

TRANSCORP INTERNATIONAL LTD.

5th Floor, Transcorp Towers,
Moti Doongri Road,
Jaipur-302004 (Rajasthan)
Telephone: 2363888, 23639999
Fax: 91-141-237 2066
CIN:L51909DL1994PLC235697

Web-Site: www.transcorpint.com

E-mail: corp@transcorpint.com

Date: 02.09.2022

To,

The General Manager
Department of Corporate Services,
BSE Limited, 1st Floor, P.J.Towers,
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

Sub: Application for In-principal approval for Employee Stock Option Plan 2017

This is with reference to the application made by the Company for the In- principle approval for listing of shares issued under "**Employee Stock Option Plan 2017**". In this regard, the company hereby confirms that:

- a) No employee who is eligible to participate in the ESOS/ESPS is a promoter or belongs to the promoter group.
- b) No director of the company who is eligible to participate in the ESOS/ESPS, holds, either by himself or through his relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding equity shares of the company.
- c) No Options to be granted to any Independent Directors of the Company at any time in future, pursuant to the provisions of section 149(9) of the Companies Act, 2013 and Regulation 16(1) (b) (iv) of the Listing Regulations.
- d) The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme has been implemented in accordance with these regulations and in accordance with the resolution of the company in the general meeting.
- e) The Board of Directors undertake inter alia, to disclose either in the Directors' Report or in the annexure to the Directors' Report, any material changes in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.
- f) Company undertakes to disclose the details as are required under Regulation 14, on the company's website and a web link there to shall be provided in the report of Board of Directors.
- g) New shares to be issued will rank pari-passu with existing equity shares in every respect including dividend.
- h) All the disclosures, as specified in Part G of Schedule – I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, shall be made by the Company to the prospective option grantees.
- i) Options lapsed / forfeited will / ~~will not~~ be reissued as per clause 6 of the Employee Stock Option Scheme 2017.
- j) The Company has not made any grants of options or SARs under the captioned scheme.

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




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Yours faithfully,
For Transcorp International Limited



Dilip Kumar Morwal
Company Secretary

Place: Jaipur