

TRANSCORP INTERNATIONAL LTD.

5th Floor, Transcorp Towers,
Moti Doongri Road,
Jaipur-302004 (Rajasthan)
Telephone: 2363888, 23639999
Fax: 91-141-237 2066
CIN:L51909DL1994PLC235697

Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

Date: 27.12.2023

Bombay Stock Exchange

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Kala Ghoda, Fort,
Mumbai, Maharashtra-400001

Sub: Notice of Postal Ballot dated 19.12.2023

Sir/Madam

In compliance with Regulation 30 read with Schedule III Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we write to forward herewith Notice of Postal Ballot dated December 19th 2023 which has been sent to the Members of the Company on December 26th 2023 for seeking their approval by passing of a Resolutions for:

1. To appoint Mr. Harendar Prashar (DIN: 08467993) as Executive Director (Whole time Director) for a period of 3 years w.e.f. 01.11.2023 and to fix his remuneration.
2. To approve the re-appointment and remuneration of Mrs. Manisha Agarwal as Chief Advisor FED & Head CSR of the company

This is for your kind perusal and record. Kindly acknowledge the receipt of above.

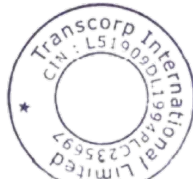
Thanking you

Yours faithfully

For Transcorp International Limited



Jayesh Kumar Pooniya
Company Secretary



Pooniya

TRANSCORP INTERNATIONAL LTD.

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

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

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

Phone: 91-141-4118888

CIN: L51909DL1994PLC235697

Web-site: [www@transcorpint.com](http://www.transcorpint.com) , **e-mail:** info@transcorpint.com

NOTICE OF POSTAL BALLOT AND E-VOTING

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

Dear Shareholder,

Notice is hereby given to the Members of the Company pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("**SEBI LODR, 2015**"), Secretarial Standards on General Meeting ("**SS-2**") and other applicable provisions of the Act, Rules, Circular and Notification issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) that the Resolutions as set out in the Notice is proposed for approval of Member of the Company by means of Postal Ballot by voting through electronic means ("**remote e-voting**").

RESOLUTIONS

Item No. 1 To appoint Mr. Harendar Prashar (DIN: 08467993) as Executive Director (Whole time Director) for a period of 3 years w.e.f. 01.11.2023 and to fix his remuneration

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

"RESOLVED THAT pursuant to the provisions of sections 196, 2023 and 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the company consent of shareholders be and is hereby accorded to appoint Mr. Harendar Prashar (DIN: 08467993) as Executive Director (Whole time Director) for a period of 3 years w.e.f. 01.11.2023 to 31.10.2026 on the terms and conditions as mentioned in the agreement as approved by Board of Directors and on the following terms, conditions and remuneration, allowances, benefits and perquisites hereinafter set out namely as below: -

- i. A Basic Salary of Rs. 250000 (Rupees Two Lacs and Fifty Thousand only) per month with liberty to the Board to grant or withhold increments as deemed fit;
- ii. House Rent Allowance (HRA): 50% of Basic salary;
- iii. Special Allowance: Rs. 102367/- (Rupees One Lakh Two Thousand Three Hundred Sixty Seven only) per month
- iv. LTA: Rs. 20833/- per month
- v. PF on PF wages: 1800/- per month
- vi. Use of the motor car of the company for the company's business
- vii. Gratuity in accordance with the rules of the Company for the time being;
- viii. Leaves as per the policy of the company for the time being and from time to time in force;

- ix. Personal accident cover (Group Policy) will be given as per the policy of the Company;
- x. Group Medi Claim insurance for self, spouse and one child at the cost of the Company as per the policy of the Company;
- xi. Other benefits as mentioned in the agreement as placed before the meeting.
- xii. At the time of joining ESOP for 1,50,000 equity shares of face value of Rs. 2 each of the company shall be granted as per the ESOP policy of the company
- xiii. Other Terms and as given in the agreement.

FURTHER RESOLVED THAT Board of Directors and KMP of the company be and is for doing all necessary acts which may be considered necessary and incidental to above mentioned matter.”

Item No. 2 To approve the re-appointment and remuneration of Mrs. Manisha Agarwal as Chief Advisor & Head CSR of the company

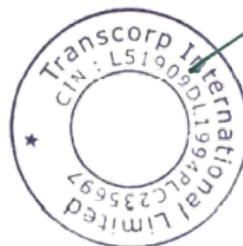
To consider and thought fit to pass with or without modification(s) the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the Members be and is hereby accorded to the Board of Directors of the company to reappoint Mrs. Manisha Agarwal (a relative of Mr. Ashok Agarwal, Director of the company), to hold an office or place of profit as Chief Advisor & Head CSR of the Company on following salary and allowances of Rs. 7,50,000 per month w.e.f. 1st April 2024 for a period of 5 years: -

- a) Basic Salary: Rs. 3,00,000/- per month
- b) House Rent Allowance at the rate of 50% of the basic salary.
- c) Duty Allowance Rs.1,66,370 per month
- d) Attire Allowance: Rs. 12000 per month
- e) Fuel Allowance Rs.15,000 per Month
- f) Helper Allowance Rs. 12,000 Per Month
- g) Driver Allowance Rs. 15,000 Per Month
- h) Mobile & Broadband Reimbursement Rs. 2000 Per Month
- i) Leave Travel Allowance: Rs.25,000 per Month
- j) Meal Allowance Rs. 2200 per month
- k) Contribution towards Provident Fund and Gratuity as per Company's policy
- l) Performance based annual increment @10 % per annum

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

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



A handwritten signature in blue ink, appearing to read "Jayesh", written over the stamp.

**JAYESH KUMAR POONIYA
Compliance Officer & Group
Company Secretary
M. No : A44038**

**Place: Jaipur
Date: 19.12.2023**

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith for consideration and form part of this Postal Ballot Notice.
2. The Company has appointed Mr. Anand Prakash Jain, Chartered Accountant as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
3. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The communication of assent or dissent of Member would only take place through the remote e-voting. Members are requested to carefully read the instruction in the notes for remote e-voting before casting their votes.
4. Members whose name appear in the Registrar of Members/List of Beneficial Owners as on **Friday, 22nd December 2023** being cut-off date, are entitled to vote on the resolution set forth in the Postal Ballot Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut -off date. In case of joint holders, any one of such holder(s) may vote.
5. The Notice is being sent only through electronic mode to those members whose names appear on the Register of Members/Beneficial Owner as received from National Securities Depository Limited (NSDL) as on **Friday, 22nd December 2023** and whose email id are registered with the Company/ depositories. Members who have not registered their e-mail ids, are requested to follow the instruction given hereunder to receive the Postal Ballot Notice and Login ID & password for remote e-voting. A person who is not a member as on the cut- off date shall treat this Notice of Postal Ballot for Information purpose only.
6. Members holding shares in physical mode and who have not updated their e-mail address with the company are requested to write to the company or Registrar and Share Transfer Agent Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No.: 011-42541959 e-mail id: info@alankit.com to update their respective their email addresses by providing the requesting documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with relevant Depository Participants.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.transcorpint.com website of Stock Exchange at www.bseindia.com and on the website of NSDL <https://www.nsd.co.in/> <https://www.evoting.nsd.com/>
8. Relevant documents, if any, referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation this Notice up to the last date of remote e-voting. Members can inspect the same by writing email to the company at grievance@transcorpint.com.
9. The remote e-voting period are given below:

Commencement Day, Date and Time	Thursday, 28th December 2023 {From 9:00 A.M. (IST)}
End Day, Date and Time	Saturday, 27 th January, 2024 {Till 5.00 P.M. (IST)}

During this period, members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. 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.

10. The Scrutinizer shall after the conclusion of the remote e-voting on or before **Monday 29th January, 2024** 5.00 P.M. (IST), 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 scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.
11. The results of the Postal ballot will be announced at on or before 5.00 **p.m.** IST on **Monday 29th January, 2024** at 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur- 302004 The results will also be uploaded on the Company's website at www.transcorpint.com website of NSDL at <https://www.nsdl.co.in/> and also necessary disclosures to the BSE Limited ("BSE") ("collectively referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. Saturday, 27th January, 2024.
12. Members may send their queries related to item included in the Postal Ballot Notice on the email ID info@transcorpint.com in from their registered email address or write to Mr. Jayesh Kumar Pooniya (Group Company Secretary & Compliance Officer), at 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur- 302004 mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

Voting through electronic means

The details of the process, manner and instruction for remote e-voting are as under:

- I. Pursuant to SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/242 dated December 09, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- II. In terms of the said SEBI circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which

	<p>is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username

	<p>& password.</p> <ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

helpdesk.evoting@cdslindia.com or contact at toll free no.
1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anandjain175@hotmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

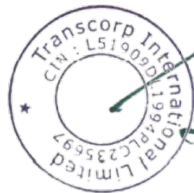
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@transcorpint.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@transcorpint.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Place: Jaipur
Date: 19.12.2023**



**JAYESH KUMAR POONIYA
Compliance Officer & Group
Company Secretary
M.No.: A44038**

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

Item.1 The Board proposed to appoint Mr. Harendar Prashar (DIN: 08467993) as Executive Director (Whole Time Director) of the Company. Accordingly, your directors in their meeting held on 08th November 2023 on the recommendation of Nomination and Remuneration Committee of the Company, subject to the approval of the Company's member through postal ballot appointed Mr. Harendar Prashar (DIN: 08467993) as Executive Director (Whole Time Director) of the Company for period of three years from 1st November 2023 on the terms and subject to conditions set out in the draft agreement referred to

in the resolution at item no.1 of the Notice. The material terms including remuneration, of the said Agreement are as follows:

A) PERIOD: Three years i.e. from 01st November 2023 to 31st October 2026.

B) REMUNERATION AND OTHER TERMS:

(I) Remuneration comprising salary and performance :-

- i. A Basic Salary of Rs. 250000 (Rupees Two Lacs and Fifty Thousand only) per month with liberty to the Board to grant or withhold increments as deemed fit;
 - ii. House Rent Allowance (HRA): 50% of Basic salary;
 - iii. Special Allowance: Rs. 102367/-(Rupees One Lakh Two Thousand Three Hundred Sixty Seven only) per month
 - iv. LTA: Rs. 20833/- per month
 - v. PF on PF wages: 1800/- per month
 - vi. Use of the motor car of the company for the company's business
 - vii. Gratuity in accordance with the rules of the Company for the time being;
 - viii. Leaves as per the policy of the company for the time being and from time to time in force;
 - ix. Personal accident cover (Group Policy) will be given as per the policy of the Company;
 - x. Group Medi Claim insurance for self, spouse and one child at the cost of the Company as per the policy of the Company;
 - xi. Other benefits as mentioned in the agreement as placed before the meeting.
 - xii. At the time of joining ESOP for 1,50,000 equity shares of face value of Rs. 2 each of the company shall be granted as per the ESOP policy of the company
 - xiii. Other Terms and as given in the agreement.

The Board of Directors shall have authority to change, alter or vary the terms and conditions (including remuneration) subject to the condition that the terms and conditions (including remuneration) so changed, altered or varied shall always be within the limits prescribed under the provisions of Companies Act, 2013 for the time being and from time to time in force or as amended in future.

Mr. Prashar is a seasoned professional with post graduation in International Trade and MBA in Marketing & HR having over 28 years of experience in Banking & Financial Services. He has also done Management Development Program from IIM Ahmedabad.

A strategic planner with expertise in setting up new operations, fund mobilization and implementation of effective business strategies to overachieve revenue and profitability norms & targets.

He has successfully handled marketing of a wide range of Banking, Investment, Insurance & Foreign Exchange products. In his illustrious career of over 28 years he has worked with top MNCs and Banks viz. Thomas Cook, ICICI Bank, HDFC Bank, Yes Bank, Centrum Direct Ltd., Paul Merchants Ltd. as a Senior Management Team member. His last assignment was Chief Operating Officer with R R Sen & Bros. Private Limited.

The appointment and payment of remuneration to Mr. Harendar Prashar (DIN: 08467993) as Executive Director (Whole Time Director) of the Company, has been approved by the Nomination and Remuneration Committee of the Board of Directors of the Company at their meeting held on 08th November 2023. The remuneration payable to Mr. Harendar Prashar (DIN: 08467993) is in conformity with Schedule V to the Companies Act, 2013.

Statement / Information under Schedule V to the Companies Act, 2013:-

I. GENERAL INFORMATION:

1. Nature of industry: The Company is engaged in the business of Foreign Exchange including outward remittance and Money Changing and Payment Systems .
2. The date of commencement of commercial services: 24th December, 1994
3. Financial performance based on given indicators as per audited results for the year ended 31 March, 2023

Particulars	Amount (in Lakhs)
Income from Services rendered and other income	288391.20
Profit/Loss after tax as per profit & loss account (inclusive of extra ordinary items)	38.70
Accumulated profit (after appropriation)	1846.08
Net worth	4786.47

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

II INFORMATION ABOUT THE APPOINTEE:

SNO	PARTICULARS	
1.	Background details	
	a) Name & Designation	Mr. Harendar Prashar (DIN: 08467993)
	b) Age	53 years
	c) Qualifications	MBA - Marketing & HR
	d) Expertise	Foreign Exchange, Remittance and Travels
	e) Other Directorships	UPWEALTH CONSULTANTS PRIVATE LIMITED
	f) Chairmanship / Membership of the Committees as on 31.03.2022	A. Chairman: None B. Member: None
2.	Past remuneration for the financial year ended 31.03.2023	N.A.
3.	Recognition of awards	NIL
4.	Job profile and his suitability	Overall control of Company's business operations. He is suitable for the same as he has vast experience of foreign exchange and remittance industry which are the core business activities of the company.
5.	Remuneration proposed	As per proposed resolution
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and the person	After taking into consideration the size of the Company, the profile of the appointee, the responsibilities to be shouldered by him, the remuneration proposed appears to be reasonable and at par with other companies of same size in the industry
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL except the remuneration as Executive Director (Whole Time Director)

III OTHER INFORMATION:

1. Reasons for inadequate profits

The company during the financial year 2019-2020 and during the year 2020-2021 suffered from losses due to the impact of COVID-19. During the period which was impacted by COVID-19 the company under the leadership of Mr. Harendar Prashar could reduce the expenses and as a result the overall losses.

Although the company shown a significant recovery from the impact of COVID-19 during the financial year 2021-2022 & 2022-23 but it could not receiver hence there was inadequate profits during the financial year 2022-2023.

However, considering the responsibilities that will be shouldered, the remuneration payable to Mr. Harendar Prashar (DIN: 08467993) is justified and falls under Schedule V of the Companies Act, 2013

2. Steps taken or proposed to be taken for improvement : The company has taken various steps for cost optimization. Company is aggressively pursuing for increasing its revenue levels from Foreign Exchange as well as Payment System Business and its Financial Inclusion Division.

The company company's profitability is improving from quarter to quarter and expected to improve further in future as well.

3. Expected increase in productivity and profits in measurable terms

The Company has implemented various corrective steps and cost reduction measures so as to improve its operational efficiencies. These include reduction in fixed costs, prompt and better customer service, better product mix etc. the Company has explored new service areas and added new businesses which may yield better results of the Company. With the appointment of Mr. Harendar Prashar, Executive Director (Whole Time Director) (DIN: 08467993) it is expected that the revenue and profit levels of the company will be improved. Although at this point of time the productivity and profits can not be given in measurable terms.

Your Directors are of the view that the appointment of Mr. Harendar Prashar (DIN: 08467993)) as Executive Director (Whole Time Director) is in the interest of the Company and shareholders and accordingly, commend the resolution at item no. 1 of the Notice for the approval of members.

Mr. Harendar Prashar (DIN: 08467993) is concerned or interested in the passing of the resolution at this item.

An abstract of the terms of contract between the Company and Mr. Harendar Prashar (DIN: 08467993) pursuant to section 190 of the Companies Act, 2013 are available for inspection by any member of the Company.

Your directors recommend passing this resolution as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Harendar Prashar and his relatives, are concerned / interested in the passing of this resolution.

Item No 2 Mrs. Manisha Agarwal is currently working as Chief Advisor FID & Head CSR of the Company. Her appointment is valid till 31.03.2024. It was proposed by board of directors in their meeting held on 19.12.2023 to extend her appointment for the next 5 years till 31.03.2029 on remuneration as given in the resolution subject to the approval of Members of the Company by way of Special Resolution. The said Reappointment of Mrs. Manisha Agarwal as the Chief Advisor & Head CSR of the Company has also been approved and reviewed by the Nomination and Remuneration Committee of the Board

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution.

Mrs. Manisha Agarwal is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointing/reappointing a related party for any office or place of profit in the Company, its subsidiary company or associate company requires prior approval by way of special resolution of the Company. The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

(a) Name of the related party: Mrs. Manisha Agarwal;

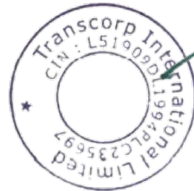
(b) Name of the Director or Key Managerial Personnel who is related: Mr. Ashok Agarwal, (DIN: 01237294) Director of the Company;

(c) Nature of relationship: Mrs. Manisha Agarwal is wife of Mr. Ashok Agarwal, (DIN: 01237294) Director of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Reappointment of Mrs. Manisha Agarwal as Chief Advisor of the Company on the remuneration as stated in the resolution.

The Director Mr. Ashok Agarwal (DIN: 01237294) may be treated as interested in this resolution as Director of the Company and being members of the same family. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their respective shareholding, if any.

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



A handwritten signature in blue ink, appearing to read "Jayesh".

**JAYESH KUMAR POONIYA
Chief Compliance Officer &
Group Company Secretary
M.No.: A44038**

Place: Jaipur
Date: 19.12.2023