



**SANJAY KUMAR JAIN**

**COMPANY SECRETARY IN PRACTICE**

208, 2nd Floor, The Milestone, Gandhi Nagar Turn

Tonk Road, Jaipur-302015 (Raj.) India

Cell : +91 98870-60367, +91 93516-82471

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**Secretarial compliance report of "TRANSCORP INTERNATIONAL LIMITED"  
for the year ended 31/03/2019**

To,

**The Members/the Board of Directors  
TRANSCORP INTERNATIONAL LIMITED  
(CIN:L51909DL1994PLC235697)  
Plot No.3, HAF Pocket,  
Dwarka, Phase-II,  
NEW DELHI -110075**

I, Sanjay Kumar Jain, company secretary in practice (M.No.4491, CP: 7287) have examined:

- all the documents and records made available to us and explanation provided by ["TRANSCORP INTERNATIONAL LIMITED" (CIN:L51909DL1994PLC235697)] ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,

for the year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015;
- (f) SEBI (Investor Protection and Education Fund) Regulations, 2009
- (g) There are no other SEBI regulations that are specifically applicable to the company particularly for the financial year ended 31<sup>st</sup> March, 2019.

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) none of the actions has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

**Place : JAIPUR**

**Date : 22/05/2019**



Sanjay Kumar Jain  
Company Secretary in Practice

M.No. : 4491

CP No.: 7287

**Encl. : Annexure to Secretarial Compliance Report**



**SANJAY KUMAR JAIN**

**COMPANY SECRETARY IN PRACTICE**

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**Annexure to Secretarial Compliance Report**

**The Members/the Board of Directors  
TRANSCORP INTERNATIONAL LIMITED  
(CIN:L51909DL1994PLC235697)  
Plot No.3, HAF Pocket, Dwarka, Phase-II,  
NEW DELHI -110075**

I have conducted the examination in respect of the compliance with the provisions of :-

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

by "TRANSCORP INTERNATIONAL LIMITED" (CIN:L51909DL1994PLC235697)" (the Company). The examination was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Further my secretarial compliance report of even date is to be read along with this letter.

1. Maintenance of records is the responsibility of the management of the Company. My responsibility is to express an opinion on these records based on my audit/examination.
2. I have followed the best practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the management representation about the compliance of relevant laws, rules and regulations and happening of events etc.
4. The Compliance of the provisions of applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
5. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place : JAIPUR**

**Date : 22/05/2019**



Sanjay Kumar Jain  
Company Secretary in Practice

M.No. : 4491

CP No.: 7287