

Anand Prakash Jain
CHARTERED ACCOUNTANT
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SCRUTINIZER'S REPORT

Date: 19.03.2019

UDIN 19071045AAAAA84491

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

Reg:- Results of e-voting and ballots in respect of resolution passed by shareholders through Postal Ballot

Dear Sir,

I, Anand Prakash Jain, Chartered Accountant in Practice (having membership no. 071045), was appointed as Scrutinizer by your company pursuant to Section 110 of the Companies Act, 2013 read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (LODR) Regulations 2015, for the purpose of Postal Ballot process as well as through e-voting at the option of shareholders in respect of reappointing Mrs. Manisha Agarwal as Chief Advisor of the Company and deciding her remuneration for 5 years from 01.04.2019 to 31.03.2024 put for consideration through Postal Ballot notice which was issued by the company on 02nd February 2019.

I submit my report as under: -

- a. The company has completed on 16th February 2019 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 08th February 2019.
- b. As per Notice, the voting period for voting through postal ballot commenced on 17th February 2019 (10:00 a.m.) and ends on 18th March 2019 (05:00 p.m.) and e-voting period commenced on 17th February 2019 (10:00 a.m.) and ends on 18th March 2019 (05:00 p.m.) on the NSDL e-voting platform.
- c. Particulars of Postal Ballot Forms received from the member have been entered in the register separately maintained for this purpose.
- d. The data of e-voting, after the E-voting module was disabled by the NSDL, was downloaded by me on 19th March 2019 at 9:37 A.M. The votes cast through remote e-voting were unblocked on 19th March 2019 at 9:37 A.M. in presence of two (2) witnesses not in the employment of the company.
- e. The postal ballot forms was kept under my safe custody in sealed and tamper proof boxes before commencing the scrutiny of such postal ballot forms.
- f. The postal ballot form was duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on 08th February 2019.

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- g. The e-voting data was scrutinized by me for the verification of votes cast in favour and against the resolution.
- h. The postal ballot forms received on or before 18th March 2019 at 05:00 P.M., the last date and time fixed by the Company for the receipts of the forms, were considered for my scrutiny.
- i. Envelopes containing postal ballot forms received after 5:00 P.M. on 18th March 2019 were not considered for my scrutiny.
- j. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to NIL.
- k. I did not find any defaced or mutilated ballot paper.
- l. One postal ballot form received from a shareholder holding 100 equity shares was found incomplete and hence was rejected.
- m. Votes polled by Promoter/Promoter Group being interested in the resolution were not considered.

The result of scrutiny of the above postal ballot voting including voting by electronic means in respect of the resolution through the Postal Ballot Notice dated 02nd February 2019 EXCLUDING THE VOTES POLLED ON EVOTING BY PROMOTER/PROMOTER GROUP is as under: -

Resolution No. 1- TO REAPPOINT MRS. MANISHA AGARWAL AS CHIEF ADVISOR OF THE COMPANY AND TO DECIDE HER REMUNERATION FOR 5 YEARS FROM 01.04.2019 TO 31.03.2024.

S. No.	Votes Casted	By E-Voting	Voting by Poll/Ballot paper	Total No. of valid Votes	% of Total votes cast
1	Favour	3590908	380	3591288	100%
2	Against	3041	0	3041	100%
	Total	3593949	380	3594329	100%

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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and Promoter Group	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	3593949	3593949	100%	3590908	3041	99.92%	0.08%
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	380	380	100%	380	NIL	100%	NIL
	Total	3594329	3594329	100%	3591288	3041	99.92%	0.08%
Total		3594329	3594329	100%	3591288	3041	99.92%	0.08%

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

I have handed over the 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.

You may accordingly declare the result of voting by postal ballot and E-voting.



(ANAND PRAKASH JAIN)
 Chartered Accountant
 M. No: 071045

Place: 19.03.2019
 Date: Jaipur