

Anand Prakash Jain
CHARTERED ACCOUNTANT
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SCRUTINIZER'S REPORT

Date: 11.02.2018

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 resolutions 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 approval of Slump Sale of MTSS business of the company in India put for consideration through Postal Ballot notice which was issued by the company on 4th January 2018.

I submit my report as under:-

- a. The company has completed on 9th January 2018 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 5th January 2018.
- b. As per Notice, the voting period for voting through postal ballot commenced on 11th January 2018 (09:00 a.m.) and ends on 10th February 2018 (05:00 p.m.) and e-voting period commenced on 11th January 2018 (09:00 a.m.) and ends on 10th February 2018 (05:00 p.m.) on the NSDL e-voting platform.
- c. Particulars of all postal ballot forms received from the members have been entered in a 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 10th February 2018 at 8:00 P.M. The votes cast through remote e-voting were unblocked on 10th February 2018 at 8:00 P.M. in presence of two (2) witnesses not in the employment of the company.
- e. The postal ballot forms were kept under my safe custody in sealed and tamper proof boxes before commencing the scrutiny of such postal ballot forms.
- f. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of the beneficiaries as on 5th January 2018.



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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. All postal ballots forms received on or before 10th February 2018 at 5:00 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 10th February 2018 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

The result of scrutiny of the above postal ballot voting including voting by electronic means in respect of the resolutions contained in the Notice dated 4th January 2018 through postal ballot are as under:-

Resolution No. 1- Slump Sale of MTSS business of the company in India. (Special Resolution)

S. No.	Votes Casted	By E-Voting	Voting by Poll/Ballot paper	Total No. of valid Votes	% of Total votes cast
1	Favour	22156558	1272	22157830	100%
2	Against	8160	835	8995	100%
	Total	22164718	2107	22166825	100%

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	3547913	3547913	99.94%	3539753	8160	99.77%	0.23%
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	2107	2107	0.06%	1272	835	60.37%	39.63%
	Total	3550020	3550020	100%	3541025	8995	99.75%	0.25%
Total		22166825	22166825	100%	22157830	8995	99.96%	0.04%

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

Office: 556, 5th Floor, Sunny Mart, New Aatish Market, Mansarovar, Jaipur-302020



Anand Prakash Jain

CHARTERED ACCOUNTANT

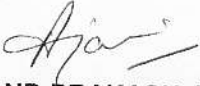
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I have handed over the ballot papers and other related papers / Registers and records for safe custody to Mr. Dilip Kumar Morwal, Company Secretary of the Company who is authorized by the Board to supervise the E-voting process.

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



(ANAND PRAKASH JAIN)

Chartered Accountant

M. No: 071045

Place: 11.02.2018

Date: Jaipur