

Date: 25.04.2016

Bombay Stock Exchange

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

Reg: Intimation of the Outcome of the Postal Ballot process under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and submission of Scrutinizer Report

Ref: Transcorp International Limited (CIN: L51909DL1994PLC235697)
(Scrip No.532410)

Dear Sir/ Madam,

With reference to above and in continuation to our letter dated 14.03.2016, please find enclosed format as prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the declaration of result of Postal Ballot and E-Voting conducted for passing of resolutions contained in Postal Ballot Notice dated 14th March 2016.

We are also enclosing Scrutinizer Report for your kind perusal. Please note that the said resolutions were passed with requisite majority which is a deemed material event as per Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the Company hereby discloses the material event in compliance with SEBI (LODR) Regulations, 2015

This is for your information and record please. Kindly acknowledge receipt of the same.

Thanking You

Yours faithfully

For Transcorp International Limited,



Dilip Kumar Morwal
Company Secretary
ACS 17572

Encl.-As above

ANAND JAIN & CO.

CHARTERED ACCOUNTANTS

Anand Prakash Jain

B.Com., LL.B., F.C.A., A.C.S.

Phone: 9314680888 (Mobile), 4068632 (O), 2392271 (R)

Email: anandjain175@hotmail.com

SCRUTINIZER'S REPORT

Date: 25.04.2016

To
Transcorp International Limited
5th Floor, Transcorp Towers
Moti Doongri Road,
Jaipur-302004

Reg:- Results of Postal Ballot Process and e-voting for the same

Dear Sir,

I, Anand Prakash Jain, Practicing Chartered Accountant, was appointed as Scrutinizer by your company for the purpose of Postal Ballot Process manually as well as through e-voting at the option of shareholders, in respect of ordinary and special resolutions under section 61, section 64, section 13 & section 14 and other applicable sections and provisions of the Companies Act, 2013 proposed in Notice of Postal Ballot dated 14th March 2016 for approval of shareholders.

I submit my report as under:

- The company has completed on 23rd March 2016 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 18th March 2016.
- Voting period for voting through physical postal ballot commenced with the dispatch of notice from 24.03.2016 at 9:00 A.M. and ended on 22.04.2016 at 5:00 P.M. The e-voting commenced from 20.04.2016 at 9:00 A.M. and ended on 22.04.2016 at 5:00 P.M.
- Particulars of all postal ballot forms received from the members have been entered in a register separately maintained for this purpose.
- I have downloaded the data of e-voting after the E-voting module was disabled by the NSDL on 22.04.2016 at 5:00 P.M.
- The postal ballot forms were kept under my safe custody in sealed and tamper proof boxes before commencing the scrutiny of such postal ballot forms.
- The ballot boxes were opened on 22.04.2016 at 6:00 P.M. in presence of two (2) witnesses not in the employment of the company.
- The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of the beneficiaries as on 18th March 2016.

Office: 556, 5th Floor, Sunny Mart, New Aatish Market, Mansarovar, Jaipur-302020



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Email: anandjain175@hotmail.com

- h. The e-voting data was scrutinized by me for the verification of votes cast in favour and against the resolution.
- i. All postal ballots forms received till 22.04.2016 till 5:00 P.M. the last date and time fixed by the company for the receipts of the forms, were considered for my scrutiny. Any Postal Ballot Form received after such date has been treated as if the reply from the shareholders has not been received.
- j. Envelopes containing postal ballot forms received after 5:00 P.M. on 22.04.2016 were not considered for my scrutiny.
- k. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to Nil
- l. I did not find any defaced or mutilated ballot paper

The result of the above postal ballot voting including voting by electronic means in respect of the resolutions contained in the Notice dated 14th March 2016 through postal ballot are given hereunder:-

Resolution No. 1- Ordinary Resolution- Sub-division of 1 (one) Equity Share of face value of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each

| S. No. | Votes Casted | By Postal Ballot | By E-Voting | Total No. of valid Votes | % of Total votes cast |
|--------|--------------|------------------|-------------|--------------------------|-----------------------|
| 1 | Favour | 28 | 3725728 | 3725756 | 99.99% |
| 2 | Against | 30 | NIL | 30 | 0.01% |
| | Total | 58 | 3725728 | 3725786 | 100% |

| Category | No. of Shares held | Mode of Voting | No. of votes Polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes in against | % of votes polled in favour | % of votes polled in against |
|---------------------------------|--------------------|----------------|---------------------|---|------------------------|-------------------------|-----------------------------|------------------------------|
| (A) Promoter and Promoter Group | 3723361 | E-Voting | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| | NIL | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-Total A | 3723361 | | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| (B) Public Institutions | NIL | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL |
| | NIL | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-Total B | NIL | | NIL | NIL | NIL | NIL | NIL | NIL |

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Email: anandjain175@hotmail.com

| | | | | | | | | |
|-----------------------------|---------|---------------|---------|--------|---------|-----|--------|-------|
| (C) Public Non-Institutions | 2367 | E-Voting | 2367 | 0.05% | 2367 | NIL | 0.05% | NIL |
| | 58 | Postal Ballot | 58 | 0.00% | 28 | 30 | 0.00% | 0.00% |
| Sub-Total C | 2425 | | 2425 | 0.05% | 2395 | 30 | 0.05% | 0.00% |
| TOTAL (A+B+C) | 3725786 | | 3725786 | 73.27% | 3725756 | 30 | 73.27% | 0.00% |

Based on the foregoing, above ordinary resolution as circulated to the members vide Postal Ballot/e-voting Notice dated 14th March 2016, is being declared as duly passed by the requisite majority.

Resolution No. 2- Special Resolution- Alteration of Capital Clause of Memorandum of Association

| S. No. | Votes Casted | By Postal Ballot | By E-Voting | Total No. of valid Votes | % of Total votes cast |
|--------|--------------|------------------|-------------|--------------------------|-----------------------|
| 1 | Favour | 28 | 3725728 | 3725756 | 99.99% |
| 2 | Against | 30 | NIL | 30 | 0.01% |
| | Total | 58 | 3725728 | 3725786 | 100% |

| Category | No. of Shares held | Mode of Voting | No. of votes Polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes in against | % of votes polled in favour | % of votes polled in against |
|---------------------------------|--------------------|----------------|---------------------|---|------------------------|-------------------------|-----------------------------|------------------------------|
| (A) Promoter and Promoter Group | 3723361 | E-Voting | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| | NIL | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-Total A | 3723361 | | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| (B) Public Institutions | NIL | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL |
| | NIL | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-Total B | NIL | | NIL | NIL | NIL | NIL | NIL | NIL |
| (C) Public Non-Institutions | 2367 | E-Voting | 2367 | 0.05% | 2367 | NIL | 0.05% | NIL |
| | 58 | Postal Ballot | 58 | 0.00% | 28 | 30 | 0.00% | 0.00% |
| Sub-Total C | 2425 | | 2425 | 0.05% | 2395 | 30 | 0.05% | 0.00% |
| TOTAL (A+B+C) | 3725786 | | 3725786 | 73.27% | 3725756 | 30 | 73.27% | 0.00% |

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Phone: 9314680888 (Mobile), 4068632 (O), 2392271 (R)

Email: anandjain175@hotmail.com

Based on the foregoing, above special resolution as circulated to the members vide Postal Ballot/e-voting Notice dated 14th March 2016, is being declared as duly passed by the requisite majority.

Resolution No. 3: Special Resolution- Alteration of Articles of Association

| S. No. | Votes Casted | By Postal Ballot | By E-Voting | Total No. of valid Votes | % of Total votes cast |
|--------|--------------|------------------|-------------|--------------------------|-----------------------|
| 1 | Favour | 28 | 3725728 | 3725756 | 99.99% |
| 2 | Against | 30 | NIL | 30 | 0.01% |
| | Total | 58 | 3725728 | 3725786 | 100% |

| Category | No. of Shares held | Mode of Voting | No. of votes Polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes in against | % of votes polled in favour | % of votes polled in against |
|---------------------------------|--------------------|----------------|---------------------|---|------------------------|-------------------------|-----------------------------|------------------------------|
| (A) Promoter and Promoter Group | 3723361 | E-Voting | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| | NIL | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-Total A | 3723361 | | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| (B) Public Institutions | NIL | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL |
| | NIL | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-Total B | NIL | | NIL | NIL | NIL | NIL | NIL | NIL |
| (C) Public Non-Institutions | 2367 | E-Voting | 2367 | 0.05% | 2367 | NIL | 0.05% | NIL |
| | 58 | Postal Ballot | 58 | 0.00% | 28 | 30 | 0.00% | 0.00% |
| Sub-Total C | 2425 | | 2425 | 0.05% | 2395 | 30 | 0.05% | 0.00% |
| TOTAL (A+B+C) | 3725786 | | 3725786 | 73.27% | 3725756 | 30 | 73.27% | 0.00% |

Based on the foregoing, above special resolution as circulated to the members vide Postal Ballot/e-voting Notice dated 14th March 2016, is being declared as duly passed by the requisite majority.

Office: 556, 5th Floor, Sunny Mart, New Aatish Market, Mansarovar, Jaipur-302020



ANAND JAIN & CO.

CHARTERED ACCOUNTANTS

Anand Prakash Jain

B.Com., LL.B., F.C.A., A.C.S.

Phone: 9314680888 (Mobile), 4068632 (O), 2392271 (R)

Email: anandjain175@hotmail.com

I have handed over the postal ballot forms and other related papers / Registers and records for safe custody to Mr. Dilip Kumar Morwal, Company Secretary of the Company who is authorized by the Board to supervise the postal ballot process and E-voting process.

For ANAND JAIN & CO.
CHARTERED ACCOUNTANTS
FRN: 001857C



(ANAND PRAKASH JAIN)
Proprietor
M.No. 71045
Place: Jaipur
Date: 25.04.2016

Format of Voting Results under Regulation 44(3) of SEBI (LODR) Regulations, 2015

| | |
|---|--|
| Date of the AGM/EGM/Postal Ballot | Postal Ballot Notice dated 14 th March 2016 |
| Total number of shareholders on record date | 2161 |
| No. of shareholders present in the meeting either in person or through proxy: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |

(1) Sub-division of 1 (one) Equity Share of face value of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each

| Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? | | | 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 | 3723361 | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 3723361 | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| Public Institutions | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public Non-Institutions | E-Voting | 2367 | 2367 | 0.05% | 2367 | NIL | 0.05% | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 58 | 58 | 0.00% | 28 | 30 | 0.00% | 0.00% |
| | Total | 2425 | 2425 | 0.05% | 2395 | 30 | 0.05% | 0.00% |
| Total | | 3725786 | 3725786 | 73.27% | 3725756 | 30 | 73.27% | 0.00% |

(2) Alteration of Capital Clause of Memorandum of Association

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/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 | 3723361 | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 3723361 | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| Public Institutions | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public Non-Institutions | E-Voting | 2367 | 2367 | 0.05% | 2367 | NIL | 0.05% | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 58 | 58 | 0.00% | 28 | 30 | 0.00% | 0.00% |
| | Total | 2425 | 2425 | 0.05% | 2395 | 30 | 0.05% | 0.00% |
| Total | | 3725786 | 3725786 | 73.27% | 3725756 | 30 | 73.27% | 0.00% |

Certified True Copy for
Transcorp International Limited

Dilip Morwal
Company Secretary

3) Alteration of Articles of Association

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/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 | 3723361 | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 3723361 | 3723361 | 73.22% | 3723361 | NIL | 73.22% | NIL |
| Public Institutions | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public Non-Institutions | E-Voting | 2367 | 2367 | 0.05% | 2367 | NIL | 0.05% | NIL |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 58 | 58 | 0.00% | 28 | 30 | 0.00% | 0.00% |
| | Total | 2425 | 2425 | 0.05% | 2395 | 30 | 0.05% | 0.00% |
| Total | | 3725786 | 3725786 | 73.27% | 3725756 | 30 | 73.27% | 0.00% |

For Transcorp International Limited
Transcorp International Limited


Dilip Kumar Morwal
Company Secretary

ACS 17572

Date: 25.04.2016

Place: Jaipur