**NOTICE FOR EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of Transcorp International Limited will be held on Wednesday, 25th June 2014 at 10:30 A.M. at Transcorp International Limited, 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004 to transact the following business:

1. **Increase in the Borrowing powers of the Company**
   
   To consider and if thought fit, to pass with or without modification(s), as a **Special Resolution**:
   
   "RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

2. **Acceptance of Deposits from Members and Public**
   
   To consider and if thought fit, to pass with or without modification(s), as an **Ordinary Resolution**:
   
   "RESOLVED THAT pursuant to the provisions of Section 73 and section 76 of Companies Act and provisions of Companies (Acceptance of Deposits) Rules, 2014 consent of shareholders of the company be and is hereby accorded to the Board of Directors of the Company including any committee thereof, for inviting and accepting deposits from public including directors and members of the company subject to the maximum aggregating to not more than Rs. 15 Crores outstanding at any one point of time or an amount representing 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) as per the latest audited balance sheet whichever is less, in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014, framed under section 73 and section 76 of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors including a committee thereof be and is hereby authorized to create a charge on its assets, obtain credit rating, taking insurance, appointing trustees and to take all other necessary steps as may be required for the above mentioned purpose."

3. **Authorisation for making donation to bona fide charitable and other funds**:-
   
   To consider and if thought fit, to pass with or without modification(s), as an **Ordinary Resolution**:
   
   "RESOLVED THAT pursuant to the provisions of section 181 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute and/or donate, from time to time, to any bona fide charitable and other funds, amounts not exceeding in aggregate to all such funds taken together up to a sum of Rs. 5 Crores (Rupees Five Crores only) during any Financial Year of the Company”.

4. **Salary increase of Mrs. Manisha Agarwal**
   
   To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:-
   
   "RESOLVED THAT subject to the provisions of Section 188 and other provisions, if applicable, of the Companies Act, 2013, the Annual remuneration payable to Mrs. Manisha Agarwal, Advisor (Money Transfer Business) be and is hereby increased from existing Rs. 30,00,000/- (Rupees Thirty Lacs ) to Rs. 45,00,000/- (Rupees Forty Five Lacs) with an annual increment of Rs. 50000/- (Rupees Fifty Thousand) per month, as described below w.e.f. 1st April 2014 for a period of 5 years:

   a) Basic Salary: Rs. 185000/- per month
   
   b) House Rent Allowance at the rate of 60% of the above basic salary of Rs. 185000/- per month.
   
   c) A.C. Car with driver (Drivers salary not to exceed Rs. 10000/- per month) for the official purpose.
   
   d) Helper Allowance at the rate of Rs. 10000/- per month
   
   e) Reimbursement of Medical Expenses for self and family, subject to a ceiling of Rs. 15,000/- per annum and actual medical fare, stay and other expenses in case of foreign visit for medical treatment.
   
   f) Medical Insurance Coverage and personal accidental insurance coverage: For self and family- Premium not to exceed Rs. 12,000/- per annum.
By Order of the Board

For TRANSCORP INTERNATIONAL LIMITED

DILIP KUMAR MORWAL
Company Secretary

Place: Jaipur
Date: 10\textsuperscript{th} May 2014

NOTES:

1. 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.

   The instrument of Proxy in order to be effective, should be deposited at Transcorp International Ltd., 5\textsuperscript{th} Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004, 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 an appropriate resolution/authority, as 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.

2. 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 2nd Floor, Meghalaya Tower, Church Road, Jaipur-302001.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts is annexed hereto.

4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 5.00 p.m. up to the date of the ensuing Extra Ordinary General Meeting.

5. 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.

6. Electronic copy of the Notice of Extra Ordinary 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/Depositary 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 Notice of Extra Ordinary 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 in the permitted mode.

7. Members may also note that the Notice of Extra Ordinary 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 in 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.

8. Voting through electronic means

   i  In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

      The instructions for e-voting are as under:

   A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depositary Participants(s)/RTA]:

      (i) Open email and open PDF file viz; “Transcorp e-Voting.pdf” with your Client ID as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

      (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

      (iii) Click on Shareholder - Login

      (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

      (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
Item No. 1

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The shareholders of the Company had by an ordinary resolution passed in Annual General Meeting held on 28th July 2011 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 100 crores, for the business of the company. However, keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 2 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 200 crores is intended for this purpose.

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

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 2

Keeping in view of fund requirements, the Company may accept deposits from public including its members and directors as per the provisions of Section 73 and Section 76 and as per the provisions of Companies (Acceptance of Deposits) Rules, 2014.

For the above mentioned purpose a special resolution is to be passed by shareholders for authorizing the Board of Directors of accept the deposits from public including shareholders and directors up to a maximum amount of Rs. 15 Crores or up to an amount representing 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) as per the latest audited balance sheet, whichever is less and also for doing all necessary acts regarding the matter.

The Directors recommends the resolution for members' approval as an Ordinary Resolution.
None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 3
As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of Companies Act, 2013, for the three immediately preceding financial years.

As a part of Corporate Social Responsibility, donations up to Rs. 5 Crores may be given to Indian or foreign institutes or organizations for undertaking Scientific Research, welfare and social activities, and any other object of general public utility.

As required under section 181 of Companies Act 2013 donation of above amount which is higher than the limit prescribed in the Section, requires the sanction/approval of shareholders in general meeting.

The Directors recommends the resolution for members' approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 4
Information required to be given under rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Particulars</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Name of Related Party</td>
<td>Mrs. Manisha Agarwal</td>
</tr>
<tr>
<td>2</td>
<td>Name of Director or Key Managerial personnel who is related, if any</td>
<td>Mr. Ashok Kumar Agarwal, Director&lt;br&gt;Mr. Aloke Choudhary, Director</td>
</tr>
<tr>
<td>3</td>
<td>Nature of relationship</td>
<td>Wife of Mr. Ashok Kumar Agarwal &amp; Sister of Mr. Aloke Choudhary</td>
</tr>
<tr>
<td>4</td>
<td>Nature, material terms, monetary value and particulars of the contract or arrangements</td>
<td>Increase of remuneration on the terms given in the resolution as given in the notice for a period of five year w.e.f. 01.04.2014</td>
</tr>
</tbody>
</table>

Mrs. Manisha Agarwal is working as Advisor (Money Transfer Business) in the Company.

Considering her experience, contribution to the Company's working, the present salary structure within the organization and the industry in general, it is proposed to increase the salary as per resolution given in the notice.

For the above mentioned purpose a special resolution is required as she is a relative of directors.

Board recommends the passing of the special resolution.

None of the Directors (except Mr. Ashok Kumar Agarwal and Mr. Aloke Choudhary being relatives of Mrs. Manisha Agarwal), Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Place: Jaipur
Date: 10th May 2014

By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

DILIP KUMAR MORWAL
Company Secretary
NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013)

Dear Shareholder,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with applicable Rules issued in that behalf, that the company is seeking the consent of Members through Special Resolutions proposed to be passed by Postal Ballot.

Pursuant to provisions of Section 102 of the Companies Act, 2013, the explanatory statement pertaining to aforesaid special business setting out all material facts and the reasons for which resolution is being proposed is annexed herewith. Accordingly, the Resolutions and the explanatory statement with reference thereto are being sent to you along with Postal Ballot Form and self addressed, postage pre-paid envelop for your consideration.

The Company has appointed Mr. Anand Prakash Jain, Chartered Accountant as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You may give your consent or dissent either by e-voting or through physical mode to the scrutinizer by 5:30 P.M., 22nd June 2014.

The Scrutinizer will submit his report to the Company and the result of postal ballot will be announced by the Chairman/Executive Director or any other Director at 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004 on 25th June, 2014 at EOGM and the same will also be posted on the web-site of the company www.transcorpint.com.

1. Authorisation for Loans and Investments by the Company

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

“RESOLVED in supersession of all the resolutions passed hereinafter, that pursuant to the provisions of section 186 of other applicable provisions, if any, of the Companies Act, 2013 or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of Reserve Bank of India (RBI) and such authorities, if required and in accordance with the guidelines and notifications issued by Reserve Bank of India or any other Government Authority(ies) etc. and such other approvals/permissions as may be necessary under any other statute for time being in force, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time by way of subscription, purchase, conversion or otherwise in Equity Shares, Preference Shares, or any other kind of shares, Debentures (Whether convertible or non-convertible) or any other financial instrument of any body corporate or other person/entity, or for giving loans, guarantees or providing securities to any body corporate or other person/entity whether in India or Outside, as may be thought fit and proper, as mentioned herein below:-

<table>
<thead>
<tr>
<th>Company</th>
<th>Investment Not Exceeding</th>
</tr>
</thead>
<tbody>
<tr>
<td>In/to the various companies or other persons/entities incorporated Outside India</td>
<td>Up to 400% of Net Worth of the Company as per the latest Audited Balance Sheet or up to the limits as permissible by Reserve Bank of India, whichever is lower.</td>
</tr>
<tr>
<td>In/to the various companies incorporated in India including Wholly Owned Subsidiaries or other persons/entities</td>
<td>Up to Rs. 100 Crores</td>
</tr>
</tbody>
</table>

FURTHER RESOLVED THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions including delegation of authority and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investment and further to do all such acts, deeds, matters and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection herewith.

2. Creation of Charge on Movable and Immovable properties of the Company, both present and future

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

“RESOLVED pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

DILIP KUMAR MORWAL
Company Secretary
NOTES

1) An explanatory statement setting out the material facts and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto.

2) The Board of Directors has appointed Mr. Anand Prakash Jain, Practicing Chartered Accountant, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

3) The shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 22nd June, 2014. Any Postal Ballot Form received after such date shall be treated as if the reply from the shareholders has not been received.

4) Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

5) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form through post.

6) As a matter of Green initiative, shareholders, who have registered their e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail IDs, will receive Notice of Postal Ballot along with Postal Ballot Form physically.

Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form, can download Postal Ballot Form from the website of the Company www.transcorpint.com or seek duplicate Postal Ballot Form from Company Secretary, Transcorp International Limited, 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur Rajasthan -302004, fill in the details and send the same to the Scrutinizer.

7) The Scrutinizer will submit the report to the Chairman/Executive Director of the Company after completion of scrutiny of the Postal Ballot Forms.

8) The results of the Postal Ballot will be announced by the Chairman/Executive Director of the Company or any other Director on 25th June 2014 at EOGM of the company and will also be informed to the Bombay Stock Exchange and will be posted on the Company’s website www.transcorpint.com.

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013

Item No. 1

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of

   i) Sixty per cent of the aggregate of the paid-up capital and free reserves or,

   ii) Hundred per cent of its free reserves, whichever is more,

if Special Resolution is passed by the shareholders of the Company.

This permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security as under:-

<table>
<thead>
<tr>
<th>Company</th>
<th>Investment Not Exceeding</th>
</tr>
</thead>
<tbody>
<tr>
<td>In/to the various companies or other persons/entities incorporated Outside India</td>
<td>Up to 400% of Net Worth of the Company as per the latest Audited Balance Sheet or upto the limits as permissible by Reserve Bank of India, whichever is lower.</td>
</tr>
<tr>
<td>In/to the various companies incorporated in India including Wholly Owned Subsidiaries or other persons/entities.</td>
<td>Up to Rs. 100 Crores</td>
</tr>
</tbody>
</table>

The above investment will be made under various available modes such as by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (Whether convertible or non-convertible) or any other financial instrument of any body corporate, or by giving loans, guarantees & providing securities or such other approved mode which may be thought fit and proper for the Company.

Till date Transcorp International Limited (TIL) has been focusing on domestic market, which has resulted in strong recognition of its Brands and also helped the Company to built substantial market share in all of its segments.

As part of growth strategies, TIL will not only continue to have a strong focus on the domestic markets, but will also look at growth in international markets through acquisitions joint ventures/investment/formation of companies, outside India. There are lots of opportunity in Financial Remittance and other business in India, Asia and rest of the world, which are currently being examined by the Company. It has decided to perseus potential targets that would result in strong front-end/back-end synergy for the Company and where companies operate in financial services such as Money Changing, Financial Remittance, Travels and other allied services. These would result in strong business opportunities for all divisions of TIL.

One of the key steps to accomplish the above mentioned target with a devoted focus would be setting-up the Wholly Owned Subsidiary(ies)/Subsidiary(ies) outside India.

Therefore Board accordingly request to pass special resolution through postal ballot for the purposes of making investments in terms of section 186 of Companies Act, 2013.

These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary,
to achieve long term strategic and business objectives.

The Board accordingly recommends to pass the **Special resolution through postal ballot.**

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

**Item No. 2**

The Company is required to create security for the various facilities which may be availed by the company from time to time, in favour of the Lenders/Trustees for the Non Convertible Debentures and loans/financial assistance availed by the Company, by way of creation of mortgage and/or charge on the assets of the Company, as stated in the resolution.

In furtherance to the Resolution No. 2 of this notice, the said borrowings/issue of securities may be required to be secured by way of mortgage/charge over all or any part of the movable and/or immovable assets of the Company and as per provisions of Section 180 (1) (a) of the companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the shareholders of the Company.

Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company for a value not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only).

The Directors recommend the resolution for your approval as a **Special Resolution through postal ballot.**

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**Place:** Jaipur  
**Date:** 10th May 2014

By Order of the Board  
For TRANSCORP INTERNATIONAL LIMITED

DILIP KUMAR MORWAL  
Company Secretary
This page has been left blank intentionally
Name of Member (s):

Registered address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of ............... shares of the above named company, hereby appoint

(1) Name ........................................... Address…………………………………………………………………………………….

E-mail Id…………………………………………………………….. Signature: …………………………….., or failing him;

(2) Name ........................................... Address…………………………………………………………………………………….

E-mail Id…………………………………………………………….. Signature: …………………………….., or failing him;

(3) Name ........................................... Address…………………………………………………………………………………….

E-mail Id…………………………………………………………………………………………………………………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting
of the Company, to be held on Wednesday, 25th June 2014 at 10:30 A.M. at 5th Floor Transcorp Towers, Moti Doongri
Road, Jaipur-302004 and at any adjournment thereof in respect of such resolutions as are indicated below:-

<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Resolutions</th>
<th>Optional *</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Special Resolution u/s 180 (1)(c) of Companies Act, 2013</td>
<td>For</td>
</tr>
<tr>
<td>1</td>
<td>Ordinary Resolution u/s 73 &amp; 76 of Companies Act, 2013</td>
<td>For</td>
</tr>
<tr>
<td>2</td>
<td>Ordinary Resolution u/s 181 of Companies Act, 2013</td>
<td>For</td>
</tr>
<tr>
<td>3</td>
<td>Special Resolution u/s 188 of Companies Act, 2013</td>
<td>For</td>
</tr>
<tr>
<td>4</td>
<td></td>
<td>Against</td>
</tr>
</tbody>
</table>

Signed this ......................... day of ............................. 2014

Signature of shareholder ..........................................................

Signature of Proxy holder(s).......................................................