

TRANS CORP INTERNATIONAL LTD.

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CIN: L51909DL1994PLC235697

Web-site: www.transcorpint.com , **e-mail:** info@transcorpint.com

NOTICE OF POSTAL BALLOT AND E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013)

Dear Shareholder,

Notice is hereby given to the Members of the Company pursuant to the provisions of Section 108 and 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (the "Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("SEBI LODR, 2015"), Secretarial Standards on General Meeting ("SS-2") and other applicable provisions of the Act, Rules, Circular and Notification issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) that the Resolutions as set out in the Notice is proposed for approval of Member of the Company by means of Postal Ballot by voting through electronic means ("remote e-voting").

RESOLUTIONS

Item No. 1. To re-appoint and approve the remuneration of Mr. Ayan Agarwal, Chief Executive Officer (Payment Systems)

To consider and thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee, Board of Directors and the Nomination and Remuneration Committee, the consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Ayan Agarwal as Chief Executive Officer (Payment Systems) and for the revision of his remuneration from the present CTC of Rs. 5,29,123 per month to Rs. ₹ 6,79,029/- per month, with an annual increment of up to 15% in CTC (subject to performance appraisal by the Nomination and Remuneration Committee and the Board of Directors) as per below structure.

Particulars	Revised (Rs. per month) w.e.f 01st October 2025
Basic Salary	375000
House Rent Allowance	150000
Special Allowance	40000
Driver reimbursement	25000
Mobile and	As per actual bills

broadband reimbursement	
LTA for self and family	25000
PF employer	45000
Gratuity	18029
group insurance premium	1000

In addition, he shall be entitled to the use of a company car with driver for official purposes, reimbursement of related expenses, and all other perquisites as per the Company's HR policy. He shall further be entitled to 8% of Profit Before Tax (PBT) per annum, calculated separately for the first six months and thereafter for each Financial Year, subject to a minimum of Rs. 25 lakhs per annum, for a period of three years with effect from 1st October 2025.

Other Terms and Perquisites

- Provident Fund, Gratuity, Leave, Personal Accident Cover, and Group Mediclaim, as per Provident Fund, Gratuity, Leave, Personal Accident Cover, and Group Mediclaim, as per Company policy.
- Telephone/Mobile facility for official use (personal long-distance calls to be reimbursed).
- Reimbursement of Indian and foreign medical expenses for self and his family members, including expenses on travel for the same in India and abroad.
- Use of Company's car with driver for official purposes along with insurance and maintenance, borne by the Company.
- Reimbursement of other expenses incurred wholly and exclusively for business and official purposes.

FURTHER RESOLVED THAT Mr. Rajesh Garg, Executive Director of the company be and is/are hereby authorised for doing all necessary acts which may be considered necessary and incidental to above mentioned matter."

Item No. 2. Amendment to ESOP Policy – Removal of Clause 14.4 (Lock-in Requirement)

To consider and approve the amendment to the ESOP-2017 by removing Clause 14.4 relating to lock-in requirement for shares allotted under the ESOP upon exercise of options.

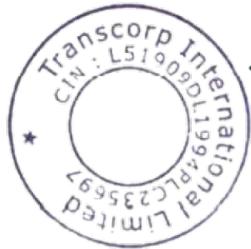
"RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with the applicable rules thereunder, SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, and subject to such other approvals as may be necessary, the consent of the shareholders be and is hereby accorded to amend the Company's Employee Stock Option Plan-2017 ("ESOP-2017") by **deleting Clause 14.4**, which provides for a one-year lock-in period on shares allotted upon exercise of options.

RESOLVED FURTHER THAT upon deletion of the said clause, shares allotted pursuant to exercise of ESOP options after the approval of this amendment shall not be subject to any lock-in period unless specifically mandated under applicable law, and all other provisions of the ESOP-2017 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize, modify and execute the amended ESOP-2017, submit necessary filings with the stock exchange(s) and other regulatory authorities, and do all such acts, deeds, and things as may be necessary to give effect to this resolution."

By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

Place: Jaipur
Date: 19-12-2025



JAYESH KUMAR POONIYA
Company Secretary
M. No : ACS44038

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith for consideration and form part of this Postal Ballot Notice.
2. The Company has appointed Mr. Anand Prakash Jain, Chartered Accountant as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
3. The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The communication of assent or dissent of Member would only take place through the remote e-voting. Members are requested to carefully read the instruction in the notes for remote e-voting before casting their votes.
4. Members whose name appear in the Registrar of Members/List of Beneficial Owners as on **Saturday, December 27, 2025** being cut-off date, are entitled to vote on the resolution set forth in the Postal Ballot Notice. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut -off date. In case of joint holders, any one of such holder(s) may vote.
5. The Notice is being sent only through electronic mode to those members whose names appear on the Register of Members/Beneficial Owner as received from National Securities Depository Limited (NSDL) as on **Saturday, December 27, 2025** and whose email id are registered with the Company/ depositories. Members who have not registered their e-mail ids, are requested to follow the instruction given hereunder to receive the Postal Ballot Notice and Login ID & password for remote e-voting. A person who is not a member as on the cut- off date shall treat this Notice of Postal Ballot for Information purpose only.
6. Members holding shares in physical mode and who have not updated their e-mail address with the company are requested to write to the company or Registrar and Share Transfer Agent Alankit Assignments Limited, 1E/13, Jhandewalan Extn. New Delhi- 110055 (INDIA) Ph No.: 011-42541959 e-mail id: info@alankit.com to update their respective their email addresses by providing the requesting documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with relevant Depository Participants.

7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.transcorpint.com website of Stock Exchange at www.bseindia.com and on the website of NSDL <https://www.nsdl.co.in//https://www.evoting.nsdl.com/>
8. Relevant documents, if any, referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation this Notice up to the last date of remote e-voting. Members can inspect the same by writing email to the company at grievance@transcorpint.com.
9. The remote e-voting period are given below:

Commencement Day, Date and Time	Friday, January 09, 2026 {From 9:00 A.M. (IST)}
End Day, Date and Time	Saturday, February 07, 2026 {Till 5.00 P.M. (IST)}

During this period, members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

10. The Scrutinizer shall after the conclusion of the remote e-voting on **Saturday, February 07, 2026** 5.00 P.M. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.
11. The results of the Postal ballot will be announced at on or before 5.00 p.m. IST on **Monday, February 09, 2026** at 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur- 302004 The results will also be uploaded on the Company's website at www.transcorpint.com website of NSDL at <https://www.nsdl.co.in//> and also necessary disclosures to the BSE Limited ("BSE") ("collectively referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. **Saturday, February 07, 2026**.
12. Members may send their queries related to item included in the Postal Ballot Notice on the email ID info@transcorpint.com in from their registered email address or write to Mr. Jayesh Kumar Pooniya (Company Secretary), at 5th Floor, Transcorp Tower, Moti Doongri Road, Jaipur- 302004 mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

Voting through electronic means

The details of the process, manner and instruction for remote e-voting are as under:

- I. Pursuant to SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/242 dated December 09, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- II. In terms of the said SEBI circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

	<p>https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also

	<p>links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to

retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anandjain175@hotmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@transcorpint.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@transcorpint.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Place: Jaipur
Date: 19-12-2025



By Order of the Board
 For TRANSCORP INTERNATIONAL LIMITED


JAYESH KUMAR POONIYA
 Company Secretary
 M.No.: ACS44038

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item.1 The Companies Act, 2013 aims to ensure the transparency in the transaction and dealings with related parties of the Company. The provisions of section 188(1)(f) and all the other applicable provisions of Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the Company, its subsidiary and associate company.

As per section 188(1)(f) as per the board of director of the company can appoint any person at any office or place of profit in the company, its subsidiary and associate company at monthly remuneration of 250,000 exceeds above shall require the approval of shareholders by passing resolution.

Mr. Ayan Agarwal who is son of Mr. Ashok Kumar Agarwal (Director and promoter of the company) was appointed by the Board of Directors as Vice President (PPI Business) of the

Company and holding place of profit under section 188(1)(f) w.e.f from 01st April 2019 and his present remuneration (CTC) is Rs. 529123 per month.

Keeping in view of the appraisal policy of the Company and considering his qualification, experiences and subject to the approval of shareholders the Nomination and Remuneration Committee on 16th December 2025, Audit Committee on 17th December 2025 and Board of directors 19th December 2025 respectively has recommended and approved to reappoint him as Chief Executive Officer (Payment Systems) w.e.f. 01.10.2025 and subject to the approval of shareholders recommend the increase in the remuneration of Mr. Ayan Agarwal from Rs. 529123 per month to Rs. 6,79,029 per month with an annual increment of up to 15% in CTC (subject to performance appraisal by the Nomination and Remuneration Committee and the Board of Directors).

In addition, he shall be entitled to the use of a company car with driver for official purposes, reimbursement of related expenses, and all other perquisites as per the Company's HR policy. He shall further be entitled to 8% of Profit Before Tax (PBT) per annum, calculated separately for the first six months and thereafter for each Financial Year, subject to a minimum of Rs. 25 lakhs per annum, for a period of three years with effect from 1st October 2025 on the terms and subject to conditions set out in the draft agreement referred to in the resolution at item no.1 of the Notice. The material terms including remuneration, of the said Agreement are as follows:

A) PERIOD: Three years i.e. from 01st October 2025 to 30th September 2028.

Other Terms and Perquisites

- Provident Fund, Gratuity, Leave, Personal Accident Cover, and Group Mediclaim, as per Company policy.
- Telephone/Mobile facility for official use (personal long-distance calls to be reimbursed).
- Reimbursement of Indian and foreign medical expenses for self and his family members, including expenses on travel for the same in India and abroad.
- Use of Company's car with driver for official purposes along with insurance and maintenance, borne by the Company.
- Reimbursement of other expenses incurred wholly and exclusively for business and official purposes.

FURTHER Mr. Rajesh Garg, Executive Director of the company be and is hereby authorized for doing all necessary acts which may be considered necessary and incidental to above mentioned matter."

The Board of Directors shall have authority to change, alter or vary the terms and conditions (including remuneration) subject to the condition that the terms and conditions (including remuneration) so changed, altered or varied shall always be within the limits prescribed under the provisions of Companies Act, 2013 for the time being and from time to time in force or as amended in future.

(II) Other Terms and Conditions

Other terms and conditions as given in the draft of agreement.

Your directors recommend passing this resolution as Special Resolution.

Except Mr. Ashok Kumar Agarwal, Mr. Vedant Kanoi and their relatives, none of the other directors, Key Managerial Persons and their relatives are in any way concerned or interested financially or otherwise, in this resolution.

Item No.2 : Approval for Amendment to Employee Stock Option Plan – 2017 (Deletion of Clause 14.4 related to Lock-in Period)

The Employee Stock Option Plan–2017 ("ESOP-2017") of the Company was approved by the Board of Directors and the shareholders at the Annual General Meeting held on 11th August 2017. The ESOP-2017 contains Clause 14.4 under "Terms & Conditions of Shares", which provides that:

"The Shares allotted to the Employees pursuant to the exercise will be subject to a lock-in period of 1 year from the date of allotment."

Subsequent to the approval of the ESOP-2017, the Securities and Exchange Board of India ("SEBI") notified the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), which replaced the earlier 2014 regulations.

Under the current SEBI SBEB & SE Regulations, there is no requirement for imposing a lock-in period on shares allotted to employees upon exercise of ESOP options, unless the company voluntarily provides for such lock-in. Accordingly, the existing lock-in clause in the ESOP-2017 is not aligned with current SEBI regulatory provisions and imposes an additional restriction on employees, which is not mandated under law.

In order to bring the ESOP-2017 fully in line with the prevailing SEBI Regulations and to avoid the imposition of an unnecessary restriction on employees, it is proposed to delete Clause 14.4 from the ESOP-2017. Upon deletion of the clause, the shares allotted pursuant to the exercise of options after this approval shall not be subject to any lock-in period, unless otherwise required under applicable law.

The Nomination and Remuneration Committee and the Board of Directors on 16th December 2025 & 18th December 2025 respectively have reviewed the matter and approved the proposed amendment to the ESOP-2017, subject to shareholders' approval.

Pursuant to Regulation 7 of the SEBI SBEB & SE Regulations, any modification of an ESOP scheme that is not beneficial to employees requires prior approval of shareholders by way of a Special Resolution. Although the proposed amendment is beneficial to employees, the Company is seeking shareholder approval as a measure of good governance and corporate transparency.

The proposed amendment does not affect the number of options granted, vesting conditions, exercise price, exercise period, or any other rights of the employees under the ESOP-2017.

A copy of the amended ESOP-2017 incorporating the proposed deletion of Clause 14.4 is available for inspection at the Registered Office of the Company on all working days during business hours and is also uploaded on the Company's website at www.transcorpint.com.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolution, except to the extent of their eligibility to receive ESOPs under the ESOP-2017.

The Board recommends the passing of the resolution at Item No. 2 as a Special Resolution through postal ballot/e-voting.

By Order of the Board
For TRANSCORP INTERNATIONAL LIMITED

Place: Jaipur
Date: 19-12-2025


JAYESH KUMAR POONIYA
Company Secretary
M.No.: ACS44038

