

Anand Prakash Jain  
CHARTERED ACCOUNTANT  
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UDIN 19071045 AAAAX9210  
**SCRUTINIZER'S REPORT**

**Date:** 27.07.2019

To  
The Chairman  
Transcorp International Limited  
Plot No. 3, HAF Pocket, Sec. 18A,  
Dwarka, New Delhi-110075

**Reg:-** Results of e-voting in respect of resolutions passed by shareholders in 24<sup>th</sup> Annual General meeting held on 27<sup>th</sup> July 2019 at its registered office at Plot No. 3, HAF Pocket, Sector 18A, Phase-II, Dwarka, Near Veer Awas/Kargil Apartment, New Delhi – 110075 at 10:30 A.M.

Dear Sir,

I, Anand Prakash Jain, Practicing Chartered Accountant (having membership no 071045), was appointed as Scrutinizer by your company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (LODR) Regulations 2015, for the purpose of scrutinizing results of e-voting and voting by poll, in respect of various resolutions put for consideration of shareholders in 24<sup>th</sup> Annual General meeting held on 27<sup>th</sup> July 2019, notice of which was issued by the company on 17<sup>th</sup> May 2019.

I submit my report as under:-

**A. Relating to E-Voting:-**

As per Notice, the e-voting period commenced on 24<sup>th</sup> July, 2019 at 9:00 a.m. and ended on 26<sup>th</sup> July, 2019 at 5:00 p.m. on the NSDL e-voting platform.

**B. Relating to Voting by Poll :-**

1. After proposing and seconding the resolutions by shareholders, the same were put to poll by physical voting process in respect of eligible shareholders present in the meeting who had not casted their vote by the process of evoting.
2. After the time fixed for closing of the Poll by the Chairman, the ballot boxes were opened and polls papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. There were no polling papers which were incomplete or found defective.

**C. Result of E-Voting and Poll is as under:-**

1. The voting rights were reckoned as on Saturday, 20<sup>th</sup> July 2019, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. The data of e-voting after the E-voting module was disabled by the NSDL was downloaded/unblocked by me on 27<sup>th</sup> July 2019 at 10:31 A.M. in presence of two (2) witnesses not in the employment of the company.

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3. After the conclusion of voting at the general meeting, the votes cast through poll were counted on 27<sup>th</sup> July 2019 in presence of two (2) witnesses not in the employment of the company

The description of resolutions and results of e-voting thereon during the e-voting period at NSDL e-voting platform and voting by poll are given hereunder:-

**Resolution No. 1-** To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31st March 2019 including audited Balance Sheet as at 31st March 2019, Statement of Profit & Loss and Cash flow statement for the year ended on that date and the report of the Auditors and Directors thereon. **(Ordinary Resolution)**

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	26853320	2217	26855537	100%
2	Against	01	NIL	01	100%
	Total	26853321	2217	26855538	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	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	3582317	3582317	100%	3582316	01	100%	0.00%
	Poll by Ballot Paper	2217	2217	100%	2217	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3584534	3584534	100%	3584533	01	100%	0.00%
Total		26855538	26855538	100%	26855537	01	100%	0.00%

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



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**Resolution No. 2- Appointment of Mr. Ashok Kumar Agarwal (Ordinary Resolution)**

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	26853320	2217	26855537	100%
2	Against	01	NIL	01	100%
	Total	26853321	2217	26855538	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	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	3582317	3582317	100%	3582316	01	100%	0.00%
	Poll by Ballot Paper	2217	2217	100%	2217	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3584534	3584534	100%	3584533	01	100%	0.00%
Total		26855538	26855538	100%	26855537	01	100%	0.00%

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



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**Resolution No. 3:** Appointment of Mr. Sujan Sinha (Din: 020233322), As An Independent Director Of The Company (**Ordinary Resolution**)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	26853320	2217	26855537	100%
2	Against	01	NIL	01	100%
	Total	26853321	2217	26855538	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	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	3582317	3582317	100%	3582316	01	100%	0.00%
	Poll by Ballot Paper	2217	2217	100%	2217	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3584534	3584534	100%	3584533	01	100%	0.00%
Total		26855538	26855538	100%	26855537	01	100%	0.00%

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



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**Resolution No. 4:** Appointment Of Mrs. Apra Kuchhal (Din: 08453955), As An Independent Director Of The Company. (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	26853320	2217	26855537	100%
2	Against	01	NIL	01	100%
	Total	26853321	2217	26855538	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll by Ballot Paper	-	-	-	-	-	-	-
	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	3582317	3582317	100%	3582316	01	100%	0.00%
	Poll by Ballot Paper	2217	2217	100%	2217	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3584534	3584534	100%	3584533	01	100%	0.00%
Total		26855538	26855538	100%	26855537	01	100%	0.00%

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

I have handed over the ballot papers 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 E-voting process.

UDIN 19071045 AAAAX9210



**ANAND PRAKASH JAIN**  
 Chartered Accountant  
 Membership no. 071045

Place: New Delhi  
 Date: 27.07.2019

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