



**SANJAY KUMAR JAIN**

**COMPANY SECRETARY IN PRACTICE**

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

Tonk Road, Jaipur-302015 (Raj.) India

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## SCRUTINIZER'S REPORT

Date: 21.07.2018

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 23<sup>rd</sup> Annual General meeting held on 21<sup>st</sup> July 2018 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 23<sup>rd</sup> Annual General meeting held on 21<sup>st</sup> July 2018, notice of which was issued by the company on 05<sup>th</sup> May 2018.

I submit my report as under:-

### A. Relating to E-Voting:-

As per Notice, the e-voting period commenced on 18<sup>th</sup> July, 2018 at 9:00 a.m. and ended on 20<sup>th</sup> July, 2018 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 Saturday, 14<sup>th</sup> July 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

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2. The data of e-voting after the E-voting module was disabled by the NSDL was downloaded by me on 21<sup>st</sup> July 2018 at 11:00 A.M. The votes cast through remote e-voting were unblocked 21<sup>st</sup> July 2018 at 11:00 A.M. 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 21<sup>st</sup> July 2018 in presence of two (2) witnesses not in the employment of the company

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 2018 including audited Balance Sheet as at 31st March 2018, 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	26954103	105	26954208	100%
2	Against	-	-	-	-
	Total	26954103	105	26954208	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	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	3683099	3683099	100%	3683099	NIL	100%	NIL
	Poll	105	105	100%	105	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683204	3683204	100%	3683204	NIL	100%	NIL
Total		26954208	26954208	100%	26954208	NIL	100%	NIL



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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	26957824	105	26957929	99.993%
2	Against	2040	-	2040	0.007
	Total	26959864	105	26959969	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	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	3688860	3688860	100%	3688820	2040	99.94%	0.06%
	Poll	105	105	100%	105	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3688965	3688965	100%	3686925	2040	99.945%	0.055%
Total		26959969	26959969	100%	26957929	2040	99.992%	0.008%

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



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**Resolution No. 3:** To appoint a director in place of Mr. Vedant Kanoi (DIN: 02102558), 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	26951158	105	26951263	99.989%
2	Against	2945	-	2945	0.011%
	Total	26954103	105	26954208	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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23271004	23271004	100%	23271004	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	3683099	3683099	100%	3680154	2945	99.92%	0.08%
	Poll	105	105	100%	105	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3683204	3683204	100%	3680259	2945	99.920%	0.080%
Total		26954208	26954208	100%	26951263	2945	99.990%	0.010%

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	26954103	105	26954208	100%
2	Against	-	-	-	-
	Total	26954103	105	26954208	100%

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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	23271004	23271004	100%	23271004	NIL	100%	NIL	
	Poll	-	-	-	-	-	-	-	
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>	<b>23271004</b>	<b>23271004</b>	<b>100%</b>	<b>23271004</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>	
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.	
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	
Public Non-Institutions	E-Voting	3683099	3683099	100%	3683099	NIL	100%	NIL	
	Poll	105	105	100%	105	NIL	100%	NIL	
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>	<b>3683204</b>	<b>3683204</b>	<b>100%</b>	<b>3683204</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>	
<b>Total</b>		<b>26954208</b>	<b>26954208</b>	<b>100%</b>	<b>26954208</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>	

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

**Resolution No. 5:** Appointment of Mr. Hemant Kaul (DIN: 00551588), Non-Executive Chairman, as an Independent 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	26954103	105	26954208	100%
2	Against	-	-	-	-
	<b>Total</b>	<b>26954103</b>	<b>105</b>	<b>26954208</b>	<b>100%</b>

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	E-Voting	23271004	23271004	100%	23271004	NIL	100%	NIL	
	Poll	-	-	-	-	-	-	-	

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Group	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	23271004	23271004	100%	23271004	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.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	3683099	3683099	100%	3683099	NIL	100%	NIL
	Poll	105	105	100%	105	NIL	100%	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3683204</b>	<b>3683204</b>	<b>100%</b>	<b>3683204</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
<b>Total</b>		<b>26954208</b>	<b>26954208</b>	<b>100%</b>	<b>26954208</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

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

**Resolution No. 6:** To consider and determine the fees for delivery of any document through a particular mode of delivery to a member (**Special Resolution**)

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	26951408	105	26951513	99.990%
2	Against	2695	-	2695	0.010
	<b>Total</b>	<b>26954103</b>	<b>105</b>	<b>26954208</b>	<b>100%</b>

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	23271004	23271004	100%	23271004	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>23271004</b>	<b>23271004</b>	<b>100%</b>	<b>23271004</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>
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.
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public Non-Institutions	E-Voting	3683099	3683099	100%	3680404	2695	99.92%	0.07%
	Poll	105	105	100%	105	-	-	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3683204</b>	<b>3683204</b>	<b>100%</b>	<b>3680509</b>	<b>2695</b>	<b>99.926%</b>	<b>0.074%</b>
<b>Total</b>		<b>26954208</b>	<b>26954208</b>	<b>100%</b>	<b>26951513</b>	<b>2695</b>	<b>99.990%</b>	<b>0.010%</b>



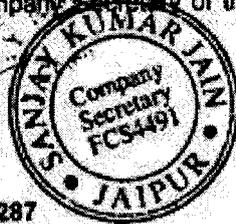
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Based on the foregoing, above Special resolution is being declared as duly passed by the requisite majority.

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: New Delhi  
Date: 21.07.2018

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