

**MINUTES OF THE PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF
TRANSCORP INTERNATIONAL LIMITED HELD ON FRIDAY, THE 24TH JUNE 2022 AT
11:00 A.M THROUGH VIDEO CONFERENCING MODE (CONCLUDED AT 11:26 A.M.)**

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 and Member 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. Mr. Sujan Sinha (DIN: 02033322), Non-executive & Independent Director and Representative of Nomination and Remuneration Committee
7. Mrs. Apra Kuchhal (DIN: 08453955), Non executive & Independent Director

40 members in person holding 25417720 Equity shares (79.97% of total Paid-up Share Capital)

SPECIAL INVITEE

Mr. Bhupendra Mantri, Partner of M/s Kalani & Co., Chartered Accountants
Mr. Sanjay Kumar Jain, Practicing Company Secretary – Secretarial Auditors of the Company

IN ATTENDANCE:

Mr. Dilip Morwal, Group Company Secretary

CHAIRMAN:

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

QUORUM

After ascertaining that the requisite quorum for the meeting was present through Video Conferencing the Chairman called the meeting in order.

The Chairman welcomed the members to the meeting and the Company Secretary introduced Mr. Gopal Krishan Sharma, Managing Director, Mr. Purushottam Agarwal, Mr. Sujan Sinha, Mrs. Apra Kuchhal, Independent Directors and Mr. Ashok Kumar Agarwal, Mr. Vedant Kanoi, Non-Executive Directors of the company, Mr. Bhupendra Mantri, representative of Statutory Auditors of the company and Mr. Sanjay Kumar Jain, Secretarial Auditors of the Company

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.

Mr. Hemant Kaul asked Company Secretary to give confirmation on availability of various registers and documents for the inspection of shareholder and thereafter Mr. Dilip Morwal, Group Company Secretary informed to the meeting that all the required registers and documents viz., 27th Annual Report, ESOP Certificate issued by Statutory 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 21st June 2022 to 23rd June 2022. 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

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electronically.

Thereafter Mr. Hemant Kaul explained the business and performance of the Company during the financial year 2021-2022.

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

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 were taken as read.

ORDINARY BUSINESS

Auditors' Report (Standalone and Consolidated)

Chairman then requested Mr. Bhupendra Mantri to read out the Auditor's Report. Mr. Bhupendra Mantri, Statutory Auditor with the permission of members, informed that since the auditor's report are available for the inspection of members hence the same can please be taken as read (for standalone and consolidated financial statements).

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.

The Chairman informed the members attending the meeting that if they want to ask any question or desired any other information with regard to the Annual Accounts and the Director's Report, they can put the same in the chat box.

Thereafter Chairman read the following resolution to be passed as an Ordinary Resolution:-

"RESOLVED THAT financial statements, standalone and consolidated, of the company for the year ended 31st March 2022 including audited Balance Sheet as at 31st March 2022, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the report of the Auditors' and Directors thereon be and are hereby approved."

e-voting results for resolution:-

As per scrutinizer's report on e-voting (remote e-voting and e-voting during the meeting) following are the results of voting:-

Resolution No. 1- To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31st March 2022 including audited Balance Sheet as at 31st March 2022, 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 Remote E-Voting | E-Voting | Total No. of valid Votes | % of Total votes cast |
|--------|--------------|--------------------|----------|--------------------------|-----------------------|
| 1 | Favour | 25348431 | 339 | 25348770 | 100% |
| 2 | Against | 88 | NIL | 88 | 0.00 |
| | Total | 25348519 | 339 | 25348858 | 100% |

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| 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 | Remote E-Voting | 23271004 | 23271004 | 100% | 23271004 | NIL | 100% | NIL |
| | Evoting | - | - | - | - | - | - | - |
| | 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 (Corporate) | Remote E-Voting | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL |
| | Evoting | - | - | - | - | - | - | - |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL |
| Public Non-Institutions (Individuals & others) | Remote E-Voting | 131596 | 131596 | 100% | 131508 | 88 | 99.93% | 0.07% |
| | Evoting | 339 | 339 | 100% | 339 | NILL | 100% | NIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 131935 | 131935 | 100% | 131847 | 88 | 99.93% | 0.07% |
| Total | | 25348858 | 25348858 | 100% | 25348770 | 88 | 100% | 0.00% |

As per the report of Scrutinizer, the resolution was passed with requisite majority.

RESOLUTION NO. 2: Shareholders approved the Re-appointment of Mr. Vedant Kanoi (DIN: 02102558) as Non- Executive Director of the Company

Thereafter Chairman read the following resolution to be passed as an Ordinary resolution:-

“RESOLVED THAT Mr. Vedant Kanoi (DIN: 02102558), who retires by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company.”

e-voting results for resolution:-

As per scrutinizer's report on e-voting (remote e-voting and e-voting during the meeting)

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following are the results of voting:-

Resolution No. 2: To appoint a director in place of Mr. Vedant Kanoi Agarwal (DIN: 02102558), who retire 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 | Favour | 25348406 | 339 | 25348745 | 100% |
| 2 | Against | 113 | - | 113 | 0.00% |
| | Total | 25348519 | 339 | 25348858 | 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 | Remote E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | E-Voting | - | - | - | - | - | - | - |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | NIL | NIL | 100% | NIL | NIL | 100% | NIL |
| Public (Corporate) | Remote E-Voting | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL |
| | E-Voting | - | - | - | - | - | - | - |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL |
| Public Non-Institutions (Individuals & others) | Remote E-Voting | 131596 | 131596 | 100% | 131483 | 113 | 99.91% | 0.09% |
| | E-Voting | 339 | 339 | 100% | 339 | NIL | 100% | NIL |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA |
| | Total | 131935 | 131935 | 100% | 131822 | 113 | 99.91% | 0.09% |
| Total | | 2077854 | 2077854 | 100% | 2077741 | 113 | 100% | 0.00% |

Voting of promoters and promoter group is not considered for passing this particular resolutions as 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 @ Re. 0.10 (5%) on equity shares of Rs. 2 each fully paid-up for the year ended March 31, 2022

Thereafter Chairman read the following resolution to be passed as an Ordinary Resolution :-

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“**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 @ Re. 0.10 (5%) on equity shares of Rs. 2 each fully paid-up for the year ended March 31, 2022.”

e-voting results for resolution:-

As per scrutinizer's report on e-voting (remote e-voting and e-voting during the meeting) following are the results of voting:-

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

As per the report of Scrutinizer, the resolution was passed with requisite majority.

| S. No. | Votes Casted | By Remote E-Voting | E-Voting | Total No. of valid Votes | % of Total votes cast |
|--------|--------------|--------------------|------------|--------------------------|-----------------------|
| 1 | Favour | 25347742 | 339 | 25348081 | 100% |
| 2 | Against | 777 | - | 777 | 0.00% |
| | Total | 25348519 | 339 | 25348858 | 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 | of |
| Promoter and Promoter Group | Remote E-Voting | 23271004 | 23271004 | 100% | 23271004 | NIL | 100% | NIL | |
| | Evoting | - | - | - | - | - | - | - | |
| | 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 (Corporate) | Remote E-Voting | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL | |
| | Evoting | - | - | - | - | - | - | - | |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL | |
| Public Non-Institutions (Individuals & others) | Remote E-Voting | 131596 | 131596 | 100% | 130819 | 777 | 99.41% | 0.59% | |
| | Evoting | 339 | 339 | 100% | 339 | - | 100% | Nil | |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA | |
| | Total | 131935 | 131935 | 100% | 131158 | 777 | 99.41% | 0.59% | |
| Total | | 25348858 | 25348858 | 100% | 25348081 | 777 | 100% | 0.00% | |

RESOLUTION NO. 4: TO APPOINT AUDITORS AND FIX THEIR REMUNERATION AND IN THIS CONNECTION TO CONSIDER

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Thereafter Chairman read the following resolution to be passed as an Ordinary Resolution :-

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Anand Jain & Co., Chartered Accountants, having Firm Registration No. 01857C be and are hereby appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 27th Annual General Meeting till 3 the conclusion of the 32nd Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company in place of M/s Kalani & Co., Chartered Accountants who have completed 5 years tenure.”

e-voting results for resolution:-

As per scrutinizer’s report on e-voting (remote e-voting and e-voting during the meeting) following are the results of voting:-

Resolution No. 4: To appoint Auditors and fix their remuneration and in this connection to consider (Ordinary Resolution)

| S. No. | Votes Casted | By Remote E-Voting | E-Voting | Total No. of valid Votes | % of Total votes cast |
|--------|--------------|--------------------|------------|--------------------------|-----------------------|
| 1 | Favour | 25348431 | 339 | 25348770 | 100% |
| 2 | Against | 88 | NIL | 88 | 0.00% |
| | Total | 25348519 | 339 | 25348858 | 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 | Remote E-Voting | 23271004 | 23271004 | 100% | 23271004 | NIL | 100% | NIL |
| | E-Voting | - | - | - | - | - | - | - |
| | 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 (Corporate) | Remote E-Voting | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL |
| | E-Voting | - | - | - | - | - | - | - |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL |
| Public Non-Institutions (Individuals & others) | Remote E-Voting | 131596 | 131596 | 100% | 131508 | 88 | 99.93% | 0.07% |
| | E-Voting | 339 | 339 | 100% | 339 | NIL | 100% | NIL |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA |
| | Total | 131935 | 131935 | 100% | 131847 | 88 | 99.93 | 0.07% |

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| | | | | | | | | |
|--------------|--|-----------------|-----------------|-------------|-----------------|-----------|-------------|--------------|
| | | | | | | | % | |
| Total | | 25348858 | 25348858 | 100% | 25348770 | 88 | 100% | 0.00% |

As per the report of Scrutinizer, the resolution was passed with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 5: TO APPROVE PAYMENT OF REMUNERATION TO NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTORS WITHIN THE LIMITS SPECIFIED UNDER THE PROVISIONS OF COMPANIES ACT, 2013

Since Mr. Hemant Kaul, Non-Executive Chairman was interested in this resolution hence Mr. Gopal Krishan Sharma, Managing Director took the chair for the below mentioned resolution.

Chairman read the following resolution to be passed as Special Resolution

RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 fifteen months from 1st April 2022 to 30th June 2023 as under:-

1. Non-Executive Chairman: Rs. 100000 per quarter w.e.f. 1st July 2022 to 30th June 2023
2. Non-Executive Directors and Independent Directors: Rs. 50000 per quarter w.e.f. 1st July 2022 to 30th June 2023

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all necessary acts on behalf of the company regarding the above mentioned matter.

"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."

As per scrutinizer's report on e-voting following are the results of voting:-

Resolution No. 5: To approve payment of 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 | Favour | 25348406 | 339 | 25348745 | 100% |
| 2 | Against | 113 | - | 113 | 0.00% |
| | Total | 25348519 | 339 | 25348858 | 100% |

| Resolution (Ordinary/ Special) Category | | 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)] | No. of Votes - in favour (4) | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes | |
| | | | | | | | | |

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| | | | | | * 100 | | nst (5) | (6)=[(4)/(2)]*100 | polled (7)=[(5)/(2)]*100 |
|---|-----------------|----------------|----------------|-------------|----------------|------------|---------------|-------------------|-----------------------------|
| Promoter and Promoter Group | Remote E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Evoting | - | - | - | - | - | - | - | - |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | NIL | NIL | 100% | NIL | NIL | 100% | NIL | NIL |
| Public (Corporate) | Remote E-Voting | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL | NIL |
| | Evoting | - | - | - | - | - | - | - | - |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 1945919 | 1945919 | 100% | 1945919 | NIL | 100% | NIL | NIL |
| Public Non-Institutions (Individuals & others) | Remote E-Voting | 131596 | 131596 | 100% | 131483 | 113 | 99.91% | 0.09% | |
| | Evoting | 339 | 339 | 100% | 339 | NIL | 100% | NIL | |
| | Postal Ballot | NA | NA | NA | NA | NA | NA | NA | NA |
| | Total | 131935 | 131935 | 100% | 131822 | 113 | 99.91% | 0.09% | |
| Total | | 2077854 | 2077854 | 100% | 2077741 | 113 | 100% | 0.00% | |

Voting of promoters and promotor group is not considered for passing this particular resolutions Based on the foregoing, above ordinary resolution is being declared as duly passed by the requisite majority Mr. Hemant Kaul, Non-Executive Chairman again taken the chair for remaining AGM proceedings.

Thereafter Managing Director with the permission of Chairman replied to the queries of the shareholders received by the Company in the chat box and other sources.

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.

Meeting was concluded at 11:26 A.M. and requisite quorum was available throughout the meeting.

Date: 09/07/2022

Place: New Delhi


CHAIRMAN