

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

DATED: 31.07.2015

Company Secretary

Bombay Stock Exchange

25th Floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Kala Ghoda, Fort,

Mumbai, Maharashtra-400001

Sub: Outcome of 20th 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 of 20th Annual General Meeting of Transcorp International Limited held on 31st July 2015 at 09:30 a.m. at the Registered Office of the Company:-

1. Approval of standalone and consolidated financial accounts of the Company for the financial year ended 31st March 2015.
2. Approval for a dividend @ Re. 0.80 per share (8%) for the financial year 2014-15.
3. Re-appointment of Mr. Ashok Kumar Agarwal (having DIN: 01237294) as director of the Company.
4. Re-appointment of M/s Anand Jain & Co. as Statutory Auditors of the Company for next 2 financial years.

We are also enclosing Outcome of 20th AGM and as well as Scrutinizer Report 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:- Outcome of AGM

Scrutinizer Report

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

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: 31.07.2015

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

Sub:- Results of e-voting in respect of resolutions proposed to be passed by shareholders in 20th Annual General meeting to be held on 31st July 2015 at its registered office at Plot No. 3, HAF Pocket, Sector 18A, Phase-II, Dwarka, Near Veer Awas/Kargil Apartment Sector- 12 Metro Station, New Delhi – 110075 at 09:30 A.M.

I, Anand Prakash Jain, Practicing Chartered Accountant, was appointed as Scrutinizer by your company for the purpose of ascertaining results of e-voting, in respect of various resolutions proposed to be passed by shareholders in Annual General meeting to be held on 31st July 2015 for approval of shareholders, notice of which was issued by the company on 18th May 2015.

As per Notice, the e-voting period commenced on 28th July, 2015 at 9:00 a.m. and ended on 30th July, 2015 at 5:00 p.m. on the NSDL e-voting platform.

The description of resolutions as proposed and results of e-voting thereon during the e-voting period at NSDL e-voting platform as mentioned above are given hereunder:-

Resolution No. 1: To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31 st March 2015 including audited Balance Sheet as at 31 st March 2015, Statement of Profit & Loss for the year ended on that date and the report of the Auditors and Directors thereon. (Ordinary Resolution)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

Resolution No. 2: To declare dividend on equity shares. (Ordinary Resolution)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

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

Resolution No. 3: To appoint a director in place of Mr. Ashok Kumar Agarwal (having DIN: 01237294), who retire by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	NIL

Resolution No. 4: To appoint Auditors and fix their remuneration (Ordinary Resolution)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

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

SD/-

(ANAND PRAKASH JAIN)
Proprietor
M.No. 71045

Place: New Delhi
Date: 31.07.2015

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MINUTES OF THE PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON FRIDAY, THE 31TH JULY, 2015 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

PRESENT:

Mr. Ashok Kumar Agarwal (DIN: 01237294) - Director

38 members in person holding 3315254 Equity shares (65.19% of Share Capital)

7 proxies of shareholders holding 10 shares

Special Invitee

Representative of Mr. Anand Jain, Statutory Auditors and Scrutinizer

IN ATTENDANCE:

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

CHAIRMAN:

Mr. Ashok Agarwal 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 7 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. Dilip Morwal, Company Secretary to read out the Auditor's Report. Mr. Dilip 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.

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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 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 2015 including audited Balance Sheet as at 31st March 2015, Statement of Profit & Loss for the year ended on that date and the report of the Auditors' and Directors thereon be and are hereby approved.”

Mr. Dilip Morwal 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 2015 including audited Balance Sheet as at 31st March 2015, Statement of Profit & Loss for the year ended on that date and the report of the Auditors and Directors thereon. (Ordinary Resolution)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

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

Thereafter Mr. Pramod Kumar proposed and Ms. Urmila Jain 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

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

“RESOLVED THAT the Company do pay dividend @ 8% (Re. 0.80 per share) for the F.Y. 2014-15 to the shareholder whose names appear on the Registrar of members at the close of working hour of the company on 29th July, 2015.”

Mr. Dilip Morwal 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)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

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

Thereafter Mr. Raj Kumar Aggarwal proposed and Mr. Nirmal Kumar 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.3: APPOINTMENT OF Mr. ASHOK KUMAR AGARWAL

Chairman asked Mr. Dilip Morwal to read the resolution and thereafter Mr. Dilip Morwal 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. Ashok Kumar Agarwal (DIN: 01237294) who retires by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company.”

Mr. Dilip Morwal 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. Ashok Kumar Agarwal (having DIN: 01237294), who retire by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

Mr. Dilip Morwal then requested the members to propose and second the resolution.

Thereafter Mr. Pramod Jain proposed and Mr. Lokesh Gupta 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.4: APPOINTMENT OF AUDITORS

Mr. Ashok Agarwal again took the Chair and thereafter 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 139 and other applicable provisions , if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Anand Jain & CO., Chartered Accountants (Firm Registration No. 001857C) be and is hereby re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty second Annual General Meeting of the 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.

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Mr. Dilip Morwal 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)			
Particulars	No. of e-votes	No. of shares	% of the total paid up equity capital
(a) Total votes casting through e-voting	9	3723361	73.21%
(b) Less: Invalid e-voting	NIL	NIL	NIL
(c) Total valid e-voting [(a) – (b)]	9	3723361	73.21%

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

Thereafter Mrs. Santosh Sharma proposed and Mr. Himanshu Gupta 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.

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	4	877389	17.25%
2	Number of shareholders voted in favour of Resolution No. 1 through Ballot paper	4	877389	17.25%
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	4	877389	17.25%
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	4	877389	17.25%
7	Number of shareholders voted against Resolution No. 3 through Ballot paper	NIL	NIL	NIL
8	Number of shareholders voted in favour of Resolution No. 4 through Ballot paper	4	877389	17.25%
9	Number of shareholders voted against Resolution No. 4 through Ballot paper	NIL	NIL	NIL

All the resolutions were passed with requisite majority.

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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**

**Place: New Delhi
Date: 31st July 2015**