



SANJAY KUMAR JAIN

COMPANY SECRETARY IN PRACTICE

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

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Secretarial compliance report of "TRANSCORP INTERNATIONAL LIMITED"

(CIN: L51909DL1994PLC235697)

for the financial year ended 31/03/2020

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**The Members/the Board of Directors
TRANSCORP INTERNATIONAL LIMITED
(CIN:L51909DL1994PLC235697)
Plot No.3, HAF Pocket, Sector 18A,
Near Veer Awas, Dwarka, Phase-II,
NEW DELHI -110075**

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

- (a) all the documents and records made available to us and explanation provided by ["TRANSCORP INTERNATIONAL LIMITED" (CIN:L51909DL1994PLC235697)] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2020 ("Review Period") in respect of 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 thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (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) Securities and Exchange board of India (Buyback of securities) regulations, 2018 (there were no events requiring compliance during the Review Period)
- (h) Securities and exchange board of India (Issue and Listing of Debt Securities) Regulations, 2008 (there were no events requiring compliance during the Review Period)
- (i) Securities and exchange board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013 (there were no events requiring compliance during the Review Period)

As explained to us, there are no other SEBI regulations that are specifically applicable to the company particularly for the financial year ended 31st March, 2020.

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and based on my examination and verification of documents and records produced to me and according to information and explanation given to me by the company, and the representations made by the management and considering the relaxations granted by the Ministry of corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic* I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (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: in so far as it appears from my examination of those records.
- (d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period,

*Note: The COVID-19 outbreak was declared as a global pandemic by the World Health Organization and due to COVID-19 pandemic impact, the certain compliance documents were obtained through electronic mode only and verified with requirements.

Place : JAIPUR

Date : 20/06/2020

UDIN number F004491B000360473

Sanjay Kumar Jain
Company Secretary in Practice

M.No. : 4491

CP No.: 7287

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

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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,
Sector 18A, Near Veer Awas,
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 : 20/06/2020

UDIN number F004491B000360473

Sanjay Kumar Jain
Company Secretary in Practice
M.No. : 4491
CP No.: 7287

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