Date: August 31, 2022

Division of Issues and Listing

Securities and Exchange Board of India,

SEBI Bhavan BKC, Plot No.C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Sub: Application for condonation of delay in obtaining in-principal approval of the recognized stock exchange pursuant to Regulation 12(3) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Dear Sir / Madam,

This is with reference to the above subject matter, Transcorp International Limited (the “**Company**”) is making this application with a request to grant approval to make allotment of shares in respect of options granted to the eligible employees under Employee Stock Option Plan 2017 (the “**Scheme**”).

The facts in brief are as follows: -

1. **Brief background**
2. The “Company” having its registered office at Plot No. 3, HAF Pocket, Sector 18A, Near Veer Awas, Dwarka, Phase-II, New Delhi - 110075 was incorporated under the Companies Act, 1956 on December 20, 1994. The Corporate Identification Number (‘CIN’) of the Company is L51909DL1994PLC235697. The company is engaged in the business of (i) buying and selling of foreign exchange, money changing and various permissible outward remittance activities as Authorised Dealer Category II licensed by Reserve Bank of India, (ii) issuing and operating payment system for pre-paid payment instruments in India under Prepaid Payment Instruments (“PPI”) license granted to it by Reserve Bank of India, (iii) Financial Inclusion services as National Business Correspondent of State Bank of India and providing services such as Domestic Money Transfer, cash withdrawal and deposition, opening of non-frill accounts, participating in various Govt. incentive and benefit schemes etc.
3. The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of Re. 2 (Rupee Two only) each. The Paid-up Share capital of the Company is Rs. 6,35,65,488 (Rupees Six Crore Thirty-Five Lakh Sixty-Five Thousand Four Hundred Eighty-Eight only) divided into 3,17,82,744 (Three Crore Seventeen Lakh Eighty-Two Thousand Seven Hundred and Forty-Four) Equity Shares of Re. 2 (Rupee Two) each.

1. The equity shares of the Company are listed on BSE Limited (Script Code 532410).
2. The shareholding pattern in brief as on June 30, 2022 is as follows: -

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr.** | **Category** | **No. of Shares** | **% Age shareholding** |
| 1 | Promoter and Promoter Group | 2,32,71,004 | 73.22 |
| 2 | Public | 85,11,740 | 26.78 |
|  | **Total** | **3,17,82,744** | **100.00** |

1. **About Employee Stock Option Plan 2017**
2. The Company had approved an “Employee Stock Option Plan 2017” at its Annual General Meeting held on August 11, 2017 to grant options to the Eligible Employees not exceeding 12,71,309 (Twelve Lakh Seventy One Thousand Three Hundred and Nine Only) exercisable into not more than 12,71,309 (Twelve Lakh Seventy One Thousand Three Hundred and Nine Only) Shares of face value of Re. 2 (Rupee Two) each fully paid-up with each such Option conferring a right upon the Eligible Employee to apply for one share of the Company, in accordance with the terms and conditions of the Scheme.
3. Out of the total 12,71,309 options available for the Eligible Employees under the Scheme, the following table represents the number of options granted, vested, lapsed / forfeited, and exercised since the adoption of scheme.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Particulars** | **FY 2017 -2018** | **FY 2018 - 2019** | **FY 2019 - 2020** | **FY 2020 - 2021** | **FY 2021 - 2022** |
| **No. of options outstanding at the beginning of the period** | Nil | 1,57,500 | 72,000 | 2,69,000 | 2,46,000 |
| **Number of options granted during the year** | 1,66,500 | Nil | 2,57,500 | Nil | 3,19,000 |
| **Date of grant of options** | January 25, 2018 | NA | August 10, 2019 | NA | October 29, 2021 |
| **Number of options forfeited / lapsed during the year / Employees Left** | 9,000 | 85,500 | 60,500 | 23,000 | 42,000 |
| **Number of options vested during the year** | Nil | Nil | Nil | Nil | Nil |
| **Number of options exercised during the year** | Nil | Nil | Nil | Nil | Nil |
| **Number of options outstanding at the end of the year** | 1,57,500 | 72,000 | 2,69,000 | 2,46,000 | 5,23,000 |

1. SEBI vide Notification SEBI/LAD-NRO/GN/2021/40 dated August 13, 2021 repealed SEBI (Share Based Employee Benefit) Regulations, 2014 (the “**erstwhile SEBI SBEB Regulations**”) and introduced SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “**SEBI SBEB Regulations**”)
2. **Requirements of obtaining in-principle approval of the recognized stock exchange pursuant to Regulation 12(3) of SEBI SBEB Regulations and erstwhile SEBI SBEB Regulations**
3. The Company had implemented the Scheme under the erstwhile SEBI SBEB Regulations wherein the Company was required to obtain in-principle approval from stock exchanges anytime prior to the exercise of options. The first two grants made on 25th January 2018 and 10th August 2019 respectively were granted prior to the amendment in the regulations hence there was no need of obtaining In-Principal Approval of Stock Exchange prior to granting these options under ESOP Scheme-2017.

Further, since the Scheme was approved under the erstwhile SEBI SBEB Regulations, the Company had also made bona fide grant of options on 29th October 2021, as detailed in Para 2(b) above.

1. The in-principle approval for listing of 12,71,309 equity shares reserved under the Scheme is yet to be applied.
2. Thereafter, the erstwhile SEBI SBEB Regulations were repealed and were replaced by the SEBI SBEB Regulations.
3. In terms of Regulation 12(3) of the SEBI SBEB Regulations, the Company was required to obtain the in-principle approval from stock exchange where its equity share are listed prior to the grant of options whereas, as mentioned above the company with bona fide intention granted 3,19,000 stock options on 29th October 2021 under ESOP Scheme-2017 without obtaining the in-principal approval as required under revised SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 which were made applicable w.e.f. 13th August 2021.
4. **Exemption / Relief Sought**

This application is being made by the Company under the SEBI SBEB Regulations to grant exemption / relief / condonation under Regulation 43 of the SEBI SBEB Regulations w.r.t. the options which had already been granted by the Company on October 29, 2021 pursuant the ESOP Scheme-2017 approved under the erstwhile SEBI SBEB Regulations without receipt of in-principle approval from Stock Exchange (BSE). Further, it is also requested that the application of the Company now being made pursuant to Regulation 12(3) of the SEBI SBEB Regulations be considered by the Stock Exchange and in-principle approval be granted for the abovementioned 12,71,309 equity shares reserved under the Scheme.

Further, in this regard, fees as mentioned under Regulation 43(2) of the SEBI SBEB Regulations has been paid as under:

|  |  |  |
| --- | --- | --- |
| **Particulars of fees paid** |  | **Details** |
| Fees amount | : | Rs. 100,000 |
| IGST @ 18% | : | Rs. 18,000 |
| Amount paid | : | Rs. 118,000 |
| Details of Demand Draft (attached) | 1234 | Demand Draft No.: 449012Drawn on: Axis Bank LimitedFavoring: Securities and Exchange Board of IndiaPayable at: Mumbai |

You are requested to consider this application and grant necessary approvals at an early date.

for **Transcorp International Limited**

**Dilip Kumar Morwal**

**Company Secretary**

**ACS - 17572**

Encl.: As Above