

# **TRANSCORP<sup>®</sup> INTERNATIONAL LTD.**

**Regd. Office:** Plot No. 3, HAF Pocket, Sec. 18A, Dwarka, Phase-II, New Delhi-110075

**CIN:** L51909DL1994PLC235697

**Web-site:** www.transcorpint.com, **e-mail:** grievance@transcorpint.com,

**Phone:** 91-11- 30418901-05, **Fax:** 91-11-30418906

## **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013)

### **Dear Shareholder,**

Notice is hereby given pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolution appended below is proposed to be passed by the shareholders through postal ballot (the "Postal Ballot") / electronic voting ("e-voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot form (the "Postal Ballot Form") for your consideration.

The Board of Directors has appointed Mr. Anand Prakash Jain, Chartered Accountant as the Scrutinizer, for conducting the Postal Ballot process and e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 p.m. on 26th May 2018. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the shareholders, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 5:00 p.m. on 26th May 2018 shall be treated as not having been received and shall be deemed invalid.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions as stated in the Notes to the Notice under the section 'Voting through Electronic Means'.

Reference to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The voting instructions provided in the Postal Ballot Form are applicable for equity shareholders.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before 28th May 2018 at 5.00 PM at 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur Rajasthan -302004 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website www.transcorpint.com and on the website of NDSL i.e. <https://www.nsdl.co.in/https://www.evoting.nsdl.com/>.

The last date of receipt of the postal ballot forms / e-voting, i.e. 26th May 2018 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **RESOLUTION – SPECIAL BUSINESS**

#### **TO APPROVE PAYMENT OF ONE TIME SPECIAL BONUS TO THE CHIEF ADVISOR (MONEY TRANSFER BUSINESS) OF THE COMPANY**

To consider and, if thought fit, to give assent/dissent, to the following resolution as a special resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for payment of One-time Special Bonus to Mrs. Manisha Agarwal, Chief Advisor (Money Transfer Business) of the Company of Rs.95,00,000/- (Rupees Ninety Five Lacs Only) over and above her existing Remuneration.

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

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

**DILIP KUMAR MORWAL**  
**Company Secretary**  
**ACS17572**

**Place:** Jaipur  
**Date:** 16.04.2018

**Notes:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
2. This Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 20<sup>th</sup> April 2018 i.e. "the cut-off date". Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on 20<sup>th</sup> April 2018 will be considered for the purpose of voting. A person who is not a shareholder as on the cut off date should treat this Postal Ballot Notice for informational purposes only.
3. The Company has appointed Mr. Anand Prakash Jain, Chartered Accountant as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. Shareholders who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent the Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. Shareholders who receive the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company [www.transcorpint.com](http://www.transcorpint.com). For shareholders whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by Courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, please contact the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No.: 011-42541959 and fill in the requisite details and send the same to the Scrutinizer.
5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the shareholders.
6. Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where shareholders cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.
7. In cases where a shareholder wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [info@alankit.com](mailto:info@alankit.com) or at [grievance@transcorpint.com](mailto:grievance@transcorpint.com). The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the shareholder. The voting rights of the shareholders shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each shareholder as on 20<sup>th</sup> April 2018. The postal ballot period commences on 26<sup>th</sup> April 2018 (09:00 a.m.) and ends on 26<sup>th</sup> May 2018 (05:00 p.m.).
9. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice. Shareholders cannot exercise votes by proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
10. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Shareholders wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 05:00 p.m.) on 26<sup>th</sup> May 2018. The Postal Ballot Form should be completed and signed by the shareholder. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As mentioned above, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the shareholders, will also be accepted. Postal Ballot Forms received after 05:00 p.m. on 26<sup>th</sup> May 2018 shall be deemed invalid. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his / her duly constituted attorney or in case of bodies corporate, the duly authorized person.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before 28th May 2018 and will also be displayed on the Company website [www.transcorpint.com](http://www.transcorpint.com) and on the website of NSDL <https://www.nsdl.co.in/>/<https://www.evoting.nsdl.com/>, and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. Shareholders can also contact, RTA of the Company at Alankit Assignments Limited (the Company's Registrar and Share Transfer Agent) to resolve any grievances with regard to voting by Postal Ballot or e-voting, Email id – [rta@alankit.com](mailto:rta@alankit.com); Phone number + 91-11-42541234 and you may also contact Mr. Dilip Kumar Morwal, Company Secretary of the Company at [grievance@transcorpint.com](mailto:grievance@transcorpint.com) or at +91-141-4118888 or at 5th Floor, Transcorp Towers, Moti Doongri Road Jaipur-302004. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting manual available at Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Company Secretary, Transcorp International Limited at [grievance@transcorpint.com](mailto:grievance@transcorpint.com).

13. This Postal Ballot Notice is also placed on the website of the Company [www.transcorpint.com](http://www.transcorpint.com) and on the website of NSDL at <https://www.nsdl.co.in>
14. The last date of receipt of the Postal Ballot Forms / e-voting i.e. 26th May 2018 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

#### **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed by Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system instead of dispatching the Postal Ballot Form by post will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on 26<sup>th</sup> April 2018 (09:00 a.m.) and ends on 26<sup>th</sup> May 2018 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> April 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> April 2018.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> April 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [grievance@transcorpint.com](mailto:grievance@transcorpint.com)/ [info@alankit.com](mailto:info@alankit.com).
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper.
- VII. Mr. Anand Prakash Jain, Chartered Accountant has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.transcorpint.com](http://www.transcorpint.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- IX. The process and manner for remote e-voting are as under:

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

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

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

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

**Details on Step 1 is mentioned below:**

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

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

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password? "** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anandjain175@hotmail.com](mailto:anandjain175@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

**DILIP KUMAR MORWAL**  
**Company Secretary**  
**ACS17572**

**Place:** Jaipur  
**Date:** 16.04.2018

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

Mrs. Manisha Agarwal, Chief Advisor (Money Transfer Business) of the Company is presently paid a remuneration @ Rs. 5,24,588 /- per month. During the Financial year 2017-18, the Company sold the MTSS Business of the Company in India to M/s You First Money Express Private Limited ("Now changed the name as Ebix Money Express Private Limited"), a company incorporated under the Companies Act, 1956 and having its registered office at C 307- 310, Mittal Commercial, Marol, Andheri East, Mumbai - 400059, India, with the approval of Shareholders of the Company on slump sale basis. Mrs. Manisha Agarwal has been instrumental in bringing the MTSS Vertical of the Company to its present position, where the Company could pull out a valuation of Rs. 47,15,00,000/- (Rupees Forty-Seven Crores Fifteen Lacs Only). Keeping in view of her contribution towards the development of MTSS business and for all the efforts put in by her, a One Time Special Bonus of Rs. 95,00,000/- (Rupees Ninety-Five Lacs Only) (being 2% of the business transfer consideration received) over her existing Remuneration had been approved by the Board of Directors in their meeting held on 24.02.2018, subject to the approval of the Members of the Company by way of Special Resolution. The said one time Special Bonus of the Chief Advisor of the Company has also been approved and reviewed by the Nomination and Remuneration Committee of the Board.

Mrs. Manisha Agarwal is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, giving any incentive/bonus over and above the remuneration to any related party for any office or place of profit in the Company, its subsidiary company or associate company requires prior approval by way of special resolution of the Company. Hence; approval of members is sought for payment of one time special Bonus by the company as proposed in the resolution under this item of business. The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mrs. Manisha Agarwal;
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Ashok Agarwal, Director of the Company;
- (c) Nature of relationship: Mrs. Manisha Agarwal is Wife of Mr. Ashok Agarwal, Director of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Payment of One time special bonus of Rs 95,00,000 (Rupees Ninety-Five Lacs Only) to Mrs. Manisha Agarwal as per the resolution.

The Director Mr. Ashok Agarwal may be treated as interested in this resolution as Director of the Company and being members of the same family. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their respective shareholding, if any.

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

**DILIP KUMAR MORWAL**  
**Company Secretary**  
**ACS17572**

**Place:** Jaipur  
**Date:** 16.04.2018

# TRANSCORP INTERNATIONAL LTD.

Regd. Office: Plot No. 3, HAF Pocket, Sec. 18A, Dwarka, Phase-II, New Delhi-110075

CIN: L51909DL1994PLC235697

Website : [www.transcorpint.com](http://www.transcorpint.com), E-mail: [grievance@transcorpint.com](mailto:grievance@transcorpint.com),

Phone: 91-11- 30418901-05, Fax: 91-11-30418906

## POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No.

1. Name and registered address of the Sole/first named shareholder
2. Name(s) of joint shareholder(s) if any (in block letters)
3. DP Id No./Client Id No./Registered Folio No.\*  
(\*applicable to investors holding shares in physical form)
4. Number of equity shares held
5. I/We hereby exercise my/our vote(s) in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing tick(✓) marks in the appropriate box as given below:

Item No.	Description	No. of shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special Resolution – To approve payment of one-time special Bonus to the chief advisor (Money Transfer Business) of the company			

Place:	Signature of the shareholder
Date:	(must be as per specimen signatures registered with the company)

## ELECTRONIC VOTING PARTICULARS

Even (e-Voting EVENT No.)	User ID	Password/PIN

Note: If the voting rights are exercised electronically, there is no need to use this form.

Please read the instructions printed overleaf carefully before exercising your vote

## GENERAL INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 26th April 2018 (09:00 a.m.) and ends on 26th May 2018 (05:00 p.m.).
4. The result of the voting on the Resolution will be declared on or before 28th May 2018 at 5.00 PM.
5. Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Transcorp International Limited, 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004, Rajasthan or email [grievance@transcorpint.com](mailto:grievance@transcorpint.com).

## INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the board of directors of the company.
3. There will be only one postal ballot form for every folio/client ID.
4. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository/RTA. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. In case of shares held by companies, trust, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of their board resolution/authority. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed postal ballot form should reach the scrutinizer before 5.00 PM on 26th May 2018. Postal ballot form received after this date will be strictly treated as not received.
6. The Notice is being dispatched to all the Members by post (permitted modes) (and electronically by e-mail to those members who have registered their E-mail IDs with the Company), whose name appear in the Register of Members / Record of Depositories as on Friday, the 20th April 2018.
7. The vote should be cast either in favour or against the resolution(s) by putting the tick ( ) mark in the column provided for assent or dissent. A member need not use all his votes nor does he need to cast all his votes in the same way. If a member desire to cast only a part of his/her/its votes or cast part of them in favour and part of them against the resolution, the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member.

## INSTRUCTIONS FOR E-VOTING

The Company is pleased to offer E-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

1. For Shareholders who have registered email IDs: e-mail message contains your User ID and Password for e-voting. Please note that the Password is an initial Password only.
2. For shareholders who have not registered their email IDs: Please refer to the user id and password printed on the Postal Ballot Form. Please note that the password is an initial password.
3. Open internet browser by typing the URL <https://www.evoting.nsdl.com/>
4. Put User ID and password as initial password noted above (point 1 & 2) and login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the EVEN i.e., Transcorp International Limited
9. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
10. Voting period commences on and from 26th April 2018 (09:00 a.m.) and ends on 26th May 2018 (05:00 p.m.)
11. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
13. Institutional members (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 at [anandjain175@hotmail.com](mailto:anandjain175@hotmail.com) or at [grievance@transcorpint.com](mailto:grievance@transcorpint.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
14. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Company Secretary, Transcorp International Limited at [grievance@transcorpint.com](mailto:grievance@transcorpint.com).