

# **TRANSCORP INTERNATIONAL LTD.**

5<sup>th</sup> Floor, Transcorp Towers,  
Moti Doongri Road,  
Jaipur-302004 (Rajasthan)  
Telephone: 2363888, 23639999  
Fax: 91-141-237 2066  
CIN:L51909DL1994PLC235697

Web-Site: [www.transcorpint.com](http://www.transcorpint.com)

E-mail: [corp@transcorpint.com](mailto:corp@transcorpint.com)

**Date:** 22.07.2016

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

**Reg:** Signed Scrutinizer Report of 21<sup>st</sup> Annual General Meeting of Transcorp International Limited  
**Ref:** Transcorp International Limited (CIN: L51909DL1994PLC235697)  
(Scrip No.532410)

Dear Sir,

With reference to the above, please find enclosed copy of Scrutinizer Report of 21<sup>st</sup> Annual General Meeting of Transcorp International Limited held on 22<sup>nd</sup> July 2015 at 09:30 a.m. at the Registered Office of the Company.

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: As above**

**Anand Prakash Jain**  
**CHARTERED ACCOUNTANT**  
B.Com., LL.B., F.C.A., A.C.S.  
Phone: 9314680888 (Mobile), 4068632 (O), 2392271 (R)  
Email: [anandjain175@hotmail.com](mailto:anandjain175@hotmail.com)

### SCRUTINIZER'S REPORT

**Date:** 22.07.2016

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

**Reg:-** Results of e-voting and Poll in respect of resolutions put for consideration of shareholders in 21<sup>st</sup> Annual General meeting held on 22<sup>nd</sup> July 2016 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.

Dear Sir,

I, Anand Prakash Jain, Practicing Chartered Accountant, was appointed as Scrutinizer by your company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (LODR) Regulations 2015, for the purpose of scrutinizing results of e-voting and voting by poll, in respect of various resolutions put for consideration of shareholders in 21<sup>st</sup> Annual General meeting held on 22<sup>nd</sup> July 2016, notice of which was issued by the company on 9<sup>th</sup> May 2016.

I submit my report as under:-

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

As per Notice, the e-voting period commenced on 19<sup>th</sup> July, 2016 at 9:00 a.m. and ended on 21<sup>st</sup> July, 2016 at 5:00 p.m. on the NSDL e-voting platform.

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

1. After proposing and seconding the resolutions by shareholders, the same were put to poll by physical voting process.
2. After the time fixed for closing of the Poll by the Chairman, the ballot boxes were opened in my presence and polls papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. There were no polling papers which were incomplete or found defective.

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

1. The voting rights were reckoned as on Friday, 15<sup>th</sup> July 2016, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. The data of e-voting after the E-voting module was disabled by the NSDL was downloaded by me on 22.07.2016 at 10:15 A.M. The votes cast through remote e-voting were unblocked on 22.07.2016 at 10:15 A.M. in presence of two (2) witnesses not in the employment of the company.

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3. After the conclusion of voting at the general meeting, the votes cast through poll were counted on 22<sup>nd</sup> July 2016 in presence of two (2) witnesses not in the employment of the company

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

**Resolution No. 1-** To receive, consider and adopt the Financial Statements, standalone and consolidated, of the Company for the year ended 31st March 2016 including audited Balance Sheet as at 31st March 2016, Statement of Profit & Loss 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	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	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	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

Anand Prakash Jain

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

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	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	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>	<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>	

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

**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)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	Total	18627362	4387310	23014672	100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against

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		(1)	(2)	g shares (3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	t on votes polled (7)=[(5) /(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Public Institutions</b>	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Public Non-Institutions</b>	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

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

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	<b>Total</b>	<b>18627362</b>	<b>4387310</b>	<b>23014672</b>	<b>100%</b>

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
<b>Promoter and Promoter Group</b>	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Public Institutions</b>	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Public Non-</b>	E-Voting	10557	10557	100%	10557	NIL	100%	NIL

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Institutions	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

**Resolution No. 5:** Appointment of Mr. Purushottam Agarwal as Independent Director of the Company (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	<b>Total</b>	<b>18627362</b>	<b>4387310</b>	<b>23014672</b>	<b>100%</b>

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	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

**Resolution No. 6:** Appointment of Mr. Hemant Kaul as Director of the Company (Ordinary Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL

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Total	18627362	4387310	23014672	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	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

**Resolution No. 7:** Appointment of Mrs. Sonu Bhasin as Independent Director of the Company (**Ordinary Resolution**)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18627362	4387310	23014672	100%
2	Against	Nil	NIL	NIL	NIL
	<b>Total</b>	<b>18627362</b>	<b>4387310</b>	<b>23014672</b>	<b>100%</b>

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	E-Voting	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-

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Group	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>18616805</b>	<b>18616805</b>	<b>100%</b>	<b>18616805</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	10557	10557	100%	10557	NIL	100%	NIL
	Poll	4387310	4387310	100%	4387310	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4397867</b>	<b>4397867</b>	<b>100%</b>	<b>4397867</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>23014672</b>	<b>23014672</b>	<b>100%</b>	<b>23014672</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

I have handed over the ballot papers and other related papers / Registers and records for safe custody to Mr. Dilip Kumar Morwal, Company Secretary of the Company who is authorized by the Board to supervise the E-voting process.



(ANAND PRAKASH JAIN)

Chartered Accountant

M. No: 071045

Place: New Delhi

Date: 22.07.2016