

TRANSCORP[®] INTERNATIONAL LTD.

NOTICE FOR 22nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of Transcorp International Limited (CIN: L51909DL1994PLC235697) will be held on Friday, the 11th day of August 2017, at the Registered Office of the Company at Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi at 9:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31st March 2017 including audited Balance Sheet as at 31st March 2017, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the report of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Hemant Kaul (having DIN: 00551588), who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this connection to consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time Kalani & Co., Chartered Accountants (Firm Registration No: 000722C), be and is hereby appointed as auditors of the Company to hold office from the conclusion of this annual general meeting till the conclusion of 27th Annual general meeting of company subject to ratification of their appointment at every annual general meeting on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them."

SPECIAL BUSINESS

5 Appointment of Mr. Vedant Kanoi (DIN: 02102558) as Director of the company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Vedant Kanoi (DIN: 02102558), who was appointed as an Additional Director of the company by Board of Directors w.e.f. 29.04.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Director of the company, liable to retire by rotation, in terms of provisions of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including but not limited to filling of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time.

6. Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Gopal Ved Prakash Sharma (DIN: 00016883), who was appointed as an Additional Director of the company by Board of Directors w.e.f. 29.04.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Director of the company, liable to retire by rotation, in terms of provisions of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including but not limited to filling of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time.

7. Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 196 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) Mr. Gopal Ved Prakash Sharma (DIN:00016883) be and is hereby appointed as Managing Director of the company for a period of 3 years with effect from 29th April 2017 on the terms and conditions as approved by Nomination and Remuneration Committee and mentioned in the draft of the agreement placed before the meeting duly initiated by the Chairman for the purpose of identification and on the following terms, conditions and remuneration:-

(I) Remuneration comprising of Salary and performance linked bonus:-

- i. A Basic Salary of ₹240000 (Rupees Two Lacs and Forty Thousand only) per month with liberty to the Board to grant or withhold increments as deemed fit;
- ii. House Rent Allowance (HRA): 50% of Basic salary;
- iii. Special Allowance: ₹ 65000/- (Rupees sixty five thousand only) per month
- iv. Transport Allowance: ₹ 1600 per month
- v. LTA: Equivalent to one month's basic salary (reimbursable on production of bill)
- vi. Medical reimbursement: 6% of basic salary
- vii. Attire allowance: ₹12000 per month
- viii. Helpers Reimbursement: ₹ 12000 per month
- ix. Use of the motor car of the company for the company's business
- x. Reimbursement of fuel cost subject to Maximum of ₹ 150000/- per annum (on submission of bills)
- xi. ₹ 150000/- per annum for Driver's Wages



- xii. Benefit of the Company's Provident Fund Scheme for the time being in force;
- xiii. Gratuity in accordance with the rules of the Company for the time being;
- xiv. Leaves as per the policy of the company for the time being and from time to time in force;
- xv. Personal accident cover (Group Policy) will be given as per the policy of the Company;
- xvi. Group Medi Claim insurance for self, spouse and one child at the cost of the Company as per the policy of the Company;
- xvii. Use of a fixed line telephone for the Company's business at your residence and a mobile telephone. Provided that the cost of personal long distance calls, if any, shall be reimbursed by you to the Company
- xviii. Incentive equivalent to 2.50% of overall Profit After Tax of Transcorp International Limited (standalone) as per the audited Annual Accounts.

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.

(II) Other Terms and Conditions

Other terms and conditions as given in the draft of agreement placed before the meeting and is initiated by the Chairman.

FURTHER RESOLVED THAT Board of Directors of the company be and is hereby authorized to execute the agreement with Managing Director and do all such acts, deeds, matters and things as in its absolute discretion, he may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and to modify the terms and conditions as may be considered by him to be in best interest of the Company and any Key Managerial Person of the company be and is hereby authorized to file Form MR-1, DIR-12 along with necessary forms and other documents with Registrar of Companies and for doing all other necessary acts on behalf of the company regarding the above mentioned matter.

8. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) "Other Objects" with Clause III (B) "Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate;

FURTHER RESOLVED THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) — The objects to be pursued by the Company on its incorporation are: Clause III (B) — Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

FURTHER RESOLVED THAT any one of the Director of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

9. Adoption of Articles of Association as per the provisions of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and accordingly the existing Articles of Association of the Company be and is hereby replaced by new set of the Articles of Association of the Company."

FURTHER RESOLVED THAT any one of the Director of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms, returns and documents with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

10. Approval of Employee Stock Option Scheme 2017 (ESOP Scheme 2017)

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and (including earlier enactments in this regard to the extent currently applicable) including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Employee Stock Option Plan - 2017 (hereinafter referred to as 'ESOP- 2017'), be and is hereby approved and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, issue and offer 1271309 options representing 5% of the paid up share capital of the Company as on the date of shareholders' approval, in the form of options, in one or more tranches under the ESOP 2017 to the present and/or future permanent employees of the Company which term shall be deemed to include the subsidiary companies as well, (hereinafter referred to as 'employees' or 'said employees') exercisable into 1271309 equity shares representing 5% of the paid up capital of the Company as on the date of shareholders' approval (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), at such price and on such terms and conditions as may be decided by the Board, in accordance with



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applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to:

- a) Such Equity Shares issued, shall rank pari-passu in all respects with the then existing Equity Shares of the company,
- b) To modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2017 and to do all other things incidental and ancillary thereof.

FURTHER RESOLVED THAT as if required, the Company shall conform with the accounting policies as per Guidelines in force from time to time.

FURTHER RESOLVED THAT the board of directors of the Company and the Nomination, Remuneration Committee (collective referred to as the "Board"), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP- 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

11. Approval to extend the benefits of employee stock option plan- 2017 to employees of subsidiary(s)

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT, pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as 'ESOP- 2017') to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarised in the Explanatory Statement.

FURTHER RESOLVED THAT the board of directors of the Company and the Nomination, Remuneration Committee (collective referred to as the "Board"), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP- 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

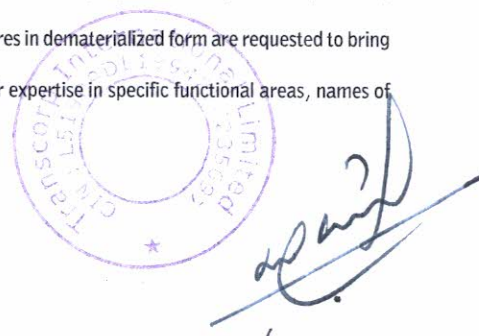
By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

DILIP KUMAR MORWAL
Company Secretary
ACS 17572

Place: Jaipur
Date: 27.05.2017

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.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of share capital carrying voting rights of the Company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by certified copy of Board Resolution authorizing their representative to attend and vote on their behalf/authority, as may be applicable. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.
3. The share transfer books and the register of members will remain close from 9th August 2017 to 10th August 2017 (both days inclusive). Dividend on equity shares for the year ended 31st March 2017, will be paid on or after 11th August 2017 to those members whose names appear on the Company's register of members at the close of working hours of the Company on 9th August 2017 to the extent eligible. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
4. Non-Resident Indian Shareholders are requested to inform the company immediately about:
 - a. The Change in the residential status on return to India for permanent settlement.
 - b. The particulars of NRO Bank Account in India, if not furnished earlier.
5. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Alankit Assignments Ltd., RTA Division, 2E/8, 1st Floor, 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.
6. Members/Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.
7. Brief resume of Directors including those proposed to be appointed /re-appointed, nature of their expertise in specific functional areas, names of



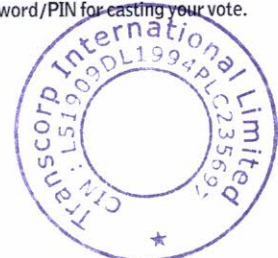
companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of the Annual Report and also enclosed with this notice.

8. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. 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 Company or RTA.
11. Electronic copy of the Annual Report including Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/RTA for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report including notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
12. Members may also note that the Notice of Annual General Meeting will also be available on the Company's website www.transcorpint.com in for their download. The physical copies of the aforesaid notice will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: grievance@transcorpint.com.

13. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 8th August 2017 (9:00 am) and ends on 10th August 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th August 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Transcorp International Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanju_sanjayjain@yahoo.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.



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NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th August 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th August 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or grievance@transcorpint.com / info@alankit.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sanjay Kumar Jain, Company Secretary (having membership no.4491 and CP no.7287) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter 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, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.transcorpint.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Jaipur
Date: 27.05.2017

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

DILIP KUMAR MORWAL
Company Secretary
ACS 17572



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5

Mr. Vedant Kanoi (DIN: 02102558), was appointed as an Additional Director w.e.f. 29.04.2017 in accordance with the provisions of Section 149, 152, 161 of the Companies Act, 2013 and Article 78 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office upto the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Vedant Kanoi (DIN: 02102558) candidatures for appointment as Director of the Company in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013. Board recommends the appointment of Mr. Vedant Kanoi (DIN: 02102558) as the director of the company hence recommends resolution no. 5 for adoption.

None of Director, KMP except Mr. Ashok Kumar Agarwal (DIN:01237294) being relative of Mr. Vedant Kanoi (DIN: 02102558) are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under item no. 5 to be passed as an ordinary resolution..

Item no. 6

Mr. Gopal Ved Prakash Sharma (DIN:00016883), was appointed as an Additional Director w.e.f. 29.04.2017 in accordance with the provisions of Section 149, 152, 161 of the Companies Act, 2013 and Article 78 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office upto the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Gopal Ved Prakash Sharma (DIN:00016883) candidatures for appointment as Director of the Company in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013. Board recommends the appointment of Mr. Gopal Ved Prakash Sharma (DIN:00016883) as the director of the company hence recommends resolution no. 6 for adoption.

None of Director, KMP are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under item no. 6 to be passed as an ordinary resolution.

Item no. 7

Board proposed to appoint Mr. Gopal Ved Prakash Sharma (DIN:00016883) as Managing Director of the Company. Accordingly, your Directors have in their meeting held on 29th April 2017, subject to the approval of the Company's member in the Annual General Meeting appointed Mr. Gopal Ved Prakash Sharma (DIN:00016883) as Managing Director of the Company, for a period of three years from 29th April 2017 on the terms and subject to conditions set out in the draft agreement referred to in the resolution at item no. 7 of the Notice. The material terms, including remuneration, of the said Agreement are as follows:

A) PERIOD: Three years i.e. from 29th April 2017 to 28th April 2020.

B) REMUNERATION AND OTHER TERMS:

(I) Remuneration comprising of Salary and performance linked bonus:-

- i. A Basic Salary of ₹240000 (Rupees Two Lacs and Forty Thousand only) per month with liberty to the Board to grant or withhold increments as deemed fit;
- ii. House Rent Allowance (HRA): 50% of Basic salary;
- iii. Special Allowance: ₹ 65000/- (Rupees sixty five thousand only) per month
- iv. Transport Allowance: ₹ 1600 per month
- v. LTA: Equivalent to one month's basic salary (reimbursable on production of bill)
- vi. Medical reimbursement: 6% of basic salary
- vii. Attire allowance: ₹12000 per month
- viii. Helpers Reimbursement: ₹ 12000 per month
- ix. Use of the motor car of the company for the company's business
- x. Reimbursement of fuel cost subject to Maximum of ₹ 150000/- per annum (on submission of bills)
- xi. ₹150000/- per annum for Driver's Wages
- xii. Benefit of the Company's Provident Fund Scheme for the time being in force;
- xiii. Gratuity in accordance with the rules of the Company for the time being;
- xiv. Leaves as per the policy of the company for the time being and from time to time in force;
- xv. Personal accident cover (Group Policy) will be given as per the policy of the Company;
- xvi. Group Medi Claim insurance for self, spouse and one child at the cost of the Company as per the policy of the Company;
- xvii. Use of a fixed line telephone for the Company's business at your residence and a mobile telephone. Provided that the cost of personal long distance calls, if any, shall be reimbursed by you to the Company
- xviii. Incentive equivalent to 2.50% of overall Profit After Tax of Transcorp International Limited (standalone) as per the audited Annual Accounts from year to year.

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.

(II) Other Terms and Conditions

Other terms and conditions as given in the draft of agreement placed before the meeting and is initiated by the Chairman.

Mr. Gopal Ved Prakash Sharma (DIN:00016883) is a Master of Commerce (BADM). He has vast experience in Foreign Exchange and Remittance Business.

The appointment and payment of remuneration to Mr. Gopal Ved Prakash Sharma (DIN:00016883) as Managing 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 29th April 2017. The remuneration payable to Mr. Gopal Ved Prakash Sharma (DIN:00016883) is in conformity with Schedule V to the Companies Act, 2013.



TRANSCORP[®] INTERNATIONAL LTD.

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 Money Changing, Inward Remittance and Payment Solutions
2. The date of commencement of commercial services: 24th December, 1994
3. Financial performance based on given indicators as per audited results for the year ended 31st March, 2017

Particulars	Amount (₹ Lacs)
Income from Services rendered and other income	74705.52
Profit after tax as per profit & loss account (inclusive of extra ordinary items)	185.38
Accumulated profit (after appropriation)	1189.39
Net worth	4408.33

4. Foreign Investments or Collaborations, if any: Not Applicable

II INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	
1.	Background details	
	a) Name & Designation	Mr. Gopal Ved Prakash Sharma (DIN:00016883)
	b) Age	53 years
	c) Qualifications	M.Com (BADM)
	d) Expertise	Foreign Exchange and Remittance
	e) Other Directorships	NIL
	f) Chairmanship / Membership of the Committees as on 31.03.2017	N.A.
2.	Past remuneration for the financial year ended 31.03.2017	N.A.
3.	Recognition of awards	NIL
4.	Job profile and his suitability	Overall control of Company's business operations. He is suitable for the same as he has vast experience of foreign exchange and remittance industry
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 Managing Director

III OTHER INFORMATION:

1. Reasons for inadequate profits
The Company has been making profits. However, considering the responsibilities that will be shouldered, the remuneration payable to Mr. Gopal Ved Prakash Sharma (DIN:00016883) falls under Schedule V of the Companies Act, 2013.
2. Steps taken or proposed to be taken for improvement And
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 reduction 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 of the Company.
Your Directors are of the view that the appointment of Mr. Gopal Ved Prakash Sharma (DIN:00016883) as Managing Director is in the interest of the Company and shareholders and accordingly, commend the resolution at item no. 7 of the Notice for the approval of members.
The draft agreement between the Company and Mr. Gopal Ved Prakash Sharma (DIN:00016883) is available for the inspection of members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days.
Mr. Gopal Ved Prakash Sharma (DIN:00016883) is concerned or interested in the passing of the resolution at this item.
An abstract of the terms of contract between the Company and Mr. Gopal Ved Prakash Sharma (DIN:00016883) and memorandum of interest pursuant to section 190 of the Companies Act, 2013 has already being posted to the members.



Item No. 8

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) — „Other Objects" with Clause III (B) — „Objects Incidental or Ancillary to the attainment of the Main Objects" and also to rename the Clause III (A) and III (B) of the Object Cause. The Board at its meeting held on 27th May 2017 has approved alteration of the MOA of the Company and the Board now seek Members approval for the same.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, interested or concerned, financially or otherwise in the Special Resolution set forth in Item No. 8 of the Notice, except to the extent of their shareholding, if any, in the Company and hence recommends resolution No. 8 for adoption.

Item no. 9

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles

The new AOA to be substituted in place of the existing AOA are based on Table F" of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AOA of the Company viz:

- The AOA provide for participation of directors at meetings of the Board/Committee either through video conferencing or audio visual means or teleconferencing, as the case may be.
- The AOA provide for allowing Circular Resolution to be sent electronically to directors in addition to physical mode.
- The AOA allows key managerial personnel to be appointed as director in any other company.
- The AOA allow maintenance of statutory registers physically as well as in electronic mode.
- The AOA provide for maintenance of books of account in electronic mode as well.
- The AOA allow the same individual to be appointed as Chairperson as well as Managing Director or Chief Executive Officer of the Company.
- The AOA is aligned with the provisions of Act.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, interested or concerned, financially or otherwise in the Special Resolution set forth in Item No. 9 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 10 & 11

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the "Board") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them. In view of this, the Board has formulated a draft of the Employee Stock Option Plan 2017 (hereinafter referred to as 'ESOP 2017') for the present and/or future permanent employees of the Company (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

Hence, in terms of the provisions of SEBI (SBEB) Regulations, 2014, and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to persons other than the existing members of the Company requires an approval of the existing members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 10 & 11 seeks your approval for the issue of further Equity Shares under the ESOP 2017, to the employees of the Company as may be determined by the Board.

The ESOP 2017, will be administered by Nomination & Remuneration Committee of the company.

The main features and other details of the Plan as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

A. Brief description of the Plan

The Plan shall be called as the "Employee Stock Option Plan 2017" and shall extend its benefits to the present and/or future permanent/confirmed employees of the company as well as its wholly owned subsidiary (s) in accordance with applicable laws. The Plan will be implemented via Direct Route wherein the Company will directly allot fresh Equity Shares of the Company, to the Employees who make a valid exercise of their vested options under the plan.

B. Total number of Options to be granted under the Plan

The maximum number of options to be granted under ESOP 2017 shall not exceed 1271309 Options representing 5% of the paid-up capital of the company as on 31st March 2017. The option which get lapsed under the Plan shall get added back to the pool of un-granted options.

C. Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2017

Employees are the permanent/confirmed employees, including Managing Director or the company or as may be decided by Compensation/Nomination and Remuneration /committee from time to time

D. Requirement of Vesting and Period of Vesting

The options granted under ESOP 2017 shall vest based upon the performance of the employee, subject to completion of minimum 1 (one) year from the date of grant and will take place over a period of 5 (five) years from the date of grant, and can vary for different set of employees in the company, as may be decided by Compensation/Nomination and Remuneration /committee from time to time



E. Maximum period within which the options shall be vested

All the options will get vested within maximum period of 5 (five) years from the date of grant.

F. Exercise Price or Pricing Formula

Exercise Price will be based upon the Market Price of the shares one day before the date of the meeting of the Compensation/Nomination and Remuneration /committee wherein grants of options of that particular year will be approved. Suitable discount may be provided or premium may be charged on the price as arrived above, as deemed fit by the Compensation/Nomination and Remuneration /committee for the finalization of the Exercise Price. However, in any case the Exercise Price shall not go below the par value of the Equity Share of the company i.e. Rs. 2 (two).

G. Exercise Period and process of exercise:

The exercise period will be upto 3 (three) years from the date of respective vesting. The options granted under the Plan would be exercisable by the employee by submitting Exercise form, to the company during the Exercise Period. After the expiry of exercise period, the options granted under the Plan shall not be exercisable and shall be lapsed. The lapsed options shall be available for fresh grants.

H. Appraisal process for determining the eligibility of the Employees to ESOP 2017

The appraisal process for determining the eligibility of the employees to ESOP 2017:

The appraisal process for determining the eligibility will be in accordance with ESOP 2017 or as may be determined by Compensation/Nomination and Remuneration /committee from time to time

at its sole discretion. The employee would be granted options under the ESOP 2017 based on various parameters including but not limited to following:-

1. Loyalty: It will be determined on the basis of tenure of the employment of an employee in the company
2. Performance evaluation
3. Grade
4. The present and potential contribution of the employee to the success of the company
5. High market value/difficulty in replacing the employee
6. High risk of losing the employee to competition
7. Value addition by the new entrant (if any)

I. The maximum number of options to be granted per employee and in aggregate

The maximum number of Options that can be granted to any eligible employee during any one year shall not equal or exceed 1% of the issued capital of the company at the time of grant of options unless otherwise approved by the shareholders. However, the aggregate number of options under the Plan shall not exceed 1271309 Options representing 5% of the paid-up capital of the company as on 31st March 2017.

J. The maximum quantum of benefits to be provided per Employee under the Plan

The maximum quantum of benefit that will be provided to every eligible Employee under the Plan will be the difference between the Exercise Price paid by the employee to the Company and the value of Company's share on the stock Exchange as on the date of exercise of options.

K. Implementation and administration of the Plan

The Plan shall be implemented and administered by the Compensation/Nomination & Remuneration Committee of the Company.

L. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both

New issue of Shares by the Company to the Employees.

M. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc:

Not applicable

N. The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the Plan:

Not applicable

O. Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation 2014 or as may be prescribed by regulatory authorities from time to time.

P. The method which Company shall use to value its options

Fair value method or any other method as may be prescribed by Ind AS or SEBI Regulations from time to time.

Q. Statement with regard to Disclosure in Director's Report

Since the company has opted for fair value method for expensing of the benefits of the Plan, therefore there is no requirement of giving such statement as well as the disclosures in Director's report. However, the Company will comply with the disclosure requirements as and when applicable.

In terms of Section 62 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the ESOP 2017 and issuance of shares under this ESOP 2017, therefore, your Directors recommend the Resolutions as set out at item no. 10 & 11 for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

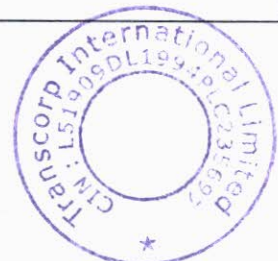


ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding appointment and re-appointment of director

Name of the Director	Mr. Hemant Kaul
DIN	00551588
Date of Birth	23/02/1956
Date of Appointment	14/03/2016
Experience/Expertise (EDUCATION)	B. Sc (Hons.), MBA Having a vast experience of more than 25 years in Banking & Insurance
Directorship of other Companies as on 31 st March, 2017	1. TCI Finance Limited 2. Ashiana Housing Limited 3. Aspire Home Finance Corporation Limited 4. Social Worth Technologies Private Limited 5. Medinfi Healthcare Private Limited 6. Egis Healthcare Services Private Limited 7. Ashish Securities Private Limited
Chairmanship/Membership of Other committees of Companies as on 31 st March 2017	I. Stakeholders Relationship Committee: A. Chairman: None B. Member: Transcorp International Limited II. Audit Committee: A. Chairman: Ashiana Housing Limited B. Member: TCI Finance Limited, Transcorp International Limited
Number of Equity Shares held in the Company as on 31.03.2017	Nil

Name of the Director	Mr. Vedant Kanoi
DIN	02102558
Date of Birth	18 th July 1984
Date of Appointment	29 th April 2017
Experience/Expertise (EDUCATION)	Vast experience of various businesses
Directorship of other Companies as on 31 st March, 2017	1. Kanoi Agro Industries Private Limited 2. Kanoi Estates Private Limited 3. Batchbuzz Media Private Limited 4. Dharowar Financial Services Limited 5. Bhabhani Realty Private Limited 6. Rapid Properties Private Limited 7. Indo Leather Private Limited 8. Golden Pigments Private Limited 9. Food Cloud Private Limited
Designated partner of LLP as on 31 st March, 2017	1. Vibrant knowledge solutions LLP
Chairmanship/Membership of Other committees of Companies as on 31 st March 2017	I. Stakeholders Relationship Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: None
Number of Equity Shares held in the Company as on 31.03.2017	NIL

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Name of the Director	Mr. Gopal Ved Prakash Sharma
DIN	DIN:00016883
Date of Birth	9 th October 1964
Date of Appointment	29 th April 2017
Experience/Expertise (EDUCATION)	M.Com (BADM)
Directorship of other Companies as on 31 st March, 2017	NIL
Chairmanship/Membership of Other committees of Companies as on 31 st March 2017	I. Stakeholders Relationship Committee: A. Chairman: None B. Member: None II. Audit Committee: A. Chairman: None B. Member: None
Number of Equity Shares held in the Company as on 31.03.2017	NIL

