

TRANSCORP INTERNATIONAL LTD.

5th Floor, Transcorp Towers,
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: 27.07.2019

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

Reg: Outcome of 24th Annual General Meeting of Transcorp International Limited

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

Dear Sir,

With reference to the above, it is to inform you that the shareholders of the company have given their consent on the following matters by way of passing the necessary resolutions related to following matters during the 24th Annual General Meeting of Transcorp International Limited held on 27th July 2019 at 10:30 A.M. at the Registered Office of the Company (concluded at 10:50 A.M.):-

1. Approval of standalone and consolidated financial accounts of the Company for the financial 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
2. Re-appointment of Mr. Ashok Kumar Agarwal (DIN:01237294) as director of the Company.
3. Appointment of Mr. Sujan Sinha (DIN: 02033322), as an Independent Director of the Company
4. Appointment of Mrs. Apra Kuchhal (DIN: 08453955), as an Independent Director of the Company

We are enclosing Outcome of 24th 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 24th AGM

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MINUTES OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON SATURDAY, THE 27TH JULY 2019 AT 10:30 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 10:50 A.M.)

PRESENT:

Mr. Ashok Kumar Agarwal (DIN: 01237294)- Director
Mr. Gopal Krishan Sharma (DIN: 00016883) – Managing Director

42 members in person (as per folios) holding 24611399 Equity shares (77.44% of total Paid-up Share Capital)

3 proxies of shareholders holding 2241062 shares (7.05% of total Paid-up Share Capital)

IN ATTENDANCE:

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

CHAIRMAN:

Present members elected Mr. Gopal Krishan Sharma as the Chairman for the meeting and thereafter Mr. Gopal Krishan Sharma took the Chair.

QUORUM

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting in order. Chairman informed that 3 proxies were received.

The Chairman welcomed the members and proxies to the meeting and introduced Mr. Ashok Kumar Agarwal, Director of the company and informed to the members that Non-Executive Chairman of the Company Mr. Hemant Kaul, Mr. Purushottam Agarwal, Director and Mr. Vedant Kanoi, Director, Mr. Sujan Sinha, Independent Director, Mr. Apra Kuchhal, Independent Director could not attend this meeting. He further informed that the Representative of Statutory Auditors and Mr. Sanjay Kumar Jain, Secretarial Auditor could not come to attend the meeting. Thereafter the member presented agreed to give leave of absence to the directors and auditors who could not attend the meeting due to unavoidable circumstances.

Mr. Gopal Krishan Sharma informed to the meeting that all the required registers are available for inspection and will remain open during the Annual General Meeting. Chairman then informed regarding the facility of voting through ballot paper and requested all members and proxies who have not tendered their vote through e-voting for giving their votes through ballot paper and put the same in the ballot box.

Thereafter Mr. Gopal Krishan Sharma explained the business and performance of the Company during the financial year 2018-2019.

Thereafter Chairman's Speech was read by Mr. Gopal Krishan Sharma, Chairman of the meeting.

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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 (Standalone and Consolidated)

Chairman then requested Mr. Dilip Kumar Morwal, Company Secretary to read out the Auditor's Report. Mr. Dilip Kumar Morwal, Company Secretary with the permission of members, read out the Auditor's Report.

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 read the following resolution and requested any member to propose and second the following resolution:-

"RESOLVED THAT 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 be and are hereby approved."

There after the above resolution was proposed and seconded by members for being passed as an Ordinary Resolution.

e-voting results for resolution:-

As per scrutinizer's report on e-voting and voting through ballot paper 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 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%

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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	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%

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

RESOLUTION NO. 2- Appointment of Mr. Ashok Kumar Agarwal

Thereafter Chairman read the following resolution and requested any member to propose and second the following resolution:-

“RESOLVED THAT Mr. Ashok Kumar Agarwal (having DIN: 01237294), who retires by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company.”

There after the above resolution was proposed and seconded by members for being passed as an Ordinary Resolution.

e-voting and voting through ballot paper results for resolution:-

As per scrutinizer’s report on e-voting and voting through ballot paper following are the results of voting:-

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

S. No.	Votes Casted	By E-Voting	Voting Ballot Paper	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%

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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	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%

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

SPECIAL BUSINESS

RESOLUTION NO.3: Appointment Of Mr. Sujan Sinha (Din: 020233322), As An Independent Director Of The Company

Thereafter Chairman read the following resolution and requested any member to propose and second the following resolution:-

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions if any of the Companies Act,2013 read with schedule IV and the rules framed thereunder as amended from time to time, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Sujan Sinha (DIN: 02033322), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 17.05.2019 and who holds office upto the date of this annual general meeting and in respect of whom the Company has received notice in writing of Member proposing his candidature for the office of director be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for five consecutive years commencing from 17th May 2019 to 16th May 2024.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit.”.

There after the above resolution was proposed and seconded by members for being passed as an Ordinary Resolution.

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e-voting and voting through ballot paper results for resolution:-

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

Resolution No. 3: Appointment of Mr. Sujan Sinha (DIN: 02033322), as an Independent Director of the Company (**Ordinary Resolution**)

S. No.	Votes Casted	By E-Voting	Voting Ballot Paper	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%

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

RESOLUTION NO.4: Appointment of Mrs. Apra Kuchhal (Din: 08453955), As An Independent Director of The Company

Chairman read the following resolution and requested any member to propose and second the following resolution:-

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions if any of the Companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mrs. Apra Kuchhal (DIN: 08453955), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 17.05.2019 and who holds office up to the Regd Office: Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi-110075

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date of this annual general meeting and in respect of whom the company has received a notice in writing of member proposing his candidature for the office of director be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for five consecutive years commencing from 17th May 2019 to 16th May 2024.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit.”

There after the above resolution was proposed and seconded by members for being passed as an Ordinary Resolution.

e-voting and voting through ballot paper results for resolution:-

As per scrutinizer’s report on e-voting and voting through ballot paper following are the results of voting:-

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 Paper	Ballot	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 Category	required: Mode of Voting	(Ordinary/ Special) No. of shares held (1)	Ordinary Resolution 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%

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

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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: 27th July 2019**