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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 22ndAnnual 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

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COMPANY SECRETARY IN PRACTICE

nd 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

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 | LI SECTION | Voting by Poll | Total No. of valid Votes | % of Total | |
|--------|--------------|------------|--|-----------------------------|--|--|
| 1 | Favour | 18791174 | 326 | 18791500 | The state of the s | |
| 2 | Against | Nil | Nil | | 100% | |
| | Total | | The state of the s | Nil | Nil | |
| | Total | 18791174 | 326 | 18791500 | 100% | |

| Resolution requ | uired: (Ordinary | / Special) | Ordinary F | Resolution | | | | |
|-----------------|-------------------|--------------------|---------------------------|---|---------------------------------------|------------------------------|--|---|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)] | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and | E-Voting | 18616805 | 18616805 | 100% | 18616805 | NIL | *100 | |
| Promoter | Poll | - | - | | | MIL | 100% | NIL |
| Group | Postal Ballot | N.A. | N.A. | N.A. | N.A. | A1.A | - | - |
| | Total | 18616805 | 18616805 | 100% | | N.A. | N.A. | N.A. |
| Public | E-Voting | NIL | NIL | | 18616805 | NIL | 100% | NIL |
| Institutions | Poll | INIC | IVIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | N.A. | N.A. | - N. A | | - | - | |
| | Total | | | N.A. | N.A. | N.A. | N.A. | N.A. |
| Public Non- | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Institutions | Poll | 174369 | 174369 | 100% | 174369 | NIL | 100% | NIL |
| moditutions | 10.000 | 326 | 326 | 100% | 326 | Nil | 100% | IVIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | NI A |
| | Total | 174695 | 174695 | 100% | 174695 | Nil | The state of the s | N.A. |
| Total | | 18791500 | 18791500 | 100% | 18791500 | | 100% | Nil |
| | | | | 10070 | 10131300 | 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 | | Total No. of valid Votes | 1 % of Tota | |
|---------------------|---------|-----------------------|-----|-----------------------------|-------------|--|
| 1 | Favour | 18791174 | 326 | | | |
| 2 | Against | Nil | 020 | 18791500 | 100% | |
| | | | Nil | Nil | Nil | |
| | Total | 18791174 | 326 | 18791500 | 100% | |

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SANJAY KUMAR JAIN

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| Res'olution requ | ired: (Ordinary | / Special) | Ordinary F | Resolution | | | | |
|--------------------------|-------------------|--------------------------|---------------------------|--|--|------------------------------|---|--|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against | % 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% | 1861680 5 | NIL | 100% | NIL |
| Group | Poll | | - | - | - | 4 | | |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 18616805 | 18616805 | 100% | 1861680 5 | NIL | 100% | NIL |
| Public | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Institutions | Poll | - | - | - | - | | IVIL | INIL |
| | 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% | 174369 | NIL | 100% | NIL |
| Institutions | Poll | 326 | 326 | 100% | 326 | Nil | 100% | NIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 174695 | 174695 | 100% | 174695 | Nil | 100% | |
| Total | | 18791500 | 18791500 | 100% | 18791500 | Nil | 100% | Nil 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 | | 18791500 | 100% | |

| Resolution requ | ired: (Ordinary | Special) | Ordinary F | Resolution | | | | |
|-----------------|--|---------------------------------|-----------------------|--|---------------------------------------|-------------------------------------|---|---|
| Category | Mode of Voting | No. of shares held | No. of votes polled · | % 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 | E-Voting | 18616805 | 18616805 | 100% | 18616805 | NIL | 100% | NIL |
| Promoter | Poll | | - | - | - | | 10070 | INIL |
| Group | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | 18616805 | 18616805 | 100% | 18616805 | NIL | 100% | |
| Public | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Institutions | Poll | - | _ | - 1,1,2 | - 1112 | INIL | INIL | NIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | NI A | - N. A | |
| | Total | NIL | | | - | N.A. | N.A. | N.A. |
| Public Non- | THE RESERVE OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAMED IN COLUMN TW | The second second second second | NIL | NIL | NIL | NIL | NIL | NIL |
| ubiic Non- | E-Voting | 174369 | 174369 | 100% | 165534 | 8835 | 94.93 | 5.07 |

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SANJAY KUMAR JAIN

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| | | | | | and the second s | and the form of the control of the c | and the same beautiful to the same to the same of | |
|--------------|---------------|----------|----------|------|--|--|---|-------|
| 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 requ | ired: (Ordinary | / Special) | Ordinary R | Ordinary Resolution | | | | | | | |
|-----------------|-------------------|--------------------------|---------------------------|---|--|------------------------------|---|---|--|--|--|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)] *100 | | | |
| Promoter and | E-Voting | 18616805 | 18616805 | 100% | 18616805 | NIL | 100% | NIL | | | |
| Promoter | Poll | - | - | - | - | - | - | - | | | |
| Group | 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 | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL | | | |
| Institutions | 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 | | | |
| 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. 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 |

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| Resolution requ | ired: (Ordinary | / Special) | Ordinary F | Resolution | | | - | |
|-----------------|-------------------|------------|---------------------------|---|--|--|---|--|
| Category | Mode of Voting | | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] |
| Promoter and | E-Voting | 18616805 | 18616805 | 100% | 18616805 | NIL | 100% | *100 |
| Promoter | Poll | | - | | | 1412 | 100% | NIL |
| Group | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | | - |
| | Total | 18616805 | 18616805 | 100% | 18616805 | | N.A. | N.A. |
| Public | E-Voting | NIL | NIL | NIL | | NIL | 100% | NIL |
| Institutions | Poll | - 11.2 | | INIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | N.A. | N.A | | - | - | - | - |
| | Total | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Public' Non- | | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Institutions | E-Voting | 174369 | 174369 | 100% | 167934 | 6435 | 96.31 | 3.69 |
| | Poll | 326 | 326 | 100% | 326 | Nil | 100 | 3.03 |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | | - |
| | Total | 174695 | 174695 | 100% | 168260 | The state of the s | N.A. | N.A. |
| Total | | 18791500 | 18791500 | | the second secon | 6435 | 96.316 | 3.684 |
| | | 10701000 | 10/91500 | 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)

| | Votes Casted | By E-Voting | Voting by Poll | Total No. of valid Votes | % of Total | |
|---|--------------|-------------|----------------|-----------------------------|------------|--|
| 1 | Favour | 18784739 | 326 | 18785065 | | |
| 2 | Against | 6435 | | | 99.965 | |
| | Total | | Nil | 6435 | 0.035 | |
| | Total | 18791174 | 326 | 18791500 | 100 | |

| Resolution requ | ired: (Ordinary | / Special) | Ordinary F | Resolution | | | | |
|-----------------|--|--------------------------|---------------------------|--|--|------------------------------|---|---|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and | E-Voting | 18616805 | 18616805 | 100% | 18616805 | NIL | 4000/ | |
| Promoter | Poll | - | - | | 1001000 | INIL | 100% | NIL |
| Group | Postal Ballot | N.A. | N.A. | N.A. | - A I A | | | - |
| | Total | 18616805 | 18616805 | The state of the s | N.A. | N.A. | N.A. | N.A. |
| Public | E-Voting | NIL | | 100% | 18616805 | NIL | 100% | NIL |
| nstitutions | Poll | INIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | The state of the s | | | - | - | - | | |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | AL A |
| | Total | NIL | NIL | NIL | NIL | NIL | | N.A. |
| Public Non- | E-Voting | 174369 | 174369 | | | The second second | NIL | NIL |
| | | 114000 | 174309 | 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. |
| 8.5.1. V | 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 requ | ired: (Ordinary | / Special) | Special Re | esolution | | | /W= | |
|-----------------|-------------------|--------------------------|----------------------------------|---|---------------------------------------|-------------------------------------|---|---|
| Category | Mode of Voting | No. of shares held | 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 | E-Voting | 18616805 | 18616805 | 100% | 18616805 | NIL | 100% | NIL |
| Promoter | Poll | - | - | - | - | - | | - |
| Group | 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 | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Institutions | 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 |
| 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 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 | |

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| Resolution requ | | / Special) | Special Re | solution | | | | |
|-------------------|-------------------|--------------------------|--|--|---------------------------------------|------------------------------|---|--|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)]* |
| Promoter and | E-Voting | 18616805 | 18616805 | 100% | 18616805 | | 100 | |
| Promoter Group | Poll | - | - | 10070 | 10010005 | NIL | 100% | NIL |
| | Postal Ballot | N.A. | N.A. | AL A | | - | - | - |
| | Total | 18616805 | 18616805 | N.A. | N.A. | N.A. | N.A. | N.A. |
| Public | E-Voting | NIL | The second secon | 100% | 18616805 | NIL | 100% | NIL |
| Institutions | Poll | INIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | N A | | - | - | - | - | III |
| | Total | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Public Non- | | NIL | NIL | NIL | NIL | NIL | NIL | The second secon |
| | E-Voting | 174369 | 174369 | 100% | 172619 | 1750 | 1770 | NIL |
| | Poll | 326 | 326 | 100% | 326 | | 98.99 | 1.01 |
| | Postal Ballot | N.A. | N.A. | N.A. | | Nil | 100 | - |
| | Total | 174695 | 174695 | 100% | N.A. | N.A. | N.A. | N.A. |
| Total | | 18791500 | 18791500 | The state of the s | 172945 | 1750 | 98.998 | 1.002 |
| 1-4-11-11-11 | | .0101000 | 10191900 | 100% | 18789750 | 1750 | 99.99 | 0.01 |

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

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

| S. No. | | By E-Voting | Voting by Poll | Total No. of valid Votes | Charles Comment of the Comment |
|--------|---------|--|----------------|-----------------------------|--------------------------------|
| 1 | Favour | 18789424 | 326 | | votes cast |
| 2 | Against | 1750 | 020 | 18789750 | 99.99 |
| | Total | The second secon | Nil | 1750 | 0.01 |
| | Total | 18791174 | 326 | 18791500 | 100 |

| Resolution requ | uired: (Ordinary | / Special) | Special Re | solution | | | | |
|-----------------|-------------------|--------------------------|---------------------------|----------|--|------------------------------|--|--|
| Category | Mode of Voting | No. of shares held | No. of votes polled | | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)] | % of Votes against on votes polled (7)=[(5)/(2)] |
| Promoter and | E-Voting | 18616805 | 18616805 | 100% | 18616805 | | *100 | *100 |
| Promoter | Poll | - | | 10076 | 10010005 | NIL | 100% | NIL |
| Group | Postal Ballot | N.A. | N.A. | | - | - | | |
| | Total | 18616805 | 18616805 | N.A. | N.A. | N.A. | N.A. | N.A. |
| Public | E-Voting | | | 100% | 18616805 | NIL | 100% | NIL |
| nstitutions | Poll | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | NI A | | - | - | - | - | INIL |
| | Total | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | NI A |
| Public Non- | | NIL | NIL | NIL | NIL | NIL | The state of the s | N.A. |
| Public Non- | E-Voting | 174369 | 174369 | 100% | 172619 | | NIL | NIL |
| | | | | 10070 | 112019 | 1750 | 98.99 | 1.01 |

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DS.

SANJAY KUMAR JAIN

COMPANY SECRETARY IN PRACTICE

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 Tel.: +91 141-4038471 +91 141-3102474

| Institutions | Poll | 220 | 000 | - The second | | 1-4030471, +91 | 141-3192471 | |
|------------------------------------|--|----------|--|--------------|----------|----------------|--|--|
| IS TO SATISFIC THE PROPERTY OF THE | The state of the s | 326 | 326 | 100% | 326 | Nil | 100 | |
| | Postal Ballot | N.A. | N.A. | N.A. | | | | - |
| | Total | 174695 | The state of the s | | N.A. | N.A. | N.A. | N.A. |
| Total | - I ottai | | 174695 | 100% | 172945 | 1750 | 98.998 | The state of the s |
| iotai | | 18791500 | 18791500 | 100% | 18789750 | | The state of the s | 1.002 |
| | | | | 100 /6 | 10/03/50 | 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)

| _ | Votes Casted | By E-Voting | Voting by Poll | Total No. of valid | |
|---|--------------|-------------|--|--|------------|
| 1 | Favour | 18784699 | 326 | THE PARTY OF THE P | votes cast |
| 2 | Against | 6475 | The second secon | 18785025 | 99.965 |
| | Total | | Nil | 6475 | 0.035 |
| | Total | 18791174 | 326 | 18791500 | 100 |

| irea: (Ordinary | / Special) | Special R | esolution | | | | |
|--|--|--|---|--|--|--|---|
| Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)] | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)]* |
| | 18616805 | 18616805 | 100% | 18616805 | MIII | | |
| The state of the s | - | - | | 10010000 | NIL | 100% | NIL |
| Postal Ballot | N.A. | NA | NΛ | N A | - | - | |
| Total | | | | | The second secon | N.A. | N.A. |
| E-Voting | The second secon | THE RESERVE OF THE PERSON NAMED IN COLUMN 2 IS NOT THE OWNER. | | | NIL | 100% | NIL |
| The state of the s | INIL | · NIL | NIL | NIL | NIL | | NIL |
| | NI A | | - | - | - | | - 1112 |
| | | | N.A. | N.A. | N.A. | NΔ | NI A |
| | The state of the s | The second secon | NIL | NIL | | | N.A. |
| | | 174369 | 100% | 167894 | The second secon | | NIL |
| | 326 | 326 | 100% | The second secon | - | | 3.72 |
| Postal Ballot | N.A. | N.A | | The state of the s | | The second secon | |
| Total | | 100000 | - Ninter India | | N.A. | N.A. | N.A. |
| | The second secon | The second secon | 100% | 168220 | 6475 | 96 293 | 3.707 |
| d on the fee | 18791500 | 18791500 | 100% | 18785025 | | | 0.035 |
| | Mode of Voting E-Voting Poll Postal Ballot Total | Voting shares held (1) E-Voting 18616805 Poll - Postal Ballot N.A. Total 18616805 E-Voting NIL Poll - Postal Ballot N.A. Total NIL E-Voting 174369 Poll 326 Postal Ballot N.A. Total 174695 18791500 | Mode Voting | Mode Voting of Shares held No. of Shares held No. of Yotes polled % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 E-Voting 18616805 18616805 100% Poll | Mode | Mode Voting | Mode Voting |

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 | A COLOTO DESIGNATION OF THE PARTY OF THE PAR | |
|---------------------|-------------|----------------|-----------------------------|--|------------|
| 1 | Favour | 18782299 | 326 | | votes cast |
| 2 | Against | 8875 | | 18782625 | 99.95 |
| | Total | | Nil | 8875 | 0.05 |
| | Total | 18791174 | 326 | 18791500 | 100 |

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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

| Resolution req Category | | | Tel.: +91 141-4038471, +91 141-3192471 Special Resolution | | | | | |
|-----------------------------------|--|--------------------------|---|--|---------------------------------------|------------------------------|---|------------------------------------|
| · | Mode of Voting | No. of shares held | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled |
| Promoter and Promoter Group | E-Voting | 18616805 | 18616805 | * 100 100% | 1001000 | | | (7)=[(5)/(2)] *100 |
| | Poll | - | | 100% | 18616805 | NIL | 100% | NIL |
| | Postal Ballot | N.A. | N.A. | | - | - | | INIL |
| | Total | 18616805 | | N.A. | N.A. | N.A. | N.A. | N A |
| Public Institutions | E-Voting | | 18616805 | 100% | 18616805 | NIL | 100% | N.A. |
| | Poll | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | A1 A | | - | - | | IVIL | NIL |
| | Total | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | |
| Public Non- Institutions | E-Voting | NIL | NIL | NIL | NIL | NIL | | N.A. |
| | Poll | 174369 | 174369 | 100% | 165494 | 8875 | NIL | NIL |
| | The state of the s | 326 | 326 | 100% | 326 | | 94.91 | 5.09 |
| | Postal Ballot | N.A. | . N.A. | N.A. | | Nil | 100 | - |
| | Total | 174695 | 174695 | The second secon | N.A. | N.A. | N.A. | N.A. |
| Total | | 18791500 | 18791500 | 100% | 165820 | 8875 | 94.92 | 5.08 |
| HEALT HEALT | | | 10701500 | 100% | 18782625 | 8875 | 99.95 | 0.05 |

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

Secretary

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

(SANJAY KUMAR JAIN) Company Secretary

Membership no.4491, CP no.7287

Place: JAIPUR Date: 11.08.2017

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