

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: TRANSCORP INTERNATIONAL LIMITED  
 Script Code: 532410  
 Quarter ending on: 31<sup>st</sup> MARCH 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 II		
(A) Composition of Board	49(IIA)	Yes	NIL
(B) Independent Directors	49 (IIB)	Yes	NIL
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Disclosure requirements (in Annual Report) will be complied in the next Annual Report
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	NIL
(E) Code of Conduct	49 (IIE)	Yes	Disclosure Requirements (in Annual Report) will be complied in the Annual Report
(F) Whistle Blower Mechanism	49 (IIF)	Yes	Disclosure Requirements (in Directors Report) will be complied in the Annual Report
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	NIL
(B) Meeting of Audit Committee	49 (IIIB)	Yes	NIL
(C) Powers of Audit Committee	49 (IIIC)	Yes	NIL
(D) Role of Audit Committee	49 III(D)	Yes	NIL
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	NIL
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	NIL
<b>V. Subsidiary Companies</b>	49 (V)	Yes	NIL
<b>VI. Risk Management</b>	49 (VI)	Yes	NIL
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	NIL
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	See Working Note 1
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	See Working Note 1
(C) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII D)	N.A.	N.A.
(D) Remuneration of Directors	49 (VIII E)	N.A.	See Working Note 1
(E) Management	49 (VIII F)	N.A.	See Working Note 1
(F) Shareholders	49 (VIII G)	N.A.	See Working Note 1
<b>IX.CEO/CFO Certification</b>	49 (IX)	N.A.	See Working Note 1
<b>X. Report on Corporate Governance</b>	49 (X)	N.A.	See Working Note 1
<b>XI. Compliance</b>	49 (XI)	N.A.	See Working Note 1

**Working Notes:-**

Disclosure requirement are not applicable for this quarter. These will be done in due course at the time of preparation of Annual Report and 20th AGM.

For Transcorp International Limited

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Dilip Kumar Morwal  
 Company Secretary and Principal Officer (AMLC)

Date: 02.04.2015

Place: Jaipur