



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"
(CIN: L51909DL1994PLC235697)

for the financial year ended 31/03/2023

[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, as amended]

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**

1) 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 company/the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document/filing, which were relevant and relied upon to make this certification,

for the year ended 31/03/2023 ("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");

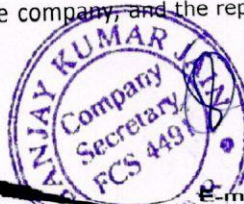
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (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 and sweat equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) SEBI (Investor Protection and Education Fund) Regulations, 2009

and circulars/ guidelines issued thereunder;

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, 2023, and

2. 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 I hereby report that, during the Review Period:



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sanjucs4u@gmail.com



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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, during the year ended 31.03.2023. Details of penalties and actions initiated on the company is as given below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
No penalty or action initiated on the company during the financial year ended on 31.03.2023.										

Except above 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.

- (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) The reporting of actions by the listed entity to comply with the observations made in previous reports :- does not arise during the Review Period,

3) I further report that during the review period, company has duly complied **with the conditions while appointing/ re-appointing an auditor** : We the under signed confirm, the duly compliance **with the following applicable conditions while appointing/ re-appointing an auditor** and ensure that :-

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Remarks
1 Compliances with the conditions while appointing/ re-appointing an auditor	(i). If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NIL
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited	NA	NIL



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**SANJAY KUMAR JAIN****COMPANY SECRETARY IN PRACTICE**

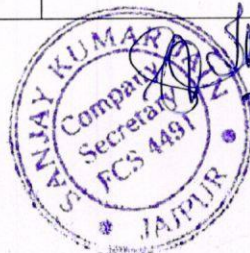
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	review/ audit report for such quarter as well as the next quarter; or		
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NIL
2. Other conditions relating to resignation of statutory auditor	i). Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	NIL
	ii). In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit	NA	NIL

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4) I Further report that, in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, during the Review Period, the compliance status of the Company is appended as below:

Sr. No.	Particulars	Compliance status (YES/NO/NA)	Observations/ remarks by PCS
1.	SECRETARIAL STANDARD : The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3.	Yes	None
2	ADOPTION AND TIMELY UPDATION OF THE POLICIES: i) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ii) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None
3.	Maintenance and disclosures on Website: i) The Listed entity is maintaining a functional website ii) Timely dissemination of the documents/ information under a separate section on the website iii) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4.	Disqualification of Director: None of the Director of the Company are disqualified under various provision of Companies Act, 2013	Yes	None
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None



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7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	None
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	None
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None

Place : JAIPUR

Date : 29/05/2023

UDIN number F004491E000413031



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 : 29/05/2023

UDIN number F004491E000413031



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