

TRANSCORP INTERNATIONAL LTD.

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Moti Doongri Road,
Jaipur-302004 (Rajasthan)
Telephone: 2363888, 23639999
Fax: 91-141-237 2066
CIN:L51909DL1994PLC235697

Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

Date: 11.08.2017

Company Secretary
Bombay Stock Exchange
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Kala Ghoda, Fort,
Mumbai, Maharashtra-400001

Reg: Outcome of 22nd Annual General Meeting of Transcorp International Limited
Ref: Transcorp International Limited (CIN: L51909DL1994PLC235697)
(Scrip No.532410)

Dear Sir,

With reference to the above, we hereby intimate you regarding the following outcome of the 22nd Annual General Meeting of Transcorp International Limited held on 11th August 2017 at 09:30 a.m. at the Registered Office of the Company (concluded at 10:05 a.m.):-

1. Approval of standalone and consolidated financial accounts of the Company for the financial year ended 31st March 2017
2. Approval for a dividend @ Re. 0.16 per share (8%) for the financial year 2016-17
3. Re-appointment of Mr. Hemant Kaul (having DIN: 00551588) as director of the Company.
4. Appointment of M/ Kalani &CO., Chartered Accountants (Firm Registration No: 000722C) as Auditors till the conclusion of 27th Annual general meeting of company subject to ratification of their appointment at every annual general meeting and fixing their remuneration.
5. Appointment of Mr. Vedant Kanoi (DIN: 02102558) as Director of the Company
6. Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Director of the Company
7. Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Managing Director of the Company
8. Adoption Of Memorandum Of Association As Per The Provisions Of The Companies Act, 2013
9. Adoption Of Articles Of Association As Per The Provisions Of The Companies Act, 2013
10. Approval Of Employee Stock Option Scheme 2017 (Esop Scheme 2017)
11. Approval To Extend The Benefits Of Employee Stock Option Plan- 2017 To Employees Of Subsidiary(ies)

We are also enclosing Outcome of 22nd AGM for your kind perusal.

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

Thanking you

For Transcorp International Limited



Dilip Kumar Morwal
Company Secretary
ACS 17572

Encl:

1. Outcome of 22nd AGM

Regd Office: Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi-110075

TRANSCORP INTERNATIONAL LTD.

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MINUTES OF THE PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON FRIDAY, THE 11TH AUGUST, 2017 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 3, HAF POCKET, SECTOR 18A, DWARKA, PHASE-II, NEW DELHI-110075 (CONCLUDED AT 10:05 A.M.)

PRESENT:

Mr. Hemant Kaul (DIN: 00551588) – Non- Executive Chairman
Mr. Ashok Kumar Agarwal (DIN: 01237294)- Director
Mr. Purushottam Agarwal (DIN:00272598) – Director
Mr. Vineet Agarwal (DIN 00380300 - Director
Mrs. Sonu Halan Bhasin (DIN 02872234) –Director
Mr. Vedant Kanoi (DIN:02102558) – Director
Mr. Gopal Ved Prakash Sharma (DIN: 00016883) – Managing Director

25 members in person holding 20849173 Equity shares (82% of Share Capital)

5 proxies of shareholders holding 1792870 shares (7.05% of share capital)

Special Invitee

Mr. Anand Jain, Chartered Accountants holding tenure till the conclusion of this AGM
Mr. Sanjay Kumar Jain, Secretarial Auditor and Scrutinizer for e-voting process

IN ATTENDANCE:

Mr. Dilip Morwal, Company Secretary
Mr. Amitava Ghosh, Chief Executive Officer

CHAIRMAN:

Mr. Hemant Kaul was elected as Chairman of the meeting

QUORUM

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting in order. Chairman informed that 5 proxies were received.

The Chairman welcomed the members to the meeting and explained the business and performance of the Company during the last financial year.

Chairman's Speech was then read by the Chairman.

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 present were taken as read.

ORDINARY BUSINESS

Auditors' Report

Chairman then requested Mr. Anand Jain to read out the Auditor's Report. Mr. Anand Jain, Statutory Auditor with the permission of members, read out the Auditor's Report.

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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 enquired whether the members present wished to ask any question or desired any other information with regard to the Annual Accounts and the Director's Report.

Chairman replied to the queries raised by the members.

Thereafter Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT financial statements, standalone and consolidated, of the company for the year ended 31st March 2017 including audited Balance Sheet as at 31st March 2017, 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.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer's report on e-voting 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 2017 including audited Balance Sheet as at 31st March 2017, 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	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B) Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

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Thereafter Mr. Pravin Kumar proposed and Mr. Vishnu Dutt Sharma seconded the above resolution for being passed as an **Ordinary Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO. 2- To declare dividend on equity shares

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT the Company do pay dividend @ 8% (Re. 0.16 per share) for the F.Y. 2016-17 to the shareholder, whose names appear on the Registrar of members at the close of working hour of the company on 9th August, 2017.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer's report on e-voting as under:-

Resolution No. 2- To declare dividend on equity shares. (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B) Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mr. Manisha Khurana proposed and Mr. Sourabh Rawat seconded the above resolution for being passed as an **Ordinary Resolution**.

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On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.3: APPOINTMENT OF MR. HEMANT KAUL

Since Mr. Hemant Kaul was interested in the resolution he requested Mr. Ashok Kumar Agarwal to conduct this item.

Mr. Ashok Kumar Agarwal asked Mr. Dilip Morwal, Company Secretary to read the resolution and thereafter Mr. Sanjay Kumar Jain read the following resolution and informed the meeting regarding the results of e-voting on following resolution as given in Scrutinizer's report:

“RESOLVED THAT Mr Hemant Kaul (having DIN: 00551588). who retires by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer's report on e-voting as under:-

Resolution No. 3: To appoint a director in place of Mr Hemant Kaul (having DIN: 00551588), who retire by rotation and being eligible, offers himself for re-appointment (**Ordinary Resolution**)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B) Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Mr. Ashok Agarwal then requested the members to propose and second the resolution.

Thereafter Mr. Vishnu Dutt Sharma proposed and Mrs. Neelam Sharma. seconded the above resolution for being passed as an **Ordinary Resolution**.

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On being put to vote by show of hands and as per the report of Scrutinizer, the resolution was declared to be carried with requisite majority.

After the same Mr. Hemant Kaul again took the chair.

RESOLUTION NO.4: APPOINTMENT OF AUDITORS

Mr. Hemant Kaul again asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions , if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the appointment of Kalani &CO., Chartered Accountants (Firm Registration No: 000722C), as auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual general meeting of company subject to ratification of their appointment at every annual general meeting on a remuneration as may be fixed by the Board of Directors of the Company in consultation with them”.

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 4: To appoint Auditors and fix their remuneration (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B)Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mr. Indar Mohan Panday proposed and Mr. Vishnu Dutt Sharma seconded the above resolution for being passed as an **Ordinary Resolution**.

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On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.5: Appointment of Mr. Vedant Kanoi as Director of the Company

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Vedant Kanoi (DIN: 02102558), who was appointed as an Additional Director of the company by Board of Directors w.e.f. 29.04.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Non-Executive Director of the company, liable to retire by rotation, in terms of provisions of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including but not limited to filling of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 5: Appointment of Mr. Vedant Kanoi as Director of the Company (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B) Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

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(A+B+C)								
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Chairman then requested the members to propose and second the resolution.

Thereafter Mrs. Santosh Sharma proposed and Mr. Ashok Mittal seconded the above resolution for being passed as an **Ordinary Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.6: Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Director of the Company

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Gopal Ved Prakash Sharma (DIN: 00016883), who was appointed as an Additional Director of the company by Board of Directors w.e.f. 29.04.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Director of the company, liable to retire by rotation, in terms of provisions of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including but not limited to filling of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 6: Appointment of Mr. Gopal Ved Prakash Sharma as Director of the Company (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B)Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL

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Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mr. Vishnu Dutt Sharma proposed and Mr. Ram Chandra Singh seconded the above resolution for being passed as an **Ordinary Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.7: Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Managing Director of the Company

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT pursuant to the provisions of sections 196 and 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Gopal Ved Prakash Sharma (DIN: 00016883) be and is hereby appointed as Managing Director of the company for a period of 3 years with effect from 29th April 2017 on the terms and conditions as approved by Nomination and Remuneration Committee and mentioned in the draft of the agreement placed before the meeting duly initialed by the Chairman for the purpose of identification and on the following terms, conditions and remuneration:-

(I) Remuneration comprising of Salary and performance linked bonus:-

- i. A Basic Salary of Rs. 240000 (Rupees Two Lacs and Forty Thousand only) per month with liberty to the Board to grant or withhold increments as deemed fit;
- ii. House Rent Allowance (HRA): 50% of Basic salary;
- iii. Special Allowance: Rs. 65000/- (Rupees sixty five thousand only) per month
- iv. Transport Allowance: Rs. 1600 per month
- v. LTA: Equivalent to one month's basic salary (reimbursable on production of bill)
- vi. Medical reimbursement: 6% of basic salary
- vii. Attire allowance: Rs. 12000 per month
- viii. Helpers Reimbursement: Rs. 12000 per month
- ix. Use of the motor car of the company for the company's business
- x. Reimbursement of fuel cost subject to Maximum of Rs. 150000/- per annum (on submission of bills)
- xi. Rs. 150000/- per annum for Driver's Wages
- xii. Benefit of the Company's Provident Fund Scheme for the time being in force;
- xiii. Gratuity in accordance with the rules of the Company for the time being;
- xiv. Leaves as per the policy of the company for the time being and from time to time in force;
- xv. Personal accident cover (Group Policy) will be given as per the policy of the Company;
- xvi. Group Medi Claim insurance for self, spouse and one child at the cost of the Company as per the policy of the Company;

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- xvii. Use of a fixed line telephone for the Company's business at your residence and a mobile telephone. Provided that the cost of personal long distance calls, if any, shall be reimbursed by you to the Company
- xviii. Incentive equivalent to 2.50% of overall Profit After Tax of Transcorp International Limited (standalone) as per the audited Annual Accounts from year to year.

The Board of Directors shall have authority to change, alter or vary the terms and conditions (including remuneration) subject to the condition that the terms and conditions (including remuneration) so changed, altered or varied shall always be within the limits prescribed under the provisions of Companies Act, 2013 for the time being and from time to time in force or as amended in future.

(II) Other Terms and Conditions

Other terms and conditions as given in the draft of agreement placed before the meeting and is initiated by the Chairman.

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer's report on e-voting as under:-

Resolution No. 7: Appointment of Mr. Gopal Ved Prakash Sharma as Managing Director of the Company (**Special Resolution**)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B) Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mrs. Poonam Sharma proposed and Mr. Vishnu Dutt Sharma seconded the above resolution for being passed as **Special Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.8: Adoption Of Memorandum Of Association As Per The Provisions Of The Companies Act, 2013

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) – „Other Objects” with Clause III (B) – „Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate;

FURTHER RESOLVED THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under: „

Clause III (A) – The objects to be pursued by the Company on its incorporation are: Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

FURTHER RESOLVED THAT any one of the Director of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 8: Adoption Of Memorandum Of Association As Per The Provisions Of The Companies Act, 2013 (Special Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B)Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL

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(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mr. Vijay Sharma proposed and Mr. Vishnu Dutta Sharma seconded the above resolution for being passed as **Special Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.9: Adoption of Articles of Association as per the provisions of The Companies Act, 2013

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and accordingly the existing Articles of Association of the Company be and is hereby replaced by new set of the Articles of Association of the Company.”

FURTHER RESOLVED THAT any one of the Director of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms, returns and documents with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 9: Adoption of Articles of Association as per the provisions of the Companies Act, 2013 (Special Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	% of votes polled in
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							favour	against
(A) Promoter and Promoter Group	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B) Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mr. M.L. Wadhwa proposed and Mr. Vishnu Dutt Sharma seconded the above resolution for being passed as **Special Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.10: Approval of Employee Stock Option Scheme 2017 (Esop Scheme 2017)

Chairman asked Mr. Dilip Morwal to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and (including earlier enactments in this regard to the extent currently applicable) including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”) and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Employee Stock Option Plan - 2017 (hereinafter referred to as ‘ESOP- 2017’), be and is hereby approved and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, issue and offer 1271309 options representing 5% of the paid up share capital of the Company as on the date of shareholders’ approval, in the form of options, in one or more tranches under the ESOP 2017 to the present and/or future permanent employees of the Company which term shall be deemed to include the subsidiary companies as well, (hereinafter referred to as ‘employees’ or ‘said employees’) exercisable into 1271309 equity shares representing 5% of the paid up capital of the Company as on the date of shareholders’ approval (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), at such price and on such terms and conditions as may be decided by the Board in accordance with

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applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to:

- a) Such Equity Shares issued, shall rank *pari-passu* in all respects with the then existing Equity Shares of the company,
- b) To modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2017 and to do all other things incidental and ancillary thereof.

FURTHER RESOLVED THAT as if required, the Company shall conform with the accounting policies as per Guidelines in force from time to time.

FURTHER RESOLVED THAT the board of directors of the Company and the Nomination, Remuneration Committee (collective referred to as the “Board”), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP- 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 10: Approval of Employee Stock Option Scheme 2017 (ESOP Scheme 2017)
(Special Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B)Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL

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(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mr. M.L. Wadhwa proposed and Mr. Vishnu Dutt Sharma seconded the above resolution for being passed as **Special Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

RESOLUTION NO.11: Approval To Extend The Benefits Of Employee Stock Option Plan- 2017 To Employees Of Subsidiary(ies)

Chairman asked Mr. Dilip Morwal, Company Secretary to read the report of Scrutinizer on e-voting for the following resolution:

“RESOLVED THAT, pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as ‘ESOP- 2017’) to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarized in the Explanatory Statement.

FURTHER RESOLVED THAT the board of directors of the Company and the Nomination, Remuneration Committee (collective referred to as the “Board”), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP- 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

Mr. Dilip Morwal, Company Secretary informed the results as given in scrutinizer’s report on e-voting as under:-

Resolution No. 11: Approval To Extend The Benefits Of Employee Stock Option Plan- 2017 To Employees Of Subsidiary(ies)(Special Resolution)

S. No.	Votes Casted	By E-Voting	Total No. of valid Votes	% of Total votes cast
1	Favour	18791174	18791174	100%
2	Against	NIL	NIL	NIL
	Total	18791174	18791174	100%

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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	18616805	E-Voting	18616805	73.22%	18616805	NIL	73.22%	NIL
Sub-Total A	18616805		18616805	73.22%	18616805	NIL	73.22%	NIL
(B)Public Institutions	NIL	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL
Sub-Total B	NIL		NIL	NIL	NIL	NIL	NIL	NIL
(C) Public Non-Institutions	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
Sub-Total C	174369	E-Voting	174369	0.69%	174369	NIL	0.69%	NIL
TOTAL (A+B+C)	18791174		18791174	73.90%	18791174	NIL	73.90%	NIL

Chairman then requested the members to propose and second the resolution.

Thereafter Mrs. Neelam Sharma proposed and Mr. M.L. Wadhawa seconded the above resolution for being passed as **Special Resolution**.

On being put to vote by show of hands and as per the report of Scrutinizer, the chairman declared the resolution to be carried with requisite majority.

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Results of voting through Ballot Papers:

The members presented who did not avail e-voting option availed the option of voting through ballot papers.

Following was the results of the same:-

S. No.	Particulars	No. of shareholders	Shares	% of shareholding
1	Number of shareholders availed the option of voting through ballot paper	15	326	0.00%
2	Number of shareholders voted in favour of Resolution No. 1 through Ballot paper	15	326	0.00%
3	Number of shareholders voted against Resolution No. 1 through Ballot paper	NIL	NIL	NIL
4	Number of shareholders voted in favour of Resolution No. 2 through Ballot paper	15	326	0.00%
5	Number of shareholders voted against Resolution No. 2 through Ballot paper	NIL	NIL	NIL
6	Number of shareholders voted in favour of Resolution No. 3 through Ballot paper	15	NIL	NIL
7	Number of shareholders voted against Resolution No. 3 through Ballot paper	NIL		
8	Number of shareholders voted in favour of Resolution No. 4 through Ballot paper	15	326	0.00%
9	Number of shareholders voted against Resolution No. 4 through Ballot paper	NIL	NIL	NIL
10	Number of shareholders voted in favour of Resolution No. 5 through Ballot paper	15	326	0.00%
11	Number of shareholders voted against Resolution No. 5 through Ballot paper	NIL	NIL	NIL
12	Number of shareholders voted in favour of Resolution No. 6 through Ballot paper	15	326	0.00%
13	Number of shareholders voted against Resolution No. 6 through Ballot paper	NIL	NIL	NIL
14	Number of shareholders voted in favour of Resolution No. 7 through Ballot paper	15	326	0.00%
15	Number of shareholders voted against Resolution No. 7 through Ballot paper	NIL	NIL	NIL
16	Number of shareholders voted in favour of Resolution No. 8 through Ballot paper	15	326	0.00%

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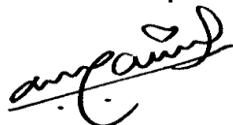
17	Number of shareholders voted against Resolution No. 8 through Ballot paper	NIL	NIL	NIL
18	Number of shareholders voted in favour of Resolution No. 9 through Ballot paper	15	326	0.00%
19	Number of shareholders voted against Resolution No. 9 through Ballot paper	NIL	NIL	NIL
20	Number of shareholders voted in favour of Resolution No. 10 through Ballot paper	15	326	0.00%
21	Number of shareholders voted against Resolution No. 10 through Ballot paper	NIL	NIL	NIL
22	Number of shareholders voted in favour of Resolution No. 11 through Ballot paper	15	326	0.00%
23	Number of shareholders voted against Resolution No. 11 through Ballot paper	NIL	NIL	NIL

All the resolutions were passed with requisite majority.

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.

**Certified True Copy
For Transcorp International Limited**



**Dilip Morwal
Company Secretary
ACS 17572**

**Place: New Delhi
Date: 11th August 2017**