

General information about company	
Scrip code	532410
Name of the entity	Transcorp International Limited
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

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Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation		No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Note
1	Mr	Ashok Kumar Agarwal	ADDPA3216A	01237294	Non-Executive - Non Independent Director	Not Applicable	Shareholder Director	20-12-1994			3	0	0	
2	Mr	Purushottam Agarwal	AAJPA1682R	00272598	Non-Executive - Independent Director	Not Applicable		01-12-2015		4	1	1	0	
3	Mr	Vineet Agarwal	AAEPA8985E	00380300	Non-Executive - Independent Director	Not Applicable		10-09-2001		20	3	5	0	
4	Mr	Hemant Kaul	AAZPK5608H	00551588	Non-Executive - Non Independent Director	Not Applicable		14-03-2016			3	3	1	
5	Mrs	Sonu Halan Bhasin	AFPPB3402B	02872234	Non-Executive - Independent Director	Not Applicable		14-03-2016		1	3	4	0	
6	Mrs	Manju Srivatsa	AIQPS2441B	02448387	Non-Executive - Independent Director	Not Applicable		06-06-2014		20	1	1	0	
7	Mr	Deepak Agrawal	ABMPA7327D	00454152	Non-Executive - Independent Director	Not Applicable		26-03-2013	05-02-2016	18	0	0	0	

Annexure 1					
II. Composition of Committees					
Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr. Vineet Agarwal	Non-Executive - Independent Director	Member	
2	Audit Committee	Mr. Purushottam Agarwal	Non-Executive - Independent Director	Member	
3	Audit Committee	Mr. Hemant Kaul	Non-Executive - Non Independent Director	Member	
4	Stakeholders Relationship Committee	Mr. Vineet Agarwal	Non-Executive - Independent Director	Member	
5	Stakeholders Relationship Committee	Mrs. Manju Srivatsa	Non-Executive - Independent Director	Member	
6	Stakeholders Relationship Committee	Mrs. Sonu Halan Bhasin	Non-Executive - Non Independent Director	Member	
7	Nomination and remuneration committee	Mr. Vineet Agarwal	Non-Executive - Independent Director	Member	
8	Nomination and remuneration committee	Mrs. Manju Srivatsa	Non-Executive - Independent Director	Member	
9	Nomination and remuneration committee	Mr. Hemant Kaul	Non-Executive - Non Independent Director	Member	
10	Corporate Social Responsibility Committee	Mr. Ashok Agarwal	Non-Executive - Non Independent Director	Member	
11	Corporate Social Responsibility Committee	Mr. Vineet Agarwal	Non-Executive - Independent Director	Member	
12	Corporate Social Responsibility Committee	Mr. Purushottam Agarwal	Non-Executive - Independent Director	Member	

Annexure 1			
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III. Meeting of Board of Directors			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	21-10-2015		
2		02-02-2016	104
3		14-03-2016	41

Annexure 1						
IV. Meeting of Committees						
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	02-02-2016	Yes	out of total 3 members 2 members attended the meeting	21-10-2015	104
2	Nomination and remuneration committee	02-02-2016	Yes	out of total 3 members 2 members attended the meeting	21-10-2015	104
3	Stakeholders Relationship Committee	02-02-2016	Yes	out of total 3 members 2 members attended the meeting	21-10-2015	104

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.transcorpint.com
2	Terms and conditions of appointment of independent directors	Yes		www.transcorpint.com
3	Composition of various committees of board of directors	Yes		www.transcorpint.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.transcorpint.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.transcorpint.com
6	Criteria of making payments to non-executive directors	Yes		www.transcorpint.com
7	Policy on dealing with related party transactions	Yes		www.transcorpint.com
8	Policy for determining 'material' subsidiaries	Yes		www.transcorpint.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.transcorpint.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.transcorpint.com
11	email address for grievance redressal and other relevant details	Yes		www.transcorpint.com
12	Financial results	Yes		www.transcorpint.com
13	Shareholding pattern	Yes		www.transcorpint.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2), (3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	No	After the resignation of Mr. Deepak Agarwal from the Company as well as from the WOS of the Company viz. Transcorp Estates Pvt. Ltd., the criteria of having atleast 1 Independent Director of Holding Company on the Board of WOS is not met upto that extent. In coming quarter this compliance will be taken care of.
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	

28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
III. Affirmations		
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory Details	
Name of signatory	Mr. Dilip Kumar Morwal
Designation of person	Company Secretary
Place	Jaipur
Date	13-04-2016

