

TRANS CORP
INTERNATIONAL LTD.
BUREAU D'EXCHANGE

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TRANSCORP INTERNATIONAL LIMITED

MANAGEMENT PERSONNEL

Shri Amitava Ghosh, *Vice President*
Shri M. S. Dudi, *Dy. General Manager*
Ms. Preeti Talwar, *Company Secretary*



AUDITORS

Mehra Goel & Co.

Chartered Accountants
505, Chiranjiv Tower
Nehru Place, New Delhi-110 019

Anand Jain & Co.

Chartered Accountants
309, Navjeevan Complex
Near Polovictory Cinema
Jaipur-302 006



BANKERS

UTI Bank Ltd.
HDFC Bank Ltd.
Bank of Punjab Ltd.
Global Trust Bank Ltd.
Punjab National Bank
The Bank of Rajasthan Ltd.



REGISTERED OFFICE

Flat Nos. 306 & 307, 3rd Floor
Ashoka Bhoopal Chambers
S.P. Road, Secunderabad-500 003 (A.P.)



CORPORATE OFFICE

204, Bhikaji Cama Bhawan
Bhikaji Cama Place
New Delhi-110 066

BOARD OF DIRECTORS

Shri Ashok Kumar Agarwal
Shri Ram S. Tameja
Shri O.P. Sodhani
Shri Aloke Choudhary
Shri Vineet Agarwal
Shri Soumya Dutta

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TRANSCORP INTERNATIONAL LIMITED**NOTICE FOR 9TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of Transcorp International Limited will be held on Tuesday, the 27th of July, 2004 at Flat No. 306 & 307, 3rd Floor, Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003 (A.P.) at 12.00 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2004, Profit & Loss Account for the year ended on that date and the report of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Soumya Dutta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare dividend on the equity shares of the company.
5. To appoint auditors in place of M/s Mehra Goel & Co, who has resigned and to fix remuneration of new auditors.
"RESOLVED THAT M/s Anand Jain & Co., Chartered Accountants, be and is hereby appointed as auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

6. 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 372A of the Companies Act, 1956, and subject to the requisite approvals, if any, the consent of the Company be and is hereby accorded to the Board of Directors to make loans, give guarantees and provide securities in connection with a loan made by any other person and to acquire by way of subscription, purchase or otherwise the securities of other bodies corporate upto Rs. 300/- Lacs to/in TCI Infrastructure Finance Ltd., upto Rs. 400 Lacs to /in Bhoruka Investments Ltd., Upto Rs. 100/- Lacs to/in TCI Industries Ltd., upto Rs. 50 Lacs to/in Rama Crafts(P) Ltd., upto Rs. 100 Lacs to/in TCI Bhoruka Projects Ltd., upto Rs. 50 Lacs to/in Ayan Fintrade (P) Ltd. , and upto Rs. 50 Lacs to/in Transcorp Housing Finance Ltd. notwithstanding that the aggregate of the all inter-corporate loans and investments so far made, guarantees given and securities provided alongwith the loans, investments, guarantees or securities proposed to be made/given or provided by Board may exceed the prescribed limits as specified under the Companies Act, 1956 from time to time."
"RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorised to do such acts, deeds, matters and things as may be necessary or expedient to given effect to this resolution"

Registered Office:

Flat No. 306 & 307, 3rd Floor,
 Ashoka Bhopal Chambers, S.P. Road,
 Secunderabad 500003(A.P.)

Place: New Delhi

Date: 30th May, 2004

By Order of the Board

For TRANSCORP INTERNATIONAL LIMITED

PREETI TALWAR

Company Secretary

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy and vote instead of himself. A proxy need not be a member of the company.
PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Explanatory Statement as required under section 173(2) of the Companies Act, 1956 is annexed herewith.
3. The share transfer books and the register of members will remain closed from 25th July, 2004 to 27th July, 2004 (both days inclusive).
 Dividend on equity shares for the year ended 31st March, 2004, will be paid on or after 27th July, 2004 to those members whose name appears on the company's register of members at the close of working hours of the Company, on 27th July 2004 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. Members are requested to intimate under the signature of the sole/first joint holder, particulars of the Bank Account No., Type of account-Saving(SB) or current(CA), name and address of the bank, in which they intend to deposit the dividend warrants, so that the same can be printed on dividend warrants, to avoid the incidence of fraudulent encashment of the instrument.
5. 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.

TRANSCORP INTERNATIONAL LIMITED

6. Resolution No.6 is proposed to be passed by the postal ballot. Postal ballot form is attached herewith, which duly filled in & signed can be sent to the scrutinizer so as to reach him before the close of working hours on 23rd July, 2004. Please read the instructions given in the postal ballot form carefully.
7. The information and the details of the directors to be reappointed to be provided in terms of clause 49 of the Listing Agreement with Stock Exchanges is annexed.
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. They are requested to bring copy of the Annual Report.
9. The Company has appointed M/s Alankit assignments Ltd., RTA Division, 2E/8, 1st Floor, Jhandewalan Extension, New Delhi-110055(India) as the common agency to handle electronic connectivity and the shares in physical mode. Therefore, the members are requested to send all their communications to them or at the Share Division Office of the Company at 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956
ITEM NO.6**

Section 372(A) of the Companies Act, 1956 prescribes the limit for inter corporate loans and investments made and guarantees, securities given/provided to any person on behalf of any body corporate. For making loans, giving guarantees providing securities and for making investments beyond that limit, the approval of the members is required. Company has already made loans, investments in other bodies corporate from which it is generating fair returns in form of interest and dividend as well as earning commission on guarantees given and securities provided.

In view of this, the combined limit of inter corporate loans, investments, and corporate guarantees/securities given/ provided may exceed the limits prescribed under section 372A. Hence this special resolution is required.

Board recommends the passing of the special resolution.

None of the Directors except Mr. Ashok Kumar Agarwal and Mr. Vineet Agarwal is concerned or interested in the above resolution.

By Order of the Board

For TRANSCORP INTERNATIONAL LIMITED

Place: New Delhi
Date: 30th May, 2004

PREETI TALWAR
Company Secretary

ANNEXURE TO THE AGM NOTICE

Information pursuant to clause 49 of the Listing Agreement regarding appointment and re-appointment of director

Name of the Director	Mr. Ashok Kumar Agarwal	Mr. Soumya Dutta
Date of Birth	05 th November, 1955	28 th April, 1967
Date of Appointment	22 nd December, 1994	21 st August, 1999
Experience	An entrepreneur with more than twenty years of experience	A forex dealer with twelve years of experience
Directorship of other Companies as on 31 st March, 2004	Jaipur Polyspin Limited Sharma East India Hospitals & Medical Research Limited TCI Infrastructure Finance Ltd. TCI Industries Ltd.	None
Chairman/Member of Other committees of Companies as on 31 st March 2004	Audit Committee Sharma East India Hospitals & Medical Research Limited Remuneration Committee Jaipur Polyspin Limited Sharma East India Hospitals & Medical Research Limited Shareholder's Grievance Committee Jaipur Polyspin Limited	None

TRANSFORM INTERNATIONAL LIMITED**DIRECTOR'S REPORT**

The directors are pleased to present the ninth annual report together with the audited statement of accounts for the year ended 31st March 2004.

FINANCIAL RESULTS**Rupees in Lacs**

	For the Year Ended 31/03/2004	For the Year ended 31/03/2003
Profit Before Tax	72.64	64.71
Provision for tax(Inclusive of Deferred tax and tax paid)	25.52	18.37
Profit after Tax	47.12	46.34
Previous surplus brought forward	79.55	48.88
Proposed Dividend (Including Dividend Tax)	15.67	15.67
Balance Carried to Balance Sheet	111.01	79.55

DIVIDEND

In view of the overall profitability of the company, the Director's recommend that a dividend of 6% (previous Year 6%) be paid for the financial year ended 31st March 2004.

CORPORATE GOVERNANCE**COMPANY'S PHILOSOPHY**

Your Company is committed to the philosophy of good corporate governance. The affairs of the company are conducted with the highest levels of integrity, accountability and transparency. It constantly endeavors to follow the practices of good corporate governance by conducting the business operation for the benefit of stakeholders. The compliance report, as prepared and given herewith is in conformity with the requirements of the Listing Agreement with the Stock Exchanges.

BOARD OF DIRECTORS

The current policy is to have an optimum combination of executive and non executive directors, to ensure the independent functioning of the Board. The Board consists of six members, half of whom are independent directors. As per the requirements, none of the Directors on the Board is a Member of more than ten committees and chairman of more than five committees across all the Companies in which they are directors. The necessary disclosures regarding the directorship have been made by the directors.

The names and categories of directors on the Board, their attendance at Board meetings during the year and at the last annual general meeting, as also the number of directorship in other committees is as follows:

NAME	CATEGORY	No. of Board Meetings attended During the year	AGM Attended	No. of directorship in other public companies in India		No. of Committee positions in other public companies	
				Chairman	Member	Chairman	Member
Mr. Ashok Kumar Agarwal	Promoter	4	Yes	None	4	2	2
Mr. Aloke Choudhary	Promoter's Relative & Non -executive	3	No	None	None	None	None
Mr. O.P. Sodhani	Independent & Non -Executive	2	No	None	2	None	2
Mr. Ram S. Tarneja	Independent & Non -Executive	2	No	1	13	4	6
Mr. Soumya Dutta	Independent & Non -Executive	3	No	None	None	None	None
Mr. Vineet Agarwal	Promoter's Relative & Non -executive	3	Yes	1	3	None	None

Four Board meeting were held during the year on the following dates, besides the annual general meeting of the Company 28th May 2003, 25th July, 2003, 30th October 2003 and 30th January 2004.

Mr. Ashok Kumar Agarwal and Mr. Vineet Agarwal has attended the 8th Annual General Meeting of the company held on 29th August, 2003.

AUDIT COMMITTEE

The audit committee has been formed with a view to provide assistance to the board in fulfilling the Board's responsibilities. The Audit Committee functions with the following objectives:

- To provide directions and oversee comprehensively the operations of the internal & external audit functions and financial reporting.
- To review the internal control systems with special emphasis on the accounting system, its quality and its effectiveness in terms of follow up.
- To recommend appointment/removal and remuneration of statutory auditors.
- To discuss with the statutory auditors and finalisation of annual accounts.
- To approve the draft of advertisement for publishing in the newspaper in terms of requirement of listing agreements.

TRANSOIL INTERNATIONAL LIMITED

Terms of reference and powers of the committee include the areas/powers prescribed by clause 49 of the listing agreement of stock exchanges. Ms. Preeti Talwar, Company Secretary acts as the Secretary to the Committee.

The composition, names of members, chairperson, particulars of the meetings and attendance of the members during the year are as follows:

S.No.	Name of members	Capacity	No. of meetings attended
1.	Mr. O P Sodhani	Chairman	3
2.	Mr. Soumya Dutta	Member	3
3.	Mr. Vineet Agarwal	Member	3

The Committee met on the following dates 15th May 2003, 22nd October 03 and 30th January 2004 during the financial year 2003-04

REMUNERATION COMMITTEE

There being no executive director, remuneration committee has not been formed.

SHAREHOLDERS/INVESTORS GREIVANCE COMMITTEE

The committee is headed by an independent director and is consisting of three members:

Chairman: Mr. Alope Chaudhary

Member: Mr. Soumya Dutta

Member : Mr. Vineet Agarwal

The Board has designated Ms. Preeti Talwar, Company Secretary as the compliance officer.

The committee looks into the matters relating to investor grievances viz, transfer of shares, non receipt of dividend, non-receipt of balance sheet and other matters relating thereto.

The committee met three times during the year 2003-04. There was no complaint received during the year. There is no complaint pending for satisfaction of shareholders.

GENERAL BODY MEETINGS**Annual General Meeting**

Particulars of the last three AGM of the Company are:

Location	Date	Time
Surana Udyog Auditorium The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004	29 th August, 2003	12.30 PM
Lions Bhawan, Lakhpat Building Behind Usha Kiran Complex, S.D. Road, Secunderabad-500003(AP)	14 th June, 2002	10.30 AM
Surana Udyog Auditorium The federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004	7 th September, 2001	12.00 Noon

In the last AGM, resolution under section 372A was put through postal ballot:

Details of voting pattern :

No. of votes for resolution : 20,79,984

No. of votes against the resolution : 03

Person who conducted the postal ballot exercise : Sh. D.C. Agarwal

Whether special resolution are proposed to be conducted through postal ballot this year : Yes, as mentioned in the notice of AGM

Procedure for postal Ballot:

Postal Ballot form along with prestamped and scrutinizer's pre addressed envelop is being sent to every shareholder who can after filling & signing the same as per the procedure specified in the form itself, may return the same to scrutinizer.

Mr. D.C. Agarwal, practicing company secretary, has been appointed as scrutinizer who will submit his report to the Chairman before the commencement of the Annual General Meeting.

TRANSCORP INTERNATIONAL LIMITED**DISCLOSURES**

The related party disclosures are provided in notes to account forming part of the balance sheet.

There has been no non-compliance or penalties or strictures imposed on your company by any of the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

The Company has complied with the mandatory requirements of corporate governance as required by the listing agreement.

MEANS OF COMMUNICATION

Your Company's quarterly/half yearly results are communicated through newspapers in Business Standard(Mumbai) and Andhra Prabha (Hyderabad).The said results are sent to Stock Exchanges where the shares of the company are listed.

Address of our official website is www.transcorpint.com where the information of the company is displayed.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting:

Date : 27th July, 2004
Time : 12.00 Noon
Venue : Flat No. 306 & 307, 3rd Floor,
 Ashoka Bhoopal Chambers
 S.P. Road, Secunderabad-500003 (A.P.)
Financial Calender : Year ending March 31, 2004
Date of book closure : 25th July 2004 to 27th July, 2004
 (Both days inclusive)

Listing on : Mumbai & Hyderabad
Stock Exchange : (Already written to Jaipur and Calcutta stock exchange for delisting)
Trade Code : 532410 of BSE
Share Division : 2nd Floor,
Office : Meghalaya Towers,
 Church Road, Jaipur-302001
Demat ISIN No.: INE330E01015

Market Price Data:

The Stock Exchange, Mumbai

Month	High(Rs.)	Low(Rs.)
April, 2003	13.00	7.25
May, 2003	12.55	10.40
June, 2003	10.60	8.55
July, 2003	15.73	9.50
August, 2003	17.00	11.50
September, 2003	11.15	10.00
October, 2003	10.50	9.05
November, 2003	10.50	10.00
December, 2003	15.40	9.51
January, 2004	15.44	10.93
February, 2004	14.25	12.65
March, 2004	11.39	6.00

Company's shares are not actively traded and accordingly comparison with broad based indices of BSE Sensex etc. is not made.

Share Transfer System : The work relating to share transfers is being looked after by The RTA and share division of company at Jaipur.

Registrar & Transfer Agent : Alankit Assignment Ltd.

RTA Division, 2E/8, 1st Floor, Jhandewalan Extn, New Delhi-110055

Distribution of shareholding as on 31st March 2004 :*

Slab of shareholding Rs.	PHYSICAL		D'MAT		TOTAL	
	No. of Shareholders	Number of Shares	No. of Shareholders	Number of Shares	No. of Shareholders	Number of Shares
1 to 5000	16875	80812	1832	22756	18707	103568
5001 to 10000	2	1398	12	8200	14	9598
10001 to 20000	3	4314	3	4343	6	8657
20001 to 30000	2	5030	2	4754	4	9784
30001 to 40000	0	0	0	0	0	0
40001 to 50000	0	0	0	0	0	0
50001 to 100000	0	0	2	18322	2	18322
Above 100000	3	171294	11	1994203	14	2165497
TOTAL	16885	262848	1862	2052578	18747	2315426

Shareholding pattern as on 31st March 2004:

Category	No. of shares	% of holding
Promoters	2094382	90.45
Mutual Funds & UTI	13115	0.57
Banks, FIs & FIs	6590	0.28
Pvt. Corporate Bodies	61179	2.64
Indian Public	132855	5.74
NRI	7305	0.32
Total	2315426	100

* This distribution is before giving effect to the scheme of arrangement as approved by the Hon'ble High Court of Andhra Pradesh.

TRANSCORP INTERNATIONAL LIMITED

Dematerialization of shares	: The company has entered into tripartite agreement with National Securities Depository Limited(NSDL) as well as Central Depository Services(India) Limited(CDSL) to facilitate dematerialization of shares.
Outstanding GDRs/ADRs/ Warrants or any convertible Instruments,conversion dateAnd likely impact on equity	: Not Applicable
Plant Location	: Not Applicable
Address for Correspondence	: TRANSCORP INTERNATIONAL LTD. 2 nd Floor, Meghalaya Tower, Church Road, Jaipur-302001 Tel: (0141) 2363888, 2363999 • Email: corp@transcorpint.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Business and Industry Developments**

Your company is concentrating in the business of foreign exchange and has been able to carve a niche for itself in the areas of operation. It is also operating as a full-fledged money changer licensed by Reserve bank of India. Infact it is one of the few primary principal agents of western union financial services Inc. It has more than 700 agents located all over India. Further, your company also operates in travel related services.

With the increase in competition, the margins earned by the company have shrunked and the main thrust of the business now is to augment the volume of business and increase the market share .

The industry has been hit in the year end by the appreciation of rupee against the dollar against the backdrop of strong capital inflows in the country. However, your company is strong enough to cope up with these challenges.

Opportunities & Threats

Being your company into foreign exchange business, there is always a risk of fluctuation of prices due to external factors beyond its control. However, your company has taken steps to safeguard itself against these factors by taking appropriate forward covers and other management tools.

Your company has over the years diversified vertically as well as horizontally to capture the benefits of providing multi services at one location to serve its valued customers. This synergy of activities further enables the company to reduce its cost of operations. Fresh initiatives are being taken to penetrate deeply into the market to consolidate its position. Further the strategy is to tap the untapped geographical regions and increase its geographical base. Your company is optimistic about the results.

SEGMENT WISE REPORTING

Segment wise revenue, results and capital employed are provided in the notes on account forming part of the Annual Report.

RISK AND CONCERNS

Your company has exposure in foreign exchange and any wide fluctuations in foreign exchange prices will have adverse effect on the performance of the company. Further the increase in competition, reduction in profit margins and change in government policies may affect the operation of the company. However the company with its policies against risks is well positioned to face these challenges.

INFORMATION TECHNOLOGY

Your company keeps in line with the ongoing technological developments taking place in the country and worldwide. The information technology adopted by the company serves as an important tool of internal control as well as providing the benefits of modern technology to its esteemed customers. All the branches of the company are integrated and data is centralized at the corporate level.

OPERATIONS

The competition has been intense in the last year and the margins continue to be under pressure. However with the number of fresh initiatives being taken like expanding the geographical base and developing new policies, the company's performance has improved in the last year.

The gross revenue of the Company for the year ended 31st March, 2004 was Rs.762.32 Lacs as compared to Rs. 694.15 Lacs in previous year.

HUMAN RESOURCE MANAGEMENT

Your company treats its human resources as its most valuable assets. The company continues to focus on training its employees on a continuous basis, both on the job and through training programs. Your company strongly believes that healthy employer- employee relationship has a positive impact on its performance and employee motivation.

FORWARD- LOOKING STATEMENTS

This report contains forward- looking statements, which may be identified by use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, market position, expenditures and financial results, are forward looking statements.

These statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

DIRECTOR'S RESPONSIBILITY STATEMENT

As required pursuant to the Companies (Amendment) Act, 2000, the Board of Directors confirm as under :

- The applicable accounting standards have been followed in the preparation of the Annual Accounts and proper explanations have been furnished, relating to material departures.
- Accounting Policies have been selected and applied consistently and reasonably, and prudent judgments have been made so as to give a true and fair view of the state of affairs of the company and the Profit & Loss account for the financial year ended 31st March, 2003.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2000, for safeguarding the assets of the company and detecting fraud and other irregularities.
- The annual account has been prepared on a going concern basis.