

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

MINUTES OF THE PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON FRIDAY, THE 22ND JULY, 2016 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 3, HAF POCKET, SECTOR 18A, DWARKA, PHASE-II, NEW DELHI-110075

PRESENT:

Mr. Ashok Kumar Agarwal (DIN: 01237294)- Director
Mr. Vineet Agarwal (DIN: 00380300) – Director
Mr. Hemant Kaul (DIN: 00551588) - Director

24 members in person holding 23475830 Equity shares (92.33% of Share Capital)

3 proxies of shareholders holding 1075020 shares (4.23% of Share Capital)

Special Invitee

Mr. Anand Jain, Statutory Auditors and Scrutinizer

IN ATTENDANCE:

Mr. Dilip Morwal, Company Secretary
Mr. Amitava Ghosh, Chief Executive Officer

CHAIRMAN:

Mr. Ashok Kumar Agarwal was elected as Chairman of the meeting

QUORUM

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting in order. Chairman informed that 3 proxies were received.

The Chairman welcomed the members to the meeting and explained the business and performance of the Company during the last financial year.

Chairman's Speech was then read by the Chairman.

Notice

With the permission of the members present, the notice convening the meeting, the Director's Report and the Annual Accounts having been already circulated to the members present were taken as read.

ORDINARY BUSINESS

Auditors' Report

Chairman then requested Mr. Anand Jain, Statutory Auditors to read out the Auditor's Report. Mr. Anand Jain, Statutory Auditors with the permission of members, read out the Auditor's Report.

Resolution No. 1- Annual Report and Accounts

The Chairman moved the resolution for adoption of Annual Accounts along with the report of Directors and Auditors thereon.

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

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

The Chairman enquired whether the members present wished to ask any question or desired any other information with regard to the Annual Accounts and the Director's Report.

Chairman replied to the queries raised by the members.

Chairman then requested the members to propose and second the resolution.

“RESOLVED THAT financial statements, standalone and consolidated, of the company for the year ended 31st March 2016 including audited Balance Sheet as at 31st March 2016, Statement of Profit & Loss for the year ended on that date and the report of the Auditors' and Directors thereon be and are hereby approved.”

Thereafter Mr. Gaurav Sharma proposed and Mr. Vikram Yadav seconded the above resolution for being passed as an **Ordinary Resolution**.

Following is the result of e-voting and polling:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

RESOLUTION NO. 2- To declare dividend on equity shares

Chairman requested the members to propose and second the following resolution.

“RESOLVED THAT the Company do pay dividend @ 8% (Re. 0.80 per share) for the F.Y. 2015-16 to the shareholder, whose names appear on the Registrar of members at the close of working hour of the company on 20th July, 2016.”

Thereafter Mr. M.L. Wadhwa proposed and Mr. Amit Jha seconded the above resolution for being passed as an **Ordinary Resolution**.

Following is the e-voting and poll result for the resolution:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

RESOLUTION NO.3: APPOINTMENT OF MR. ASHOK KUMAR AGARWAL

Since Mr. Ashok Kumar Agarwal was interested in the resolution, Mr. Vineet Agarwal, Director requested the members to propose and second the following resolution:-

“RESOLVED THAT Mr. Ashok Kumar Agarwal (DIN: 01237294) who retires by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company.”

Thereafter Mr. Manish Ambwani proposed and Mr. Ashok Mittal seconded the above resolution for being passed as an **Ordinary Resolution**.

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

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

Following is the e-voting and poll result for the resolution:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

RESOLUTION NO.4: APPOINTMENT OF AUDITORS

Mr. Ashok Agarwal again took the Chair and thereafter requested the members to propose and second the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of M/s Anand Jain & CO., Chartered Accountants (Firm Registration No. 001857C) as auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty second Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them.

Thereafter Mr. Manish Ambwani proposed and Mr. Amit Jha seconded the above resolution for being passed as an **Ordinary Resolution**.

Following is the e-voting and poll result for the resolution:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%

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

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

RESOLUTION NO.5: Appointment of Mr. Purushottam Agarwal as Independent Director of the Company

Chairman then requested the members to propose and second the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Purushottam Agarwal (DIN: 00272598), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 01.12.2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Independent Directors of the Company to hold office for five consecutive years w.e.f. the date of his appointment by Board of Directors.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time".

Thereafter Mr. Ashok Mittal proposed and Mr. M L Wadhwa seconded the above resolution for being passed as an **Ordinary Resolution**.

Following is the e-voting and poll result for the resolution:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
--------	--------------	-------------	----------------	--------------------------	-----------------------

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%^c	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

RESOLUTION NO.6: Appointment of Mr. Hemant Kaul as Director of the Company

Chairman then requested the members to propose and second the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Hemant Kaul (DIN: 00551588), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14.03.2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time".

Thereafter Mr. Gaurav Sharma proposed and Mr. Vishnu Sharma seconded the above resolution for being passed as an **Ordinary Resolution**.

Following is the e-voting and poll result for the resolution:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
--------	--------------	-------------	----------------	--------------------------	-----------------------

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

RESOLUTION NO.7: Appointment of Mrs. Sonu Bhasin as Independent Director of the Company

Chairman then requested the members to propose and second the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mrs. Sonu Bhasin (DIN: 02872234), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14.03.2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received notice in writing from a member proposing her candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Independent Director of the Company, to hold office for five consecutive years w.e.f. the date of her appointment by Board of Directors.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time".

Thereafter Mr. M.L. Wadhwa proposed and Mr. Amit Jha seconded the above resolution for being passed as an **Ordinary Resolution**.

Following is the e-voting and poll result for the resolution:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid	% of Total
--------	--------------	-------------	----------------	--------------------	------------

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

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,
Dwarka, Phase-II, New Delhi-110075
Telephone: 011-30418901-05
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpint.com
E-mail: corp@transcorpint.com

				Votes	votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4397867	4397867	100%	4397867	NIL	100%	NIL
Total		23014672	23014672	100%	23014672	NIL	100%	NIL

Hence the resolution was carried with requisite majority.

Vote of thanks

The Chairman expressed thanks to the members for their co-operation. The meeting concluded with a vote of thanks to the Chair at 10:00 A.M.

**Certified True Copy
For Transcorp International Limited**



**Dilip Morwal
Company Secretary**

**Place: New Delhi
Date: 22nd July 2016**