

**MINUTES OF THE PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON THURSDAY, THE 27TH JULY 2023 AT 02:30 P.M. (IST) THROUGH NSDL AUDIO/VIDEO CONFERENCING MODE AVOM (CONCLUDED AT 02:55 P.M.)**

**Directors Present:**

1. Mr. Hemant Kaul (DIN: 00551588), Non-Executive Chairman.
2. Mr. Gopal Krishan Sharma (DIN: 00016883), Managing Director
3. Mr. Ashok Kumar Agarwal (DIN: 01237294), Non-Executive Director of the company
4. Mr. Purushottam Agarwal (DIN: 00272598), Independent Director and Representative of Audit Committee
5. Mr. Vedant Kanoi (DIN: 02102558), Non- Executive Director and Representative of Stakeholders Relationship Committee
6. Mrs. Apra Kuchhal (DIN: 08453955), Non-executive & Independent Director

26 members in person attended the meeting through NSDL video conference mode.

**Special Invitee**

1. Mr. Anand Prakash Jain Proprietor of M/s Anand Jain & Co., Chartered Accountants
2. Mr. Mukesh Kumar Mittal, Interim CFO of the Company

**In Attendance:**

Mr. Jayesh Kumar Pooniya, Manager Secretarial

**Chairman:**

Mr. Hemant Kaul, Non-Executive Chairman of the company took the Chair.

**Welcome:**

Mr. Jayesh Pooniya, Manager Secretarial welcomed all the Shareholders to the 28th Annual General Meeting (AGM) of the Company held through video conferencing facility. He stated that due to continuing COVID-19 pandemic and in compliance with relevant circulars of the Ministry of Corporate Affairs and Securities and Exchange Board of India the Company was holding its maiden virtual AGM.

Thereafter Mr. Pooniya requested Mr. Kaul to commence the proceedings of the AGM. Mr. Kaul took the chair and extended a warm welcome to the members of the Company to the 28th Annual General Meeting. Thereafter all the directors attending the meeting were introduced themselves one by one. Thereafter, the Chairperson introduced to the statutory auditor attending the meeting. The Chairperson informed that Mr. Sujan Sinha, Independent Director & Chairman of the Nomination and Remuneration Committee of the

# MINUTE BOOK

Company could not attend the meeting due to pre-occupation

## QUORUM

The requisite Quorum being present in terms of Section 103 of the Companies Act, 2013, the Chairperson declared the meeting to be properly constituted. Mr. Hemant Kaul asked Mr. Pooniya to give confirmation on availability of various registers and documents for the inspection of shareholder and thereafter Mr. Jayesh, informed to the meeting that all the required registers and documents viz., 28th Annual Report, ESOP Certificate issued by Secretarial auditors of the Company and Financials of Subsidiaries, register u/s 189 (4), Register u/s 170 (1) of Companies Act 2013 etc. are available for inspection at the link provided on the NSDL portal and will remain accessible during the Annual General Meeting. Thereafter Chairman informed regarding the option given to shareholders for remote e-voting which was activated from 24<sup>th</sup> July 2023 to 26<sup>th</sup> July 2023. Chairman then informed regarding the facility of e-voting and requested all members who have not tendered their vote through remote e-voting to now vote electronically.

Chairman informed the meeting that since the AGM is being held through Audio Video mode hence facility for appointing proxy was not required to be provided.

Thereafter Mr. Hemant Kaul explained the business and performance of the Company during the financial year 2022-23.

Thereafter Chairman informed that the Chairman's Speech is available for the inspection and reading of the members which was noted and Chairman's Speech was taken as read.

## **Notice, Financial Statements, Board's Report and Auditor's**

Notice of the 28th AGM, Financial Statements, Board's Report and Auditor's Report were taken as read with the consent of the members. They were informed that the Statutory Auditors' Report do not contain any qualification, reservation or adverse remark.

The members were briefed about the four items of ordinary and special business set out in the Notice of AGM, which were as under:

## **ORDINARY BUSINESS**

**Item No. 1: To receive, consider and adopt the Financial Statements, Standalone and Consolidated, of the Company for the year ended 31st March 2023 and the report of the Auditors and Directors thereon.**

**"RESOLVED THAT** the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

CHAIRMAN'S  
INITIALS

**Item No. 2: To appoint a director in place of Mr. Ashok Kumar Agarwal (DIN: 01237294 ), Non-executive Director who retires by rotation and being eligible, offers himself for re-appointment.**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ashok Kumar Agarwal (DIN: 01237294), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Item No. 3: To declare dividend on equity shares**

**"RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ Rs. 0.20 per share on equity shares of Rs. 2 each fully paid-up for the year ended March 31, 2023."

**SPECIAL BUSINESS**

**Item No. 4: To approve remuneration to Non-Executive Director and Independent Directors within the limits specified under the provisions of Companies Act, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or reenactment( s) thereof for the time being in force], as amended from time to time, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for payment of remuneration to the Non-Executive Directors, including Independent Directors, of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) for a period of twelve months from 1st July 2023 to 30th June 2024 as under:-

1. Non-Executive Chairman: Rs. 1,00,000 per quarter w.e.f. 1st July 2023 to 30th June 2024
2. Non-Executive Directors and Independent Directors: Rs. 50,000 per quarter w.e.f. 1st July 2023 to 30th June 2024

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees or any commission payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

**RESOLVED FURTHER THAT** Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

CHAIRMAN  
INITIAL

**Participation of members: -**

Thereafter Chairperson, invited the members to ask any questions arising out of the Board's Report and Financial Statements or with respect to the Resolutions contained in the Notice of AGM. He stated that the shareholders attending the meeting can use Communication Box available on their screen to post live messages or ask questions. The members asked questions and Mr. Gopal Krishan Sharma, Managing Director answered the queries of the members and acknowledged their suggestions.

**Remote E-voting and E-voting at AGM**

The Chairperson informed that pursuant to the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility to its members to enable them to cast their votes on the resolutions contained in the Notice of 28th Annual General Meeting (AGM). The aforesaid facility was arranged by the Company through National Securities Depository Limited (NSDL). The remote e-voting period commenced on Monday 24<sup>th</sup> July 2023 at 9:00 A.M. and ended on Wednesday 26<sup>th</sup> July 2023 at 5:00 P.M. During this period members of the Company holding shares either in physical or in dematerialized form, as on the cutoff date of 14<sup>th</sup> July 2023, were entitled to cast their vote through remote e-voting facility. In accordance with the provisions of the Companies Act, 2013 the Company was providing e-voting facility to the members attending this AGM also.

The Chairperson informed that, Mr. Anand Prakash Jian Chartered Accountant, who was appointed by the Board of Directors as Scrutinizer, shall after the conclusion of e-voting at the AGM, prepare a consolidated Report taking into account votes cast in favor and against the various resolutions through remote e-voting and e-voting at the AGM venue. On receipt of the Scrutinizer's Report, the results will be declared and sent to the stock exchanges as well as uploaded on the Company's website, [www.transcorpint.com](http://www.transcorpint.com) along with a copy of the Scrutinizer's Report. The Chairperson requested the members to cast their votes using e-voting facility by clicking the icon "e-Voting" that was available on the Screen. All the members who had not casted their votes through remote e-voting facility, were requested to cast their votes. The e-Voting facility was kept open for next fifteen minutes.

**Meeting Concluded**

The Chairperson thanked the members for their keen interest and participation in the meeting.

**Result of remote E-voting and E-voting at AGM on the items of Ordinary and Special Business at the Annual General Meeting of the Company held on Thursday 27<sup>th</sup> July 2023 at 02:30 P.M.: -**

The scrutinizer compiled the consolidated Scrutinizers' Report for remote

CHAIRMAN'S  
INITIALS

# MINUTE BOOK

E-voting and e-voting at the AGM and submitted the same to Mr. Hemant Kaul, Chairperson of the meeting. Based on the aforesaid Report, Mr. Kaul announced the results of voting on 28<sup>th</sup> July 2023 at the Registered Office of the Company. He declared that all the resolutions as set out at Item Nos. 1 to 4 of the Notice of 28<sup>th</sup> Annual General Meeting of the Company were passed by the members with overwhelming majority. The result was as under:

**Resolution No. 1-** To receive, consider and adopt the Financial Statements, Standalone and Consolidated, of the Company for the year ended 31st March 2023 and the report of the Auditors and Directors thereon. **(Ordinary Resolution)**

S. No.	Votes Casted	By Remote E-Voting	E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favor	26439351	Nil	26439351	99.23
2	Against	203906	Nil	203906	0.77
	<b>Total</b>	<b>26643257</b>	Nil	<b>26643257</b>	<b>100%</b>

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 favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	Remote E-Voting	23271004	23271004	100%	23271004	Nil	100%	Nil
	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	23271004	23271004	100%	23271004	Nil	100%	Nil
<b>Public (Corporate)</b>	Remote E-Voting	3091442	3091442	100%	3091442	Nil	100%	Nil
	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	3091442	3091442	100%	3091442	Nil	100%	Nil
<b>Public Non-Institutions (Individuals)</b>	Remote E-Voting	280811	280811	<b>100%</b>	76905	203906	27.39%	72.61%
	E-voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil

CHAIRMAN  
INITIA

MINUTE BOOK

& others)	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	280811	280811	<b>100%</b>	76905	203906	27.39%	72.61%
<b>Total</b>		<b>26643257</b>	<b>26643257</b>	<b>100%</b>	<b>26439351</b>	<b>203906</b>	<b>99.23%</b>	<b>0.77%</b>

Based on the foregoing, above ordinary resolution is being declared as duly passed by the requisite majority.

**Resolution No. 2-** To appoint a director in place of Mr. Ashok Kumar Agarwal (DIN: 01237294 ), Non-executive Director who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

S. No.	Votes Casted	By Remote E-Voting	E-Voting	Total No. of valid Votes	% of Total votes cast
1	<b>Favor</b>	26634916	Nil	3363912	99.75%
2	<b>Against</b>	8341	Nil	8341	0.25%
	<b>Total</b>	26643257	Nil	<b>3372253</b>	<b>100%</b>

Resolution Category	required: (Ordinary/ Special)	Ordinary Resolution							
		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 favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Evoting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
<b>Public (Corporate)</b>	Remote E-Voting	3091442	3091442	100%	3091442	Nil	100%	Nil	
	Evoting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	<b>Total</b>	3091442	3091442	100%	3091442	Nil	100%	Nil	
<b>Public Non-Institutions (Individuals &amp; others)</b>	Remote E-Voting	280811	280811	<b>100%</b>	272470	8341	97.03%	2.97%	
	Evoting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	<b>Total</b>	280811	280811	<b>100%</b>	272470	8341	97.03%	2.97%	

CHAIRMAN'S INITIALS



# MINUTE BOOK

<b>Total</b>		<b>3372253</b>	<b>3372253</b>	<b>100%</b>	3363912	<b>8341</b>	<b>99.75%</b>	<b>0.25%</b>
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Voting of promoters and promotor group is not considered for passing these particular resolutions based on the foregoing, above ordinary resolution is being declared as duly passed by the requisite majority.

**Resolution No. 3: To declare dividend on Equity Shares (Ordinary Resolution)**

S. No.	Votes Casted	By Remote E-Voting	E-Voting	Total No. of valid Votes	% of Total votes cast
1	<b>Favor</b>	26634916	Nil	26634916	<b>99.97%</b>
2	<b>Against</b>	8341	Nil	8341	<b>0.03%</b>
	<b>Total</b>	<b>26643257</b>	<b>Nil</b>	<b>26643257</b>	<b>100%</b>

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) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = $\frac{[(4)/(5)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
<b>Promoter and Promoter Group</b>	Remote E-Voting	23271004	23271004	100%	23271004	Nil	100%	Nil
	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	23271004	23271004	100%	23271004	Nil	100%	Nil
<b>Public (Corporate)</b>	Remote E-Voting	3091442	3091442	100%	3091442	Nil	100%	Nil
	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	3091442	3091442	100%	3091442	Nil	100%	Nil
<b>Public Non-Institutions (Individuals &amp; others)</b>	Remote E-Voting	280811	280811	<b>100%</b>	272470	8341	97.03%	2.97%
	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	280811	280811	<b>100%</b>	272470	8341	97.03%	2.97%
<b>Total</b>		<b>26643257</b>	<b>26643257</b>	<b>100%</b>	26634916	8341	<b>99.97%</b>	<b>0.03%</b>

based on the foregoing, above ordinary resolution is being declared as duly passed by the requisite majority.

CHAIRMAN  
INITIAL

# MINUTE BOOK

**Resolution No. 4:** To approve remuneration to Non-Executive Director and Independent Directors within the limits specified under the provisions of Companies Act, 2013 (**Special Resolution**)

S. No.	Votes Casted	By Remote E-Voting	E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favor	26439351	Nil	3168347	93.95%
2	Against	203906	Nil	203906	6.05%
	<b>Total</b>	26643257	Nil	3372253	100%

Resolution Category	Resolution required:		Ordinary Resolution					
	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 favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Evoting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public (Corporate)	Remote E-Voting	3091442	3091442	100%	3091442	Nil	100%	Nil
	Evoting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	3091442	3091442	100%	3091442	Nil	100%	Nil
Public Non-Institutions (Individuals & others)	Remote E-Voting	280811	280811	100%	76905	203906	27.39%	72.61%
	Evoting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	280811	280811	100%	76905	203906	27.39%	72.61%
<b>Total</b>		<b>3372253</b>	<b>3372253</b>	<b>100%</b>	<b>3168347</b>	<b>203906</b>	<b>93.95%</b>	<b>6.05%</b>

Voting of promoters and promotor group is not considered for passing these particular resolutions as Based on the foregoing, above ordinary resolution is being declared as duly passed by the requisite majority.

**Date: 31/07/2023**

**Place: New Delhi**

**CHAIRMAN**



CHAIRMAN'S INITIALS