIN: 01237294), Non-executive Director who retires by rotation and being eligible, offers himself re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Ashok Kumar Agarwal (DIN: 01237294), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 3: To declare dividend on equity shares.

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

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 15 % of equity shares of Rs. 2 each fully paid-up which is equal to Rs. 0.30 per share for the year ended March 31, 2025."

SPECIAL BUSINESS

Item No. 4: To approve remuneration to Non-Executive Director and Independent Directors within the limits specified under the provisions of Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or reenactment(s) thereof for the time being in force], as amended from time to time, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for payment of remuneration to the Non-Executive Directors, including Independent Directors, of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) for a period of twelve months from 1st April 2025 to 31st March 2026 as under:-

1. Non-Executive Directors and Independent Directors: Rs. 75,000 per quarter w.e.f. 1st April 2025 to 31st March 2026

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees or any commission payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

Item No. 5: To consider and approve the Appointment of Secretarial Auditors.

To consider and, if thought firm, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A of SEBI (LODR) Regulations, 2015 [including any statutory modifications and re-enactment thereof for the time being in force] and based on the recommendation of Audit Committee & Board of Directors, M/s R Jat & Associates, Practicing Company Secretary, (Firm Registration No. S2016RJ386100) Practicing Company Secretaries, be and hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit for a period of five consecutive years i.e. from 2025-26 till FY 2029-30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

Item No. 6; To appoint Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director) for a period of 2 years w.e.f. 01.04.2025 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 196, 2023 and 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the company consent of shareholders be and is hereby accorded to appoint Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director) for a period of 2 years w.e.f. 01.04.2025 to 31.03.2027 on the terms and conditions as mentioned in the agreement as approved by Board of Directors and on the following terms, conditions and remuneration, allowances, benefits and perquisites hereinafter set out namely as below: -

- i. Basic Salary Rs. 1,30,000/- Per month with liberty to the Board of Directors of the Company to grant or withhold increments as deemed fit.
House Rent Allowances (HRA) 50% of Basic Salary
- ii. PF on PF wage of 130000/- Rs.15,600/- per month
- iii. Leaves as per the HR policy of the company for the time being and from time to time in force.
- iv. Personal Accident Cover (Group Policy) will be given as per the HR Policy for the Company for the time being and from time to time in force.
- v. Group Medical Insurance for self, spouse and two children (below 25yrs) at the cost of the company as per HR policy of the company for the time being and from time to time in force.
- vi. Use mobile phones for the company's business. Personal international calls will be reimbursed back to the company.
- vii. Gratuity as per Payment of Gratuity Act 1972 and in accordance with HR policy of the company
- viii. Performance Linked Variable of Rs.4Lacs will be paid on a yearly basis after the audit and board meeting.
- ix. Other Terms and as given in the agreement.

FURTHER RESOLVED THAT that the Board of Directors shall have authority to change, alter or vary the terms and conditions including remuneration subject to the condition that the remuneration and terms and conditions so changed, altered or varied shall always be within the limits prescribed under section 198 of the Act read with Schedule V and other applicable provisions of Companies Act 2013 as may in force from time to time.

FURTHER RESOLVED THAT Board of Directors and KMP of the company be and is for doing all necessary acts which may be considered necessary and incidental to above mentioned matter."

**By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED
JAYESH KUMAR POONIYA
COMPLIANCE OFFICER & GROUP
COMPANY SECRETARY
(Membership No. ACS 44038)**

Place: Jaipur

Date: 13.05.2025

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the **SPECIAL BUSINESS** to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this annual general meeting are also annexed.
2. The dividend on Equity Shares if declared and approved at the meeting, will be credited / dispatched to those members whose name shall appear on the Company's Register of Members on 20th June 2025. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the company is taxable in the hands of its members at the applicable rates.
3. In view of the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, and circular issued by MCA , Circular no. 02/2021 dated 13 January 2021, Circular no. 02/2022 dated 5th May 2022 further latest circular no 10/2022 dated 28.12.2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s. Alankit Assignments Limited, the Registrar and Transfer Agent, by email through its registered email address to rt@alankit.com or grievance@transcorpint.com
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on a first-come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. Notice of AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with Company, its Registrar and Transfer Agent or CDSL/NSDL ("Depositories").
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.transcorpint.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
11. For members who have not registered their email address and holding shares in physical mode, can get their email id registered in the system by writing to grievance@transcorpint.com along with scanned signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any officially valid document (OVD) (e.g.: Driving License, Election Identity Card, Passport, Aadhar) in support of the

address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.

12. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA circular issued by MCA, Circular no. 02/2021 dated 13 January 2021 MCA Circular 02/2022 dated 5th May 2022, further latest circular no 10/2022 dated 28.12.2022 and September 25, 2023,
14. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Alankit Assignments Ltd., RTA Division, 3E/7, Jhandewalan Extension, New Delhi-110055 (India) or at the Share Division Office of the Company at 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004.
15. Brief resumes of Directors including those proposed to be appointed /re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report and also enclosed with this notice.
16. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence. Members are requested to intimate changes, if any, pertaining to their name , postal address, email address, telephone/mobile numbers, permanent account number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, to their DPs in the case the shares are held in electronic mode and to the company registrar and transfer agents, in the case the shares are held by them in physical form.
17. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
18. As per Section 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2017-18 was transferred to the IEPF. The unclaimed dividend in respect of financial year 2018-19 will be transferred to the IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013.

19. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of amount, the amount to which each person is entitled, due date for transfer to IEPF fund, etc. is provided by the Company on its website and on the website of the IEPF. The members concerned are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA or with the Company, before the unclaimed dividends are transferred to the IEPF. The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in form no. IEPF-5 available on www.iepf.gov.in.
20. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 in duplicate, duly filled in, to the RTA at the address mentioned in the Notes. The prescribed form in this regard may also be obtained from the RTA at the address mentioned in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly to record their nomination.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
22. In terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
23. For any communication, the shareholders may also send requests to the Company's investor email id: grievance@transcorpint.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://transcorpint.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 25th June 2025 at 09:00 A.M. and ends on 27th June 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th June 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th June 2025.

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 and joining virtual meetings 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the 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 or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> Existing IDeAS users 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 the company name or e-Voting service provider i.e. NSDL and you will be re-directed the e-o e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 be opened. 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 the 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach the e-Voting page without any further authentication. The users to log in to Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user you're existing my easi username & password.

	<p>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 the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.cdsindia.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, users 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.</p>
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 the 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 or joining virtual meeting & voting during the meeting.

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 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meetings 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 the 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 the 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 and join General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 or send a request to Mr. Kartik Sharma 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 (Secretarial@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 (Secretarial@transcorpint.com). If you are an Individual shareholder 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on the VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (secretarial@transcorpint.com). The same will be replied by the company suitably.
6. Registration of Speaker related points need to be added by company.



By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

JAYESH KUMAR POONIYA
COMPLIANCE OFFICER &
GROUP COMPANY SECRETARY
(Membership No. ACS 44038)

Place: Jaipur
Date: 13.05.2025

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER
APPLICABLE PROVISIONS****Item No. 2****Disclosure pursuant to Regulation 36(3) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations**

Brief profile of Mr. Ashok Kumar Agarwal in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on the General Meetings: -

Mr. Ashok Kumar Agarwal, aged 70 years, holds a qualified MBBS doctor. Mr. Agarwal does not bring with him over more than 30 years of varied experience in various industries.

Mr. Agarwal shall continue to receive sitting fees for attending Board meetings, remuneration, reimbursement of expenses (if any) and the profit related commission as permissible under law and as applicable for the Company from time to time.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Vedant Kanoi and his relatives, are concerned / interested in the passing of this resolution. Mr. Agarwal is a relative of Mr. Vedant Kanoi, Director of the Company.

He shall be liable to retire by rotation.

During the year 2024-25, he was paid Rs. 40,000/- as sitting fees for his attendance at the Board and CSR Committee Meeting and Rs. 1,50,000/- as remuneration.

Certain additional information about Mr. Agarwal is as under:

Name of the Director	Mr. Ashok Kumar Agarwal
DIN	01237294
Date of Birth	05/11/1955
Date of first appointment on the Board	20/12/1994
Number of meetings of the Board attended during the year	He attended 5 Board meetings held during FY 2024-25
Directorship of other Companies as on 31st March, 2025	TCI INDUSTRIES LIMITED
Designated Partner of LLP as on 31st March, 2025	-
Relationship with other directors	Relative (father-in-law) of Mr. Vedant Kanoi (02102558)
Relationship with key managerial person	None
Chairmanship/Membership of Other committees of Companies as on 31st March 2025	II. CSR Committee: A. Chairman: NIL Member: 1
Number of Equity Shares held in the Company as on 31.03.2025	18,55,187

Item No. 4

With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations, the role and responsibilities of the Board, particularly Independent Directors and Non-Executive Directors, have become more onerous, requiring greater time commitments, attention and a higher level of oversight. In view of the same the shareholders in 29th Annual General Meeting based on the recommendation of Nomination and Remuneration Committee and Board of Directors decided following remunerations for the non-executive directors and independent directors from 01.04.2024 to 31.03.2025: -

1. Non-Executive Chairman: Rs. 1,50,000/- per quarter
2. Non-Executive Directors and Independent Directors: Rs. 75,000/- per quarter

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 13th May 2025 recommended that the remuneration for Independent Directors and Non-Executive Directors (subject to the approval of shareholders in their General Meeting) which is within the overall maximum limit for that financial year computed in accordance with the provisions of Section 198 and as per the limits specified under Schedule V of Companies Act, 2013 and amendments thereto or such other percentage as may be specified by the Act from time to time in this regard w.e.f. 1st April 2025 to 31st Arch 2026. Regulation 17(6) of the SEBI Listing Regulations authorizes the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meetings. The remuneration as recommended by the Board and Nomination and Remuneration Committee, taking into consideration parameters such as performance of each director, evaluation of directors, and contribution at or other than at meetings, etc. of each such director is as under: -

1. Non-Executive Directors and Independent Directors: Rs. 75,000/- per quarter w.e.f. 1st April 2025 to 31st March 2026.

The above remuneration shall be in addition to fees payable to the Non-Executive Directors and Independent Directors for attending meetings of the Board/Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Accordingly, members' approval is sought by way of a Special Resolution for payment of remuneration to the Non-Executive Directors and Independent Directors as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice, except the Non-Executive Directors and Independent Directors, to the extent of the remuneration that may be received by them.

Till 31st March 2025 the remuneration as per the last approval will be paid to the Non-Executive Directors and Independent Directors.

Item No. 5

M/s R Jat & Associates, a reputed firm of Practicing Company Secretaries with close to a decade of experience in corporate governance and compliance, has demonstrated proven expertise in secretarial audits, compliance audits, due diligence, and has successfully handled numerous M&A transactions and corporate conversions.

The firm offers a comprehensive suite of secretarial advisory, audit, and compliance services, delivering practical, client-focused solutions aligned with the evolving regulatory landscape. R Jat & Associates remains a trusted partner to businesses seeking reliable and effective corporate compliance support.

After evaluating various factors such as industry experience, professional independence, and expertise, and based on the recommendation of the Audit Committee at its meeting held on 13th May 2025, the Board of Directors of the Company has approved the appointment of M/s R Jat & Associates (Firm Registration No. S2016RJ386100), a peer-reviewed firm of Company Secretaries, as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from FY 2025–26, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

M/s R Jat & Associates have provided their consent to act as the Secretarial Auditor and confirmed that their appointment is in compliance with the provisions of Section 204 of the Companies Act, 2013, read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). They have also submitted the requisite declaration confirming their eligibility for appointment and that they are not disqualified or debarred by any regulatory authority.

The remuneration paid to M/s R Jat & Associates for the FY 2024–25 was ₹1,44,000/- (Rupees One Lakh Forty-Four Thousand only), excluding applicable taxes and out-of-pocket expenses. The same remuneration is proposed for FY 2025–26, i.e., ₹1,44,000/-, excluding taxes and reimbursement of out-of-pocket expenses. The remuneration for the remaining years of the term shall be determined based on the recommendation of the Audit Committee and approved by the Board of Directors.

Accordingly, the approval of the members is sought by way of an Ordinary Resolution for the appointment of M/s R Jat & Associates as Secretarial Auditors, as set out in Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item.6 The Board proposed to appoint Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director) of the Company.

Accordingly, your directors in their meeting held on 13th May 2025 on the recommendation of Nomination and Remuneration Committee of the Company, subject to the approval of the Company's member appointed Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director) of the Company for period of two years from 01.04.2025 on the terms and subject to conditions set out in the draft agreement referred to in the resolution at item no.6 of the Notice. The material terms including remuneration, of the said Agreement are as follows:

A) PERIOD: Three years i.e. from 01st April 2025 to 31st March 2027.

B) REMUNERATION AND OTHER TERMS:

- (I) Remuneration comprising salary and performance: -
 - i. Basic Salary Rs. 1,30,000/- Per month with liberty to the Board of Directors of the Company to grant or withhold increments as deemed fit.
House Rent Allowances (HRA) 50% of Basic Salary
 - ii. PF on PF wage of 130000/- Rs.15,600/- per month
 - iii. Leaves as per the HR policy of the company for the time being and from time to time in force.
 - iv. Personal Accident Cover (Group Policy) will be given as per the HR Policy for the Company for the time being and from time to time in force.
 - v. Group Medical Insurance for self, spouse and two children (below 25yrs) at the cost of the company as per HR policy of the company for the time being and from time to time in force.
 - vi. Use mobile phones for the company's business. Personal international calls will be reimbursed back to the company.
 - vii. Gratuity as per Payment of Gratuity Act 1972 and in accordance with HR policy of the company
 - viii. Performance Linked Variable of Rs.4Lacs will be paid on a yearly basis after the audit and board meeting.
 - ix. Other Terms and as given in the agreement.

The Board of Directors shall have authority to change, alter or vary the terms and conditions (including remuneration) subject to the condition that the terms and conditions (including remuneration) so changed, altered or varied shall always be within the limits prescribed under the provisions of Companies Act, 2013 for the time being and from time to time in force or as amended in future.

Mr. Garg is a seasoned professional with a qualified Chartered Accountant who has over 23 years of experience in Banking & Financial Services.

I am a strategic planner with expertise in setting up new operations, fund mobilization and implementation of effective business strategies to overachieve revenue and profitability norms & targets.

He has successfully handled the marketing of a wide range of Banking, Investment, Insurance & Foreign Exchange products. In his illustrious career of over 23 years, he

has worked with., Paul Merchants Ltd. as a CFO. His last assignment was CFO with Transcorp International Limited.

The appointment and payment of remuneration to **Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director)** of the Company, has been approved by the Nomination and Remuneration Committee of the Board of Directors of the Company at their meeting held on 13th May 2025. The remuneration payable to **Mr. Rajesh Garg (DIN: 11027200)** is in conformity with Schedule V to the Companies Act, 2013.

Statement / Information under Schedule V to the Companies Act, 2013: -

I. GENERAL INFORMATION:

1. Nature of industry: The Company is engaged in the business of Foreign Exchange including outward remittance and Money Changing and Payment Systems.
2. The date of commencement of commercial services: 24th December 1994
3. Foreign Investments or Collaborations, if any: Not Applicable

II INFORMATION ABOUT THE APPOINTEE:

SNO	PARTICULARS	
1.	Background details	
	a) Name & Designation	Mr. Rajesh Garg (DIN: 11027200)
	b) Age	54 years
	c) Qualifications	Chartered Accountant
	d) Expertise	Foreign Exchange, Remittance and Travels
	e) Other Directorships	-
	f) Chairmanship / Membership of the Committees as on 31.03.2025	A. Chairman: None B. Member: None
2.	Past remuneration for the financial year ended 31.03.2025	TOTAL YEARLY CTC 3649997
3.	Recognition of awards	NIL
4.	Job profile and his suitability	Overall control of the Company's business operations and banking and finance. He is suitable for the same as he has vast experience of foreign exchange and remittance industry which are the core business activities of the company.
5.	Remuneration proposed	As per proposed resolution
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person	After taking into consideration the size of the Company, the profile of the appointee, the responsibilities to be shouldered by him, the remuneration proposed appears to be reasonable and at par with other

		companies of same size in the industry
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL except the remuneration as Whole time Director (Executive Director)

III OTHER INFORMATION:

1. Reasons for inadequate profits

N.A.

2. Steps taken or proposed to be taken for improvement: The company has taken various steps for cost optimization. The company is aggressively pursuing to increase its revenue levels from Foreign Exchange as well as Payment System Business and its Financial Inclusion Division.

The company's profitability is improving from quarter to quarter and expected to improve further in future as well.

3. Expected increase in productivity and profits in measurable terms

The Company has implemented various corrective steps and cost reduction measures so as to improve its operational efficiencies. These include reductions in fixed costs, prompt and better customer service, better product mix etc. The Company has explored new service areas and added new businesses which may yield better results to the Company. With the appointment of Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director) it is expected that the revenue and profit levels of the company will be improved. Although at this point in time productivity and profits cannot be given in measurable terms.

Your directors are of the view that the appointment of Mr. Rajesh Garg (DIN: 11027200) as Whole time Director (Executive Director) is in the interest of the Company and shareholders and accordingly, commend the resolution at item no. 6 of the Notice for the approval of members.

Mr. Rajesh Garg (DIN: 11027200) is concerned or interested in passing the resolution to this item.

An abstract of the terms of contract between the Company and Mr. Rajesh Garg (DIN: 11027200) pursuant to section 190 of the Companies Act, 2013, is available for inspection by any member of the Company.

Your directors recommend passing this resolution as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Rajesh Garg (DIN: 11027200) and his relatives, are concerned / interested in the passing of this resolution.