

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,

Dwarka, Phase-II, New Delhi-110075

Telephone: 011-30418901-05

CIN:L51909DL1994PLC235697

Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 22ND ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON FRIDAY, THE 11TH AUGUST, 2017 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 3, HAF POCKET, SECTOR 18A, DWARKA, PHASE-II, NEW DELHI-110075 (CONCLUDED AT 10:05 A.M.)

Approval of Employee Stock Option Scheme 2017 (Esop Scheme 2017)

Chairman requested the members to propose and second the following resolution:-

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the SEBI (Share Based Employee Benefits) Regulations, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and (including earlier enactments in this regard to the extent currently applicable) including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Employee Stock Option Plan - 2017 (hereinafter referred to as 'ESOP- 2017'), be and is hereby approved and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**") which term shall be deemed to include the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, issue and offer 1271309 options representing 5% of the paid up share capital of the Company as on the date of shareholders' approval, in the form of options, in one or more tranches under the ESOP 2017 to the present and/or future permanent employees of the Company which term shall be deemed to include the subsidiary companies as well, (hereinafter referred to as 'employees' or 'said employees') exercisable into 1271309 equity shares representing 5% of the paid up capital of the Company as on the date of shareholders' approval (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), at such price and on such terms and conditions as may be decided by the Board in accordance with applicable Guidelines and the Regulations or other provisions of the law as may be prevailing at the relevant time.

FURTHER RESOLVED THAT the Board be and is hereby further authorized to:

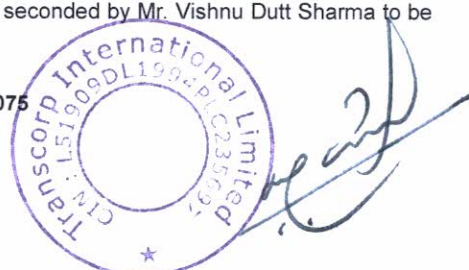
- a) Such Equity Shares issued, shall rank *pari-passu* in all respects with the then existing Equity Shares of the company,
- b) To modify, change, vary, alter, amend, suspend or terminate the ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2017 and to do all other things incidental and ancillary thereof.

FURTHER RESOLVED THAT as if required, the Company shall conform with the accounting policies as per Guidelines in force from time to time.

FURTHER RESOLVED THAT the board of directors of the Company and the Nomination, Remuneration Committee (collective referred to as the "**Board**"), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP- 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

The above mentioned resolution was proposed by Mr. M.L. Wadhwa and seconded by Mr. Vishnu Dutt Sharma to be passed as **Special Resolution**.

Regd Office: Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi-110075



TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,

Dwarka, Phase-II, New Delhi-110075

Telephone: 011-30418901-05

CIN:L51909DL1994PLC235697

Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

Result of e-voting and voting by Ballot papers:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18784699	326	18785025	99.965
2	Against	6475	Nil	6475	0.035
	Total	18791174	326	18791500	100

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	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	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	174369	174369	100%	167894	6475	96.28	3.72
	Poll	326	326	100%	326	Nil	100%	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	168220	6475	96.293	3.71
Total		18791500	18791500	100%	18785025	6475	99.965	0.035

Hence the resolution was passed with requisite majority as **Special Resolution**.

**Certified True Copy
For Transcorp International Limited**


**Dilip Kumar Morwal
Company Secretary
(ACS17572)**





Regd Office: Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi-110075

TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,

Dwarka, Phase-II, New Delhi-110075

Telephone: 011-30418901-05

CIN:L51909DL1994PLC235697

Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 22ND ANNUAL GENERAL MEETING OF TRANSCORP INTERNATIONAL LIMITED HELD ON FRIDAY, THE 11TH AUGUST, 2017 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 3, HAF POCKET, SECTOR 18A, DWARKA, PHASE-II, NEW DELHI-110075 (CONCLUDED AT 10:05 A.M.)

Approval To Extend The Benefits Of Employee Stock Option Plan- 2017 To Employees Of Subsidiary(ies)

Chairman requested the members to propose and second the following resolution:-

"RESOLVED THAT, pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as 'ESOP- 2017') to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarized in the Explanatory Statement.

FURTHER RESOLVED THAT the board of directors of the Company and the Nomination, Remuneration Committee (collective referred to as the "Board"), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP- 2017 as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

The above mentioned resolution was proposed by Mrs. Neelam Sharma and seconded by Mr. M.L. Wadhwa to be passed as **Special Resolution**.

Result of e-voting and voting by Ballot papers:-

S. No.	Votes Casted	By E-Voting	Voting by Poll	Total No. of valid Votes	% of Total votes cast
1	Favour	18782299	326	18782625	99.95
2	Against	8875	Nil	8875	0.05
	Total	18791174	326	18791500	100

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	18616805	18616805	100%	18616805	NIL	100%	NIL
	Poll	-	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	18616805	18616805	100%	18616805	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.

Regd Office: Plot No. 3, HAF Pocket, Sector 18A, Dwarka, New Delhi-110075



TRANSCORP INTERNATIONAL LTD.

Plot No. 3, HAF Pocket, Sector 18A,

Dwarka, Phase-II, New Delhi-110075

Telephone: 011-30418901-05

CIN: L51909DL1994PLC235697


Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	174369	174369	100%	165494	8875	94.91	5.09
	Poll	326	326	100%	326	Nil	100	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	174695	174695	100%	165820	8875	94.91	5.08
Total		18791500	18791500	100%	18782625	8875	99.95	0.05

Hence the resolution was passed with requisite majority as **Special Resolution**.

**Certified True Copy
For Transcorp International Limited**



**Dilip Kumar Morwal
Company Secretary
(ACS17572)**

