



# Trans Asia Corporation Ltd.

Regd. Office: 110, Royal Ratan, 7 M. G. Road, Indore (M.P.) – 452 001,  
Phone: +91 731 2526767, Fax : +91 731 4091065, Email: info@transasiagroup.org  
Corporate Identity Number: L15143MP1993PLC007872

Date: 05.03.2021

To,  
The Secretary  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub: Notice of Postal Ballot**

**Ref: Scrip Code: 530783**

Dear Sir,

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith Notice of Postal Ballot dated March 03, seeking approval of Members for:

1. Consent to Commence Voluntary Liquidation Process of The Company and To Approve and Adopt That Declaration Cum Affidavit Made by Majority of Directors.
2. To Appoint Mr. Manoj Sehgal, Insolvency Professional (Regd No. IBBI/IPA-02/IP-N00108/2017-18/10256) As Liquidator of The Company:

*Date of events relevant to postal ballot are as below:*

Sr. No	Particulars	Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, February 26, 2021	Friday, March 05, 2021
2.	Date of Commencement of e-Voting	Sunday, March 07, 2021 at 9:00 am
3.	Date of Ending of e-Voting ("Last Date")	Monday, April 05, 2021 at 5:00 pm
4.	Results of Postal Ballot	On or before Thursday, April 08, 2021

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.transasiagroup.org](http://www.transasiagroup.org)

This is for your information and records.

Thanking you,

Yours faithfully,  
For Trans Asia Corporation Limited

*Sushil Kumar*  
Sushil Kumar Chokhani  
Director  
DIN 00471693



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## POSTAL BALLOT NOTICE

Dear Member,

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“Act”), read together with the Companies (Management and Administration) Rules, 2014 (“Rules”), including any statutory modifications thereof for the time being in force, that Trans Asia Corporation Limited (TACL) (the “Company”) is seeking the approval of the Members by way of a Special Resolution, for the matter as considered in the resolution appended below, through postal ballot / e-voting.

The Explanatory Statement setting out the material facts concerning this resolution and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Shruti Somani, Practicing Company Secretary (Membership No. 49773) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Services Limited (NSDL) for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Monday, April 05, 2021. If any postal ballot is received after 5:00 p.m. on Monday, April 05, 2021, it will be considered that no reply from such Member has been received and such postal ballot would not be considered. In case any Member cast his/her votes through both the modes i.e. e-voting and Physical Postal Ballots, the vote cast through e-voting shall be treated as valid and the Postal Ballot Form shall be ignored. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman, on or before 08th day of April 2021 and the result of the Postal Ballot will be announced on or before 08th day of April 2021 upon receipt of the Scrutinizer Report at 5:00 p.m. at the Company’s Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company’s corporate website [www.transasiagroup.org](http://www.transasiagroup.org) besides communication to the stock exchange.

### SPECIAL BUSINESS:

**1. Consent to Commence Voluntary Liquidation Process of The Company and To Approve And Adopt That Declaration Cum Affidavit Made By Majority Of Directors:**

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

**“Resolved that** in terms of the provisions of section 59 of Insolvency & Bankruptcy Code, 2016 read with Regulations of IBBI (Voluntary Liquidation Process) Regulations, 2017 (Regulations) and having regard to the Declaration cum Affidavit made by the majority of Directors stating that the assets of the Company are more than its debts, the consent of the members is hereby accorded for commencement of Voluntary Liquidation Process of the Company.”

**“Resolved further that** Declaration Cum Affidavit made by the majority of Directors of the Company be and is hereby confirmed, approved and adopted.”

**“Resolved further that** Mr. Vikram Khandelwal or Mr. Sushilkumar Chokhani, Directors of the Company are severally authorized to perform all acts, deeds or things etc., as may be deemed necessary and to do all requisite filings with the relevant authorities under their signatures related to the said Voluntary Liquidation process of the Company.”

**2. To Appoint Mr. Manoj Sehgal, Insolvency Professional (Regd No. Ibbi/Ipa-02/Ip-N00108/2017-18/10256) As Liquidator of The Company:**

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

**“Resolved that** pursuant to the provisions of section 59 of the Insolvency & Bankruptcy Code, 2016 read with IBBI (Voluntary Liquidation Process) Regulations, 2017 appoint Mr Manoj Sehgal, Insolvency Professional (Regd No. IBBI/IPA-02/IP-N00108/2017-18/10256) as Liquidator of the Company on a remuneration of Rs. 1,15,000/- (Rupees One Lac Fifteen Thousand Only) per month plus applicable taxes and actual out of pocket expenses.”

**“Resolved Further That** Mr. Vikram Khandelwal or Mr. Sushilkumar Chokhani, Directors of the Company are severally authorized to perform all acts, deeds or things etc., as may be deemed necessary to give full effect to this Resolution including intimating the appointment of Liquidator to regulators.”

**By the Order of Board of Directors**

Sd/-  
Sushilkumar Madanlal Chokhani  
**Director**  
DIN 00471693

Place: Indore  
Date: 03.03.2021

## **NOTES:**

- 1.** The Statement as required under Section 102 of the Companies Act is annexed to the Notice. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company - [www.transasiagroup.org](http://www.transasiagroup.org)
- 2.** Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited ("NSDL") to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
- 3.** The Company has appointed Ms. Shruti Somani, Practising Company Secretary (Membership No. 49773) as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
- 4.** The Notice, together with the documents accompanying the same, is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail ids with the Company/ Registrar and Share Transfer Agents/ NSDL/ CDSL), whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL as on 26<sup>th</sup> February, 2021. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut off date may cast their vote by e-voting. The Notice will be displayed on the website of the Company [www.transasiagroup.org](http://www.transasiagroup.org)
- 5.** A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid..
- 6.** A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. 26th February, 2021 ("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.
- 7.** The Postal Ballot Form and the self –addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the Postal Ballot Form and Notice before exercising their vote. Members exercising their voting rights through Postal Ballot Form shall return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. on 05th April, 2021, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self -addressed postage pre-paid envelope shall be borne and paid by the Company.
- 8.** Members who have registered their email IDs for receipt of documents in electronic mode under the green initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/courier service along with Postal Ballot Form. Members have the option to vote either through e-voting or through Postal Ballot Form. Members who received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link provided in email or at the website of the Company or seek duplicate Postal Ballot Form from Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company.
- 9.** Relevant documents referred to in the Notice and the accompanying Statement are kept open for inspection by the members at the Registered Office and the Corporate Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the conclusion of voting
- 10.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-Voting is optional.
- 11.** Kindly note that the members can opt only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case of Shareholders cast their vote by Physical Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Postal Ballot will be treated as invalid.
- 12. Voting Through E-Voting**

The process and manner for remote e-voting are as under:

  - 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 :
  - a. For NSDL : 8 Character DP ID followed by 8 Digit Client ID;
  - b. For CDSL.: 16 digits beneficiary ID;
  - c. For Members holding shares in Physical Form.
- 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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, 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](mailto:evoting@nSDL.co) in mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
10. 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.
11. 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.
12. Select "EVEN" of company for which you wish to cast your vote.
13. Now you are ready for e-Voting as the Voting page opens.
14. 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.
15. Upon confirmation, the message "Vote cast successfully" will be displayed.
16. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
17. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
18. 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 [shrutisomani91@gmail.com](mailto:shrutisomani91@gmail.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 at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in)

**By the Order of Board of Directors**

Sd/-  
Sushilkumar Madanlal Chokhani  
**Director**  
DIN 00471693

Place: Indore  
Date: 03.03.2021

**Annexure to the Notice**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Sl. No. 1: CONSENT TO COMMENCE VOLUNTARY LIQUIDATION PROCESS OF THE COMPANY AND TO APPROVE AND ADOPT THAT DECLARATION CUM AFFIDAVIT MADE BY MAJORITY OF DIRECTORS:**

The Board of Directors proposes to put itself into liquidation and wind up the affairs of the Company. Hence, pursuant to the provisions of section 59 of Insolvency & Bankruptcy Code, 2016 read with Regulations of IBBI (Voluntary Liquidation Process) Regulations, 2017, the consent of the members is required for commencement of Voluntary Liquidation Process of the Company. Accordingly, a declaration cum affidavit needs to be obtained from the majority of the directors stating that the assets of the company are more than its debts. The Board of Directors henceforth recommend passing of the special resolution for commencement of Voluntary Liquidation Process and to approve declaration cum affidavit as set out in the resolution under Item Nos. 1 of the Notice.

None of the directors, key managerial personnel or relatives of such directors and key managerial personnel, is interested in the above-mentioned resolutions.

**Sl. No. 2: TO APPOINT MR. MANOJ SEHGAL, INSOLVENCY PROFESSIONAL (REGD NO. IBBI/IPA-02/IP-N00108/2017-18/10256) AS LIQUIDATOR OF THE COMPANY:**

In order to complete the process of voluntary liquidation of the Company, pursuant to the provisions of section 59 of the Insolvency & Bankruptcy Code, 2016 read with IBBI (Voluntary Liquidation Process) Regulations, 2017, the Board recommends the appointment of Mr Manoj Sehgal, Insolvency Professional (Regd No. IBBI/IPA-02/IP-N00108/2017-18/10256) as Liquidator of the Company on remuneration as may be agreed between the Board and liquidator.

Accordingly, the Board of Directors recommends passing ordinary resolution towards appointment of liquidators as set out in the resolution under Item Nos. 2 of the Notice.

None of the directors, key managerial personnel or relatives of such directors and key managerial personnel, is interested in the above-mentioned resolutions.