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CORPORATE INFORMATION **CIN: L51909DL1994PLC235697**

BOARD OF DIRECTORS

Mr. Hemant Kaul (DIN: 00551588), Non-Executive Chairman
Mr. Gopal Ved Prakash Sharma, Managing Director (DIN: 00016883)
Mr. Ashok Kumar Agarwal (DIN: 01237294)
Mr. Purushottam Agarwal (DIN: 00272598)
Mr. Vineet Agarwal (DIN: 00380300)
Mrs. Sonu Bhasin (DIN: 02872234)
Mr. Vedant Kanoi (DIN: 02102558)

CHIEF EXECUTIVE OFFICER

Mr. Amitava Ghosh

COMPANY SECRETARY

Mr. Dilip Kumar Morwal

CHIEF FINANCIAL OFFICER

Mr. Piyush Vijayvargiya

AUDITORS

Kalani & Co.

Chartered Accountants
5th Floor, Milestone Building
Gandinagar Crossing, Tonk Road,
Jaipur-302015 (Raj.)

BANKERS

HDFC Bank Ltd.

REGISTERED & CORPORATE OFFICE

Plot No. 3, HAF Pocket,
Sector 18 A, Phase-II, Dwarka,
Near Veer Awas, New Delhi-110075

HEAD OFFICE

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

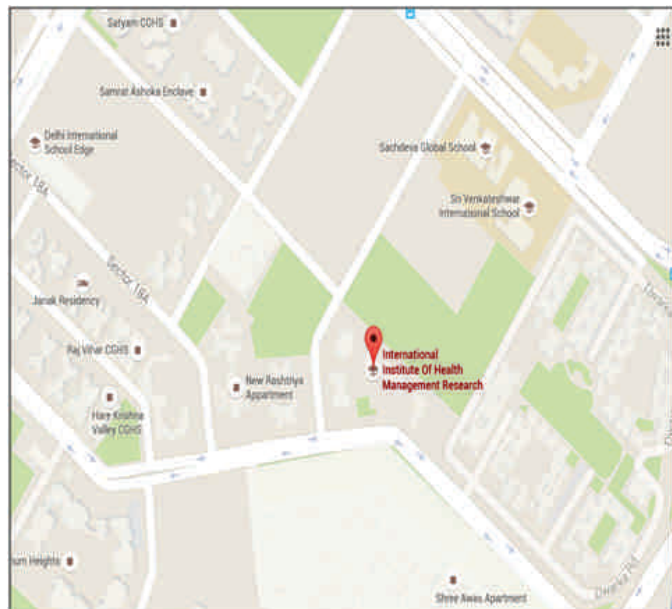
Route Map to Venue of the 23rd AGM of Transcorp International Limited

Venue:

International Institute of Health Management Research,
Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi-110075

Date : July 21, 2018

Day and Time : Saturday, 9.30 a.m.



Land Mark : Next to Veer Awas/ Kargil Apartment

NOTICE FOR 23rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of Transcorp International Limited (CIN: L51909DL1994PLC235697) will be held on Saturday, 21st July 2018 at 9:30 A.M. at the Registered Office of the Company at Plot No. 3, HAF Pocket, Sector 18A, Near Veer Awasthwa, New Delhi-110075 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31st March 2018 including audited Balance Sheet as at 31st March 2018, Statement of Profit & Loss and 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 for the financial year ended 31st March, 2018.
3. To appoint a director in place of Mr. Vedant Kanoi (DIN: 02102558) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the re-appointment of 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 of the Companies Act, 2013 and the rules framed hereunder, as amended from time to time, the ratification of appointment of the statutory auditors of company M/s KALANI & COMPANY, Chartered Accountants, 705, VII Floor, Milestone Building, Gandhi Nagar Crossing, Tonk Road, Jaipur-302015 (Raj.) Firm Registration No. 000722C, who were appointed in the 22nd Annual General Meeting dated 11th August 2017 to hold office till the conclusion of 27th Annual general meeting of the company to be held in the calendar year 2022, subject to ratification of their appointment in every annual general meeting, be and is hereby confirmed 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. Hemant Kaul (DIN: 00551588), Non-Executive Chairman, as an Independent 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 and other applicable provisions if any of the Companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Hemant Kaul (DIN: 00551588), Non-Executive Chairman of the Company, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an independent director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years commencing from 28th April, 2018 to 27th April, 2023.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit."

6. **To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

Place: New Delhi
Date: 05.05.2018

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

DILIP KUMAR MORWAL
Company Secretary
(Membership No. ACS 17572)

Notes :

1. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the **SPECIAL BUSINESS** to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this annual general meeting are also annexed.
2. **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 carrying voting rights. 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 21st July 2018 to 22nd July 2018 (both days inclusive). Dividend on equity shares for the year ended 31st March 2018, will be paid on or after 23rd July 2018 to those members whose names appear on the

Company's register of members at the close of working hours of the Company on 21st July 2018 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. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, to their DPs in the case the shares are held in electronic mode and to the company registrar and transfer agents, in the case the shares are held by them in physical form.
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. As per Section 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2009-10 was transferred to the IEPF in October, 2017. The unclaimed dividend in respect of financial year 2010-11 is in the process of being transferred to the IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013.
11. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of amount, the amount to which each person is entitled, due date for transfer to IEPF fund, etc is provided by the Company on its website and on the website of the IEPF. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA or with the Company, before the unclaimed dividends are transferred to the IEPF. The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in form no. IEPF-5 available on www.iepf.gov.in.
12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 in duplicate, duly filled in, to the RTA at the address mentioned in the Notes. The prescribed form in this regard may also be obtained from the RTA at the address mentioned in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
13. 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.
14. 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.
15. 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.
16. **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 18th July 2018 (9:00 am) and ends on 20th July 2018 (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 14th July 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.
 - V. The process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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 will be as per details given below :
 - 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.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.

Step 2: 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 the Company.
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-mailsanju_sanjayjain@yahoo.com to with a copy marked to 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 to reset the password.

Please note the following:

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.

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 Postal ballot.

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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting through Postal ballot, 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 Postal ballot, 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

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

VI. 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).

VII. 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 14th July 2018

VIII. 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. 14th July 2018 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.

IX. 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.

X. 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.
- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. The Results declared along with 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: New Delhi
Date: 05.05.2018

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

DILIP KUMAR MORWAL
Company Secretary
(Membership No. ACS 17572)

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Item No. 3

Disclosure pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations

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

Mr. Vedant Kanoi, aged 34 years, holds a Bachelor's degree in Economics and Business Administration from the Carnegie Mellon University, USA. Mr. Kanoi brings with him over 10 years of varied experience in various industries.

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

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

He shall be liable to retire by rotation.

During the year 2017-18, he was paid Rs.40,000/- as sitting fees for his attendance at the Board meetings.

Certain additional information about Mr. Kanoi is as under:

Name of the Director	Mr. Vedant Kanoi
DIN	02102558
Date of Birth	18/07/1984
Date of first appointment on the Board	29th April 2017
Number of meetings of the Board attended during the year	He attended 4 Board meetings held during FY 2017-18
Directorship of other Companies as on 31st March, 2018	KANOI AGRO INDUSTRIES PVT LTD KANOI ESTATES PVT LTD BATCHBUZZ MEDIA PRIVATE LIMITED DHAROWER FINANCIAL SERVICES LIMITED BHABANI REALTY PRIVATE LIMITED RAPID PROPERTIES PRIVATE LTD. INDO LEATHER PRIVATE LIMITED GOLDEN PIGMENTS PVT.LTD. FOOD CLOUD PRIVATE LIMITED
Designated Partner of LLP as on 31st March, 2018	VIBRANT KNOWLEDGE SOLUTIONS LLP
Relationship with others directors	Daughter's husband of Mr. Ashok Kumar Agarwal (DIN 01237294)
Relationship with key managerial person	None
Chairmanship/Membership of Other committees of Companies as on 31st March 2018	I. Stakeholders' Relationship Committee: A. Chairman: NIL B. Member: NIL II. Audit Committee: A. Chairman: NIL B. Member: NIL
Number of Equity Shares held in the Company as on 31.03.2018	NIL

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS**Item No. 5**

Mr. Hemant Kaul (DIN: 00551588), Non-Executive Chairman is proposed to be appointed as Independent directors to hold office for five consecutive years for a term up to the conclusion of 28th annual general meeting in the calendar year 2023 as required by Section 149, 152 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Mr. Hemant Kaul being an independent director is not disqualified from being appointed as director in terms of Section 164 of the Act and have given their consent to act as Independent director. The Company has also received declarations from Mr. Hemant Kaul that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Company has received requisite notices in writing from members proposing the candidature of Mr. Hemant Kaul for appointment to the office of director as independent director. In the opinion of Board, Mr. Hemant Kaul has fulfill the conditions of appointment as independent directors as specified in the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and are independent of management.

Disclosure pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations

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

Mr. Hemant Kaul, aged 62 years, holds a Bachelor's Degree (Hons.) in Science and holds a master's degree in Management from Poddar Institute of Management, Jaipur. Mr. Kaul brings with him over 26 years of varied experience in banking, finance and insurance services domain and has worked in companies such as Bajaj Allianz General Insurance Co Limited (MD & CEO) and Axis Bank Limited (Executive Director).

Mr. Hemant Kaul shall continue to receive sitting fees for attending Board and committee meetings, reimbursement of expenses (if any) and the profit related commission as permissible under law and as applicable for the Company from time to time.
He shall not be liable to retire by rotation.

During the year 2017-18, he was paid Rs.85,000/- as sitting fees for his attendance at the Board meetings and Rs. 32426 towards profit related commission pertaining to FY 2016-17.

Certain additional information about Mr. Hemant Kaul is as under:

Name of the Director	Mr. Hemant Kaul
DIN	00551588
Date of Birth	23/02/1956
Date of first appointment to Board	14/03/2016
Number of meetings of the Board attended during the year	He attended 7 Board meetings held during FY 2017-18
Directorship of other Companies as on 31st March, 2018	MEDINFI HEALTHCARE PRIVATE LIMITED ASHIANA HOUSING LIMITED EGIS HEALTHCARE SERVICES PRIVATE LIMITED ASPIRE HOME FINANCE CORPORATION LIMITED SOCIAL WORTH TECHNOLOGIES PRIVATE LIMITED ASHISH SECURITIES PRIVATE LIMITED LAKSHMI VILAS BANK LIMITED INDOSTAR CAPITAL FINANCE LIMITED
Designated Partner of LLP as on 31st March, 2018	NIL
Chairmanship/Membership of Other committees of Companies as on 31st March 2018	I. Stakeholders' Relationship Committee: A. Chairman: None B. Member: Transcorp International Limited II. Audit Committee: A. Chairman: Ashiana Housing Limited B. Member: Transcorp International Limited
Number of Equity Shares held in the Company as on 31.03.2018	Nil
Relationship with others directors	None
Relationship with key managerial person	None

Copy of draft letters for respective appointment of Mr. Hemant Kaul as independent directors setting out the terms and conditions are available for inspection by members at the registered office of the Company during 11:00 a.m. to 1 p.m. on all working days. Mr. Hemant Kaul is interested in the resolution which relates to his appointment respectively. His relatives, if any, are also interested to the extent of their shareholding in the company.

None of the other directors/Key Managerial Personnel, including their relatives, are interested financially or otherwise in these resolutions.

Board of Directors recommend the passing of the resolutions.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting. Accordingly, the Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for members approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

in any or all Resolutions, your Proxy will be entitled to vote in a manner as he/she thinks appropriate.

DIRECTOR'S REPORT

The directors are pleased to present the 23rd annual report together with the audited financial statements for the year ended 31st March 2018:-

FINANCIAL RESULTS

(In Lakhs)

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Profit Before Finance Cost, Depreciation and Tax	3863.95	757.01
Less: Finance Cost	308.31	366.16
Profit before Depreciation and Tax	3555.64	390.85
Less: Depreciation	105.54	106.96
Profit Before Tax (PBT)	3450.10	283.89
Less: Tax Expenses	881.92	96.92
Profit After Tax (PAT)	2568.18	186.97

The Board of Directors of the company proposes to carry an amount of Rs. 1.33 lakhs to Share based payment Reserve.

DIVIDEND

The Directors recommended a dividend of Re. 0.80 per equity share having a face value of Rs. 2 each (i.e. 40%) which includes dividend of Re. 0.16 per equity share (i.e. 8%) (previous Year Re. 0.16 per equity share) for financial year 2017-2018 and a special dividend of Re. 0.64 per equity share (i.e. 32%) keeping in view of profit earned on account of sale of MTSS Business as Principal Agent of various overseas principals.

The dividend payout is subject to approval of members at the ensuing Annual General Meeting. The dividend (if approved by members) will be paid to members whose names appear in the Register of Members at the close of working hours of the Company on 21st July 2018 to the extent eligible.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANY'S AFFAIR

Your Company is having Authorized Dealer Category II License from Reserve Bank of India (RBI) and is authorized to undertake various permissible money changing transactions and outward remittance activities such as remittance for overseas education, medical treatment abroad, Emigration and Emigration consultancy fees and for other permissible purposes.

During the year 2017-2018, as a strategic move, the Company sold its MTSS business in India to Ebix Money Express Private Limited (EMEPL) (previously known as Youfirst Monet Express Private Limited) and now operating as the sub-agent of EMEPL for MTSS business.

The Company is also having license from RBI for issuing and operating payment system for semi closed pre-paid payment Instrument in India and is authorised to issue and operate payment instruments which are redeemable at a group of clearly identified merchant locations/ establishments which contract specifically with the issuer to accept the payment instrument. The Company has wallet named TRASCASH. The company is also selling the co-branded open loop pre-paid card of Yes Bank Limited.

During the year 2017-18, the market shown some positive growth and indicated some recovery after de-monetization. During the year the foreign exchange business did better than previous year esp. the outward remittance business.

During the year under consideration, your company again consolidated the operations in both wholesale as well as retail segment of the foreign exchange business and is aggressively pursuing the inward remittance business.

Apart from this the company is a corporate agent authorized by IRDA and National Business Correspondence of State Bank of India.

The gross revenue from operations of the Company for the year ended 31st March 2018 was Rs. 81381.51 Lakhs as compared to Rs. 74595.26 Lakhs in previous year ended 31st March 2017.

The short term as well as long term outlook for the Company is positive, looking at the developing market scenario, focus on better resource management and thrust to expand network.

Detailed information about the operations of the Company is incorporated in the Management Discussion and Analysis Report. The Financial Highlights are mentioned above while segment wise performance is not reported as company deals in only one segment i.e. Foreign Exchange and Remittance.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material order passed by the regulators or courts or tribunals which may impact the going concern status and company's operations in future.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

The Company has in place adequate internal financial controls with reference to financial statements. Statutory Auditors in their report has expressed their opinion on the internal financial controls with reference to the financial statements which is self explanatory.

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vedant Kanoi retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer himself for reappointment.

Mr. Hemant Kaul, Non-Executive Chairman (DIN: 00551588) has fulfilled all the criteria to become an Independent Director of the company hence Board has categorized him as an Independent Director w.e.f. 28.04.2018. Mr. Hemant Kaul (DIN: 00551588) is proposed to be appointed as Independent directors to hold office for five consecutive years for a term from the date of his appointment by the Board of Directors as per the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Mr. Vineet Agarwal (DIN: 00380300), Mr. Purushottam Agarwal (DIN: 00272598) and Mrs. Sonu Halan Bhasin (DIN: 02872234) being independent directors are not eligible for retire by rotation and hold office for five consecutive years for a term from the date of their appointment by the Board of Directors as per the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015. The Company has also received declarations from independent directors including Mr. Hemant Kaul (DIN: 00551588) that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is enclosed with the report as **Annexure 1**.

Mr. Rajiv Tiwari, CFO resigned from the company w.e.f. 31.10.2017 and company has appointed Mr. Piyush Vijaywargiya as a CFO of the company w.e.f. 05.05.2018.

The Company has devised a Policy (available on the web-site of the company i.e. (<http://transcorpint.com/wp-content/uploads/2018/03/PolicyonNominationremunerationevaluationofDirectors.pdf>) on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters specified under the provisions of Section 178 of Companies Act, 2013. The Policy also includes performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors. The Board has done a formal annual evaluation as required under the provisions of Companies Act, 2013.

The evaluations for the Directors and the Board were undertaken through circulation of two questionnaires, one for the Directors and the other for the Board which assessed the performance of the Board on selected parameter related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The evaluation criteria for the Directors were based on their participation, contribution and offering guidance to and understanding of the areas which were relevant to them in their capacity as members of the Board.

Information regarding the meeting of directors and remuneration etc. is given in the Corporate Governance report attached with the report.

The company is having following Key Managerial Personnel: -

S. No.	Key Managerial Personnel	Designation
1	Mr. Gopal Ved Prakash Sharma (DIN 00016883)	Managing Director
2	Mr. Amitava Ghosh	Chief Executive Officer
3	Mr. Dilip Kumar Morwal	Company Secretary
4	Mr. Piyush Vijaywargiya*	Chief Financial Officer

* Appointed as manager accounts on 01.11.2017 and as a CFO w.e.f. 05.05.2018

Note: Mr. Rajiv Tiwari resigned from the post of CFO w.e.f 31.10.2017

AUDITORS

M/s Kalani & Co., Chartered Accountants, Jaipur (Firm Registration No. 000722C), Statutory Auditors of the Company were appointed in the 22nd Annual General Meeting to hold office until the conclusion of the 27th Annual General Meeting going to be held in the calendar year 2022 subject to ratification of their appointment in every annual general meeting. The Company has received a letter from the auditors to the effect that ratification of their appointment, to hold office from the conclusion of this annual general meeting till the conclusion of next annual general meeting, if made, would be within the prescribed limits, they fulfill the criteria provided in Section 141 of the Companies Act, 2013 and are not disqualified for such ratification of their appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As per their letter there were no proceedings against them pending with respect to professional matters of conduct. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed there under it is therefore proposed to ratify their appointment to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

The observations of Auditors in their Report, read with the relevant notes on accounts are self-explanatory and do not require further explanation.

SECRETARIAL AUDIT REPORT

The Board has re-appointed Mr. Sanjay Kumar Jain, Company Secretary (having membership no.4491 and CP no.7287), to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is enclosed with this Report as Annexure 2 which is self-explanatory and do not require further explanation.

SHARE CAPITAL

A) Bonus Shares

No Bonus shares were issued during the financial year 2017-18. The Board of Directors vide their meeting held on 05.05.2018, recommended the issuance 6356549 unissued Equity shares of face value of Rs. 2/- each of the company to be allotted, distributed, or credited as fully paid-up Bonus Shares" at par in proportion of 1 (one) such new Equity share for every 4 (Four) existing equity share, held by such members as on the record date to be fixed by Board of Directors.

B) Issue of equity shares with differential rights

There were no shares issued with differential rights during the financial year 2017-18.

C) Issue of sweat equity shares

No sweat equity shares were issued during the financial year 2017-18.

D) Issue of employee stock options

Disclosures in Compliance with regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are set out in Annexure 3.

E) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

There was no provision made of the money by the company for purchase of its own shares by employees or by trustees for the benefit of employees or by trustees for the benefit of employees.

F) Splitting/Sub Division of shares

No splitting/ sub division of shares was done during the financial year 2017-18

EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of section 92(3) of Companies Act, 2013, the extract of the annual return in Form No. MGT — 9 is enclosed with the report as

Annexure 4

CORPORATE GOVERNANCE

Your Company has been practicing the principals of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

A separate section on Corporate Governance and a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Regulation 24 & Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of the Annual Report.

In terms of Regulation 24 & Schedule IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate of the CEO and CFO, inter alia, confirming the correctness of the financial statements, adequacy of the internal control measures and reporting of matters to the Audit Committee in terms of the said Regulation & Schedule, is also enclosed as a part of the Report.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

WHOLLY OWNED SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES

The Company is having 2 Wholly Owned Subsidiaries viz. Transcorp Estates Private Limited and Ritco Travels and Tours Private Limited. The annual accounts for the year ended 31st March 2018 of Transcorp Estates Private Limited (TEPL) and Ritco Travels and Tours Private Limited (RTTPL), the wholly owned subsidiaries of the Company, together with other documents as required under section 129(3) of the Companies Act, 2013, (the Act) form part of this Annual Report. A statement in Form AOC-I pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 containing salient features of the financial statement of subsidiaries/associate companies/joint venture is enclosed with this report as **Annexure-5**.

None of the company became or ceased to be company's Subsidiaries, joint ventures or associate companies during the year 2017-18.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS AND SECURITIES PROVIDED UNDER SECTION 186

Following table is showing the particulars of Loans, guarantees or investment made under section 186 of Company Act, 2013

(In Lakhs)

Name of the Company	Nature of Transaction	Purpose	Balance Outstanding		Maximum Amount Outstanding during the year	
			As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
Durga Commosales Pvt. Ltd.	Loans and advances	General Business and Others	-	90.36	82.33	99.15
Devadattam Multitrade Pvt. Ltd.	Loans and advances	General Business and Others	-	124.02	131.48	124.02
Wisdom Overseas Pvt.Ltd.	Loans and advances	General Business and Others	-	0.01	0.01	2.37
Rameswara Niket	Loans and advances	General Business and Others	-	21.10	11.54	114.19
Shri Ganesh Cotton Company Ltd	Loans and advances	General Business and Others	0.40	23.93	24.65	23.93
Suneha Trading	Loans and advances	General Business and Others	-	0.03	0.03	2.22
Thirdwave Buss. Aids Pvt. Ltd.	Loans and advances	General Business and Others	-	2.42	2.49	67.77
Vishnu Incorporation	Loans and advances	General Business and Others	2.44	39.00	42.53	58.19
Social Worth Technologise Pvt Ltd	Loans and advances	General Business and Others	-	133.38	135.54	133.38
Ashish Securities Pvt. Ltd.	Loans and advances	General Business and Others	-	0.93	0.97	25.90
Mani Square Ltd.	Loans and advances	General Business and Others	100.12	-	100.12	-
Transcorp Estates Pvt. Ltd.	Loans and advances	General Business and Others	2258.00	156.77	4313.98	275.85
TCI Bhoruka Projects Ltd.	Loans and advances	General Business and Others	555.57	-	555.57	30.03
TCI International Ltd.	Loans and advances	General Business and Others	377.90	172.30	377.90	234.15
Ritco Travels and Tours Pvt. Ltd.	Loans and advances	General Business and Others	340.32	9.37	340.32	104.65
Axis Bank Ltd.	Investment in quoted Equity Instrument	Investment	13.88	13.88	13.88	13.88
Larsen and Toubro Ltd.	Investment in quoted Equity Instrument	Investment	7.36	7.36	7.36	7.36
Larsen and Toubro Ltd. Liquid Fund	Mutual Fund	Investment	490.43	-	1530.00	-
Transcorp Estates Pvt. Ltd.	Investment in WOS	Investment	2852.20	2852.20	2852.20	2852.20
Ritco Travels and Tours Pvt. Ltd.	Investment in WOS	Investment	399.00	399.00	399.00	399.00
Ritco Travels and Tours Pvt. Ltd.	Corporate guarantee given	for Fund based & Non Fund based financial facilities availed by WOS	1857.00	1707.00	1857.00	1707.00