



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

Tel. : +91 141-4038471, +91 141-3192471

SCRUTINIZER'S REPORT

Date: 11.08.2017

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

Reg:- Results of e-voting in respect of resolutions passed by shareholders in 22nd Annual General meeting held on 11th August 2017 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, Sanjay Kumar Jain, Practicing Company Secretary (having membership no.4491 and CP no.7287), 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 22nd Annual General meeting held on 11th August 2017, notice of which was issued by the company on 27th May 2017.

I submit my report as under:-

A. Relating to E-Voting:-

As per Notice, the e-voting period commenced on 8th August, 2017 at 9:00 a.m. and ended on 10th August, 2017 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, 4th August 2017, 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. The votes cast through remote e-voting were unblocked in presence of two(2) witnesses not in the employment of the company.
3. After the conclusion of voting at the general meeting, the votes cast through poll were counted on 11th August 2017 in presence of two (2) witnesses not in the employment of the company

E-mail : sanju_sanjayjain@yahoo.com
sanjucs4u@gmail.com



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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 2017 including audited Balance Sheet as at 31st March 2017, Statement of Profit & Loss and Cash flow statement 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	18791174	326	18791500	100%
2	Against	Nil	Nil	Nil	Nil
	Total	18791174	326	18791500	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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	174369	NIL	100%	NIL
	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	174695	Nil	100%	Nil
Total		18791500	18791500	100%	18791500	Nil	100%	Nil

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

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	18791174	326	18791500	100%
2	Against	Nil	Nil	Nil	Nil
	Total	18791174	326	18791500	100%

E-mail : sanju_sanjayjain@yahoo.com
 sanjucs4u@gmail.com



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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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	174369	NIL	100%	NIL
	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	174695	Nil	100%	Nil
Total		18791500	18791500	100%	18791500	Nil	100%	Nil

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. Hemant Kaul (having DIN: 00551588), who retires 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	18782339	326	18782665	99.953
2	Against	8835	Nil	8835	0.047
	Total	18791174	326	18791500	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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-	E-Voting	174369	174369	100%	165534	8835	94.93	5.07

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Institutions	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	165860	8835	94.94	5.06
Total		18791500	18791500	100%	18782665	8835	99.953	0.047

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

Resolution No. 4: To appoint the 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	18782339	326	18782665	99.953
2	Against	8835	Nil	8835	0.047
	Total	18791174	326	18791500	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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	165534	8835	94.93	5.07
	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	165860	8835	94.94	5.06
Total		18791500	18791500	100%	18782665	8835	99.953	0.047

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

Resolution No. 5: Appointment of Mr. Vedant Kanoi (DIN: 02102558) 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	18784739	326	18785065	99.965
2	Against	6435	Nil	6435	0.035
	Total	18791174	326	18791500	100

E-mail : sanju_sanjayjain@yahoo.com
sanjucs4u@gmail.com



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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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	167934	6435	96.31	3.69
	Poll	326	326	100%	326	Nil	100	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	168260	6435	96.316	3.684
Total		18791500	18791500	100%	18785065	6435	99.965	0.035

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

Resolution No. 6: Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) 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	18784739	326	18785065	99.965
2	Against	6435	Nil	6435	0.035
	Total	18791174	326	18791500	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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-	E-Voting	174369	174369	100%	167934	6435	96.31	3.69

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Institutions	Poll	326	326	100%	326	Nil	100	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	168260	6435	96.316	3.684
Total		18791500	18791500	100%	18785065	6435	99.965	0.035

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

Resolution No. 7: Appointment of Mr. Gopal Ved Prakash Sharma (DIN: 00016883) as Managing Director of the Company (**Special Resolution**)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18782339	326	18782665	99.953
2	Against	8835	Nil	8835	0.047
	Total	18791174	326	18791500	100

Resolution required: (Ordinary/ Special)			Special 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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	165534	8835	94.93	5.07
	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	165860	8835	94.94	5.06
Total		18791500	18791500	100%	18782665	8835	99.953	0.047

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

Resolution No. 8: Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013 (**Special Resolution**)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18789424	326	18789750	99.99
2	Against	1750	Nil	1750	0.01
	Total	18791174	326	18791500	100

E-mail : sanju_sanjayjain@yahoo.com
sanju4u@gmail.com



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Resolution required: (Ordinary/ Special)			Special 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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	172619	1750	98.99	1.01
	Poll	326	326	100%	326	Nil	100	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	172945	1750	98.998	1.002
Total		18791500	18791500	100%	18789750	1750	99.99	0.01

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

Resolution No. 9: Adoption of Articles of Association as per the provisions of the Companies Act, 2013 (Special Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18789424	326	18789750	99.99
2	Against	1750	Nil	1750	0.01
	Total	18791174	326	18791500	100

Resolution required: (Ordinary/ Special)			Special 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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-	E-Voting	174369	174369	100%	172619	1750	98.99	1.01

E-mail : sanju_sanjayjain@yahoo.com
sanjucs4u@gmail.com



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Institutions	Poll	326	326	100%	326	Nil	100	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	172945	1750	98.998	1.002
Total		18791500	18791500	100%	18789750	1750	99.99	0.01

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

Resolution No. 10: Approval of Employee Stock Option Scheme 2017 (ESOP Scheme 2017) (Special Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18784699	326	18785025	99.965
2	Against	6475	Nil	6475	0.035
	Total	18791174	326	18791500	100

Resolution required: (Ordinary/ Special)		Special 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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
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.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	167894	6475	96.28	3.72
	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	168220	6475	96.293	3.707
Total		18791500	18791500	100%	18785025	6475	99.965	0.035

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

Resolution No. 11: Approval to extend the benefits of employee stock option plan- 2017 to employees of subsidiary(ies) (Special Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18782299	326	18782625	99.95
2	Against	8875	Nil	8875	0.05
	Total	18791174	326	18791500	100

E-mail : sanju_sanjayjain@yahoo.com
sanju4u@gmail.com



**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
 Tel. : +91 141-4038471, +91 141-3192471

Resolution required: (Ordinary/ Special)			Special 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.
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	165494	8875	94.91	5.09
	Poll	326	326	100%	326	Nil	100	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	165820	8875	94.92	5.08
Total		18791500	18791500	100%	18782625	8875	99.95	0.05

Based on the foregoing, above Special 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.

(SANJAY KUMAR JAIN)

Company Secretary

Membership no.4491, CP no.7287



Place: JAIPUR

Date: 11.08.2017

E-mail : sanju_sanjayjain@yahoo.com
 sanjucs4u@gmail.com