

TRANSCORP INTERNATIONAL LTD.

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Moti Doongri Road,
Jaipur-302004 (Rajasthan)
Telephone: 2363888, 23639999
Fax: 91-141-237 2066
CIN:L51909DL1994PLC235697
Web-Site: www.transcorpintl.com
E-mail: corp@transcorpintl.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

The company hereby confirms that re-conciliation for total number of shares reserved under the scheme is as follows:

Particulars	Options
Maximum Number of Stock Options available for grant under the Scheme as on the date of commencement of the Scheme	12,71,309
Stock options for which In-principle approval granted vide letter ref NIL dated NIL	Nil
Number of Options granted, vested, exercised, lapsed shares allotted and listed on BSE	Nil (pls see note 1)
Balance available Options as on date to be listed	12,71,309
Adjustment on account of corporate action in the ratio of one share for every 4 shares held vide Shareholders' resolution dated 12 th June 2018 (Provide resolution for the same)	Nil (pls see note 2)
Balance available Options post adjustment for corporate action	12,71,309
Options for which Company is seeking In-principle approval	12,71,309

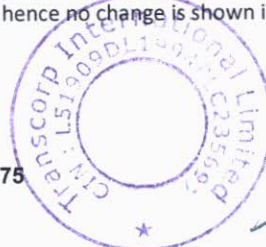
For Transcorp International Limited

Dilip Kumar Morwal
Company Secretary

Note 1: The company granted the options under ESOP Scheme on 25th January 2018, 10th August 2019 and on 29th October 2021 which are yet to be exercised by any employee and hence are not listed on BSE hence the column is showing "Nil" status.

Note 2: The shareholders vide ordinary resolution passed on 12th June 2018 issued bonus shares in ratio of one share for every four shares held. Since the Nomination and Remuneration Committee granted first option prior to this corporate action where it granted 1,66,500 options (at present exercisable option are 72,000) at the rate of Rs. 32 per option on 25th January 2018 i.e. prior to the corporate action hence it decided to not to increase the number of options in ratio of the bonus shares issued and decided that any benefit of the corporate action will be granted to the employees while exercising the option granted to them on 25th January 2018 by adjusting the price on which options were granted hence no change is shown in the number of options granted.

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



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY SHAREHOLDERS OF TRANSCORP INTERNATIONAL LIMITED THROUGH POSTAL BALLOT DATED 5TH MAY 2018 ON TUESDAY, THE 12TH JUNE 2018.

TO APPROVE THE ISSUANCE OF BONUS SHARES OF THE COMPANY

"RESOLVED THAT upon recommendation of the Board of Directors of the Company, subject to the approval of Reserve Bank of India and other appropriate authorities wherever applicable and pursuant to the provisions of Section 23, 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and Article 75 of the Articles of Association of the Company and subject to the guidelines issued by Securities Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions, and sanctions as may be necessary from appropriate authorities, consent of the members be and is hereby accorded to Board of Directors of the Company ('the Board' which term shall be deemed to include any committee thereof) for capitalizing a sum upto Rs. 1,27,13,098/- (Rupees One crore twenty seven lacs thirteen thousand ninety eight only) out of the sum standing to the credit of security premium account in the books of the company and the said amount be applied for paying up in full upto 6356549, unissued Equity Shares of face value of Rs. 2/- each of the company to be allotted, distributed, or credited as fully paid-up "Bonus Shares" at par in proportion of 1(one) such new Equity share for every 4(Four) existing equity share, held by such members as on the Record Date, to be hereafter fixed by Board) and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.

FURTHER RESOLVED THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall rank in all respects paripassu with the existing fully paid up Equity shares as on the "Record Date" save and except that the new Equity Shares shall not be entitled to participate in any dividend declared or to be declared for or in respect of any financial year ended March 31, 2018 and any other dividend that may be declared before the "Record Date" further that they shall be entitled to participate in the dividend, if any, that may be declared in respect of the financial year of the company ending on March 31, 2019 and in respect of subsequent accounting years.

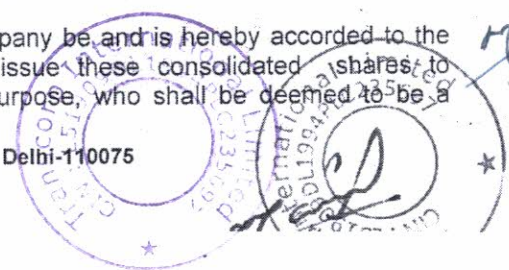
FURTHER RESOLVED THAT no allotment letters shall be issued in respect of said Bonus Shares and in case of members who hold shares or opt to receive the shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participants and in case of members who hold Equity Shares in Physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time frame as stipulated as per Companies Act, 2013 and/or SEBI (LODR) Regulations, 2015 from the date of allotment thereof by the Board of Directors of the Company or a committee of directors, as the case may be with such extended time as may be allowed by appropriate authorities.

FURTHER RESOLVED THAT the issue and allotment of such Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FII) and other foreign investors shall be subject to permission and/or approval of the Reserve Bank of India (RBI), as may be necessary.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the SEBI (LODR) Regulations, 2015 issued by the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT the approval of the Company be and is hereby accorded to the Board to consolidate the fractional entitlement and issue these consolidated shares to person(s)/trustee(s) nominated by the Board for this purpose, who shall be deemed to be a

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trustee on behalf of the shareholders of the Company entitled for the fraction of Equity shares and that such person(s)/trustee(s) shall sell such bonus shares and distribute the net sale proceeds (after deduction of expenses incurred) to the members respectively entitled to the same in proportion of their fractional entitlements.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary to settle any question or difficulty whatsoever (including a question or difficulty in connection with any deceased or insolvent Member or a member suffering from any disability) that may arise in regard to issue and distribution of new Equity Shares as they think fit and its decision shall be final and binding on all members and other interested persons."

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

Resolution No. 1- To Approve Issuance of Bonus Shares of the Company. (Ordinary Resolution)

S. No.	Votes Casted	By Voting	E- Voting	Poll/Ballot paper	Total valid Votes	No. of	% of Total votes cast
1	Favour	21674208	0		21674208		100%
2	Against	0	0		0		100%
	Total	21674208	21674208		21674208		100%

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No (Except as shareholder)					
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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	18616805	18616805	100%	18616805	NIL	100%	NIL
Public Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Non-Institutions	E-Voting	3057403	3057403	100%	3057403	NIL	100%	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	3057403	3057403	100%	3057403	NIL	100%	NIL
Total		21674208	21674208	100%	21674208	NIL	100%	NIL

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

Certified True Copy
For Transcorp International Limited

Dilip Kumar Morwal
Company Secretary
(ACS17572)

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CERTIFIED TRUE COPY OF THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013 PASSED BY SHAREHOLDERS OF TRANSCORP INTERNATIONAL LIMITED THROUGH POSTAL BALLOT DATED 5TH MAY 2018 ON TUESDAY, THE 12TH JUNE 2018.

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

It was informed that the Board of Directors at their meeting held on 5th May 2018, recommended issue of bonus shares in proportion of 1 (one) share for every 4 (four) equity shares held by the members on a "Record Date" to be fixed by Board of Directors, by capitalizing amount standing to the credit of the Securities Premium Account and Profit and Loss Account as shown in the financial statements of the Company for the financial year ended 31st March 2018.

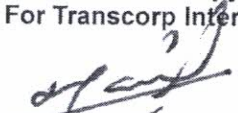
It was further informed that pursuant to the provisions of Articles of Association of the Company and in terms of Guidelines of Securities and Exchange Board of India (SEBI) and Section 63 of Companies Act, 2013 and rules made there under the capitalization of reserves and bonus issue thereof require approval of the members in general meeting. Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed by Securities and Exchange Board of India (SEBI), the Stock Exchanges on which the Company's securities are listed and any other regulatory authority, in connection with bonus issue.

It was further informed that accordingly, the resolution seeks the approval of the members for capitalizing Rs. 1,27,13,098/- (Rupees One Crore Twenty Seven Lacs Thirteen Thousand Ninety Eight only) out of the amount standing to the credit of Securities Premium Account and Profit and Loss Account as shown in the financial statements of the Company for the financial year ended 31st March 2018 on the terms and conditions set out in the resolution.

It was further informed that the Directors recommended the Ordinary resolution for the approval of shareholders.

It was further informed that none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as member.

**Certified True Copy
For Transcorp International Limited**


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

