



Ghar Ki Baat

December 21, 2020

The BSE Limited,  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

National Stock Exchange of India Limited,  
Listing Department  
“Exchange Plaza”  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

Dear Sir,

**Sub: Notice of Postal Ballot**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated December 18, 2020 being sent to the shareholders of PNB Housing Finance Limited, for seeking their approval to transact the following business:

Item No.	Description of Resolution
1	Approval of Restricted Stock Unit Scheme 2020 of the Company

In this connection, please note that the e-voting would commence on Wednesday, December 23, 2020 and shall remain open for a period of 30 days i.e. upto Thursday, January 21, 2021 (both days inclusive).

Further, the notice of Postal Ballot has been uploaded on the website of the Company at [www.pnbhousing.com](http://www.pnbhousing.com)

This is for your information and records.

Thanking You,

For PNB Housing Finance Limited

Sanjay Jain  
Company Secretary & Head Compliance



**Registered Office:** 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001  
**Tel. No.:** +91 011-23736857, **E-mail:** investor.services@pnbhousing.com  
**CIN:** L65922DL1988PLC033856, **Website:** [www.pnbhousing.com](http://www.pnbhousing.com)

### **NOTICE OF POSTAL BALLOT**

[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

#### **Dear Members,**

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), General Circular Nos 14/2020, 17/2020 and 33/2020 issued by the Ministry of Corporate Affairs ("MCA") dated April 08, 2020, April 13, 2020 and September 28, 2020 respectively, ("MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") and other applicable provisions of the Companies Act, 2013 and the Rules, Circulars, Notifications thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions, if any, for seeking approval of the Members of PNB Housing Finance Limited ( "the Company" ) through Postal Ballot only by voting through electronic means for the resolution proposed to be passed as Special Resolution set out hereinafter.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/Depositories and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e voting system. If your email address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot.

The Explanatory Statement pursuant to section 102 of the Act pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Dr. S. Chandrasekaran (Membership No. ACS 1644, CP NO. 715) failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP NO. 5673), failing him Mr. Shashikant Tiwari (Membership No, ACS 28994, CO. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

In accordance with Regulation 44(1) of Listing Regulations and Section 108, 110 of the Act read with Rule 20, 22 of Management Rules, the Company is pleased to offer facility of voting by electronic means ("remote e-voting") to its Members to enable them to cast their votes through remote e-voting. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Upon completion of the votes cast through remote e-voting, the Scrutinizer will submit his report along with scrutinizer register and other related papers to the Chairman of the Company or in his absence any official of the Company as authorised. The results of the Postal Ballot will be announced and communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE"), (the "Stock Exchanges") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website ([www.pnbhousing.com](http://www.pnbhousing.com)) and on the

website of National Securities Depository Limited (“NSDL”). The results would also be displayed at the registered office of the Company.

### **Proposed Resolution**

#### **1. Approval of Restricted Stock Unit Scheme 2020 of the Company**

**To consider and if thought fit to pass the following resolution as a Special Resolution for approval of Restricted Stock Unit Scheme 2020 of the Company:**

“**RESOLVED THAT** pursuant to provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended, modified or re-enacted from time to time (hereinafter referred to as “SEBI ESOP Regulations”) and any other Regulations/Guidelines/Circulars/Notifications prescribed by the Securities and Exchange Board of India, the Reserve Bank of India or any relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such permissions and sanctions, approval of the members of the Company be and is hereby accorded to the formulation and implementation of ‘PNB Housing Employees Restricted Stock Unit Scheme 2020’ (hereinafter referred to as “RSU Scheme 2020”) and the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any Committee including the Nomination and Remuneration Committee of the Board or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by the Board) be and is hereby authorized to create, issue, offer and allot to or to the benefit of such person(s), who are permanent employees of the Company (present or future) working in India or out of India, or Whole-time Director or Executive Director of the Company including the Managing Director but excluding Independent Directors and to such other persons as may from time to time

be allowed/eligible under applicable laws (hereinafter referred to as ‘employees’), such number of Restricted Stock Units, in one or more tranches, exercisable into not more than 5,00,000 (‘Five Lakh Only’) Equity Shares of INR 10/- each of the Company under RSU Scheme 2020, on such terms and conditions including performance and time conditions as may be decided by the Board in accordance with applicable laws.

**RESOLVED FURTHER THAT** each option would be exercised for one equity share of the face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company; provided that in case the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the Scheme shall automatically be adjusted to ensure there is no change in the economic value for the option holder, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make all such changes as may be required for the purpose of making fair and reasonable adjustments to the number of options, exercise price or other terms and conditions consequent to any corporate action(s) such as right issue/ bonus issue/ merger/ demerger/ sub-division/ splitting etc. of Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu with all the existing Equity Shares of the Company for all purposes.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Scheme on the Stock Exchanges.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the consent and authority be and is hereby given to the Board to do all acts, deeds, matters and things and execute all such deeds, documents and writings as it may in its discretion deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Scheme and to the Shares issued herein without being required to

seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors/Directors/any other Officer(s) of the Company, to give effect to this Resolution.”

By order of the Board

**(Sanjay Jain)**  
**Company Secretary & Head Compliance**  
**Membership Number: F2642**

Date: December 18, 2020  
Place: New Delhi

**Notes:**

1. A Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder stating material facts and reasons for the proposed resolution in respect of the special business is annexed hereto for your kind consideration.
2. In view of the ongoing COVID-19 pandemic and the provisions of MCA Circulars dated April 08, 2020, April 13, 2020 and September 28, 2020, the Company has sent this Postal Ballot Notice only through email to all the Members, whose names appear in the Register of Members/List of beneficial Owners as received from Depositories as on Friday, December 18, 2020 (cut-off date) and who have registered their email addresses with the Company/Depository Participant (DP). A person who is not a Member on the relevant cut-off date should treat this notice for information purpose only.
2. Members holding shares in physical form and also those members who have not yet registered their email addresses are requested to register the same. The process for those shareholders whose email addresses are not registered with the

Company/Registrar and Transfer Agents/Depositories Participants/Depositories, may request for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

- 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - 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 RTA/to their depository participant.
3. Members may note that this Notice will be available on the Company's website [www.pnbhousing.com](http://www.pnbhousing.com), and also at the website of the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) respectively and also at the National Securities Depositories Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  4. On account of the threat posed by the COVID 19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
  5. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in the State of Delhi, where the registered office of the Company is situated, and published on the Company's website.

6. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 a.m. and 1:00 p.m. upto the date of declaration of the result of Postal Ballot.
7. The voting rights of Members for electronic voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. closing of business hours of December 18, 2020. Voting Rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
8. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide voting by electronic means ("remote e-voting") facility to the Members, to enable them to cast their votes electronically on the resolution mentioned in the Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.
9. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company, their Registrars and Transfer Agents or Depositories/Depository Participants, as the case may be, within the prescribed timelines, the Company will not be in default for not delivering the notice via e-mail.
10. In case of any queries pursuant to evoting, 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or

at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

## 11. Voting Options

### **INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

Some of the important details regarding the remote e-voting facility are provided below.

Cut-off date for determining the Members entitled to vote	<b>December 18, 2020</b>
Commencement of remote e-voting period	<b>December 23, 2020 at 9:00 a.m.</b>
End of remote e-voting period	<b>January 21, 2021 at 5:00 p.m.</b>

The remote e-voting module shall be disabled by NSDL after 5: PM (IST) on January 21, 2021 for voting thereafter.

12. Once the vote on resolutions is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again. Mr. Sanjay Jain, Company Secretary and Head Compliance of the Company shall be responsible for addressing the grievances of members connected with the e-voting for postal ballot.

## 13. Voting through electronic means

### **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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

<p><b><u>How to Log-in to NSDL e-Voting website?</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> </ol>
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2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 115424 then user ID is 115424001***

5. Your password details 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - 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.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of PNB Housing Finance Limited i.e. 115424 for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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](http://www.evoting.nsdl.com) to reset the password.
2. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

NO. 5673), failing him Mr. Shashikant Tiwari (Membership No, ACS 28994, CO. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

15. The Scrutinizer shall after the conclusion of voting will submit his Report of the votes cast to the Chairman or a person authorized by him in writing or the Company Secretary.
16. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. Thursday, January 21, 2021. The result will be submitted to the Stock Exchanges where shares of the Company are listed and will also be displayed along with the Scrutinizers' Report on website of the Company i.e. [www.pnbhousing.com](http://www.pnbhousing.com).

14. The Company has appointed Dr. S. Chandrasekaran (Membership No. ACS 1644, CP NO. 715) failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP

## Annexure to the Notice

### **EXPLANATORY STATEMENT**

**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

#### **ITEM NO. 1**

With the objective of rewarding and motivating key employees for their long association and in recognition of their dedicated services to the Company and also to attract and retain the best talent in the competitive environment and encourage them to align individual performance with Company's objectives, the Company has been granting stock options.

Accordingly, it is hence proposed that in order to focus on performance of the company and ring fence senior / critical employees of the Company for business continuity, a performance based Restricted Stock Unit (RSU) Scheme be introduced. The Board of Directors of your Company has recommended and authorized the Nomination and Remuneration Committee to implement a performance based Employee Restricted Stock Unit Scheme 2020 in the Company.

Performance based Restricted Stock Units fall under the category of share-based employee benefit. For the purpose of this scheme, RSU means an option granted to an employee, which gives the employee the right, but not an obligation, to purchase or subscribe at a future date, shares of the company at the face value (INR 10.00) of the Share subject to certain pre-defined vesting criteria based on both company and individual performance.

The details as required under Regulation 6 and 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and the requirements enumerated by the SEBI through the Circular no CIR/CFD/Policy Cell/2/2015 dated June 16, 2015, are as under:

#### **a) Brief description of the Scheme:**

The Company proposes to introduce PNB Housing Employees Restricted Stock Units Scheme 2020 to strengthen the link between company performance and compensation as well as to attract and retain the talented and key eligible employees (present and future) of the Company in the competitive

environment and encourage them to align individual performance with the Company's objectives. The Company views performance-based employee restricted stock units as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come. Restricted Stock Units granted under the Scheme shall vest on satisfaction of vesting conditions which are a combination of company and individual performance and can thereafter be exercised resulting in allotment of equity shares of the Company. The Nomination and Remuneration Committee ("Committee") shall administer RSU Scheme 2020. All questions of interpretation of the RSU Scheme 2020 shall be determined by the Committee and such determination shall be final, conclusive and binding.

#### **b) Total number of Options, Stock Units, Shares or Benefits to be granted:**

The total number of Restricted Stock Units to be granted under RSU Scheme 2020 shall not exceed 5,00,000 (Five Lakh Only). Each RSU when exercised shall be converted into 1 (one) fully paid up equity share of the Company. The RSU may be granted in one or more tranches as may be decided by the Committee. In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, the ceiling as aforesaid of 5,00,000 (Five Lakh Only) shares shall be deemed to be increased/decreased, as may be determined by the Committee, to facilitate making a fair and reasonable adjustment to the entitlements of participants under RSU Scheme 2020 such that the total value to the employee of the RSU remains the same after the corporate action.

#### **c) Identification of classes of employees entitled to participate and be beneficiaries in RSU Scheme 2020:**

Following classes of employees are entitled to participate in RSU Scheme 2020.

- a) Permanent employees of the Company with the designation Senior Manager II and/or above;

- b) Director of the Company, whether a Managing Director or not (excluding Independent Director);
- c) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

**d) Requirements of vesting and period of vesting:**

RSUs Granted under this Scheme would vest based upon the criteria as may be decided by the Committee and specified in the Grant Letter. The entire Restricted Stock Unit Grant is proposed to be performance based. The vesting conditions are proposed to be a combination of company and individual performance conditions. The number of Restricted Stock Units vesting shall go down if the performance is below the targets as defined by the Board. If the performance is below threshold level of performance, no Restricted Stock Units shall vest. The vesting period shall commence any time after the expiry of 1 (one) year from the date of the Grant of such options and shall end over a maximum period of 4 (four) years from the Grant date. The number of RSU and terms of the same made available to the employees (including vesting) may vary at the sole discretion of the Committee.

**e) Maximum period within which the RSUs shall be vested:**

The maximum period within which RSUs granted under RSU Scheme 2020 shall vest would not be more than 4 (four) years from the date of grant of such RSUs or such other period as may be decided by the Committee from time to time. Further, no vesting will be done prior to one year from the date of grant of options.

**f) Exercise price or pricing formula:**

The exercise price will be INR 10.00 per Equity Share within the meaning of the Scheme determined with reference to the grant date.

**g) Exercise period and the process of Exercise:**

Eligible Employee(s) will be permitted to exercise vested RSUs on and from the date of vesting of the RSUs for an exercise period

as may be determined by the Committee and set out in the Grant Letter. However, in no event shall the Exercise Period exceed a period of 1 (One) year from the Vesting Date. The vested RSUs shall be exercisable by the employees by submitting an application to the Company/Committee expressing his/her desire to exercise such vested options in such manner and in such format as may be prescribed by the Committee. The vested RSUs shall lapse if not exercised within the specified exercise period.

**h) Appraisal process for determining the eligibility of employees under RSU Scheme 2020:**

The appraisal process for determining the eligibility shall be decided by the Committee from time to time.

**i) Maximum number of RSUs to be issued per employee and in aggregate:**

The number of RSUs that may be granted per employee of the Company in any financial year and in aggregate under the RSU Scheme 2020 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company at the time of grant RSUs. Further, the maximum number of RSUs to be issued in aggregate shall not be more than 500,000 which shall be converted into 500,000 fully paid up equity shares of INR 10/- each.

**j) Maximum quantum of benefits to be provided per employee under the RSU Scheme 2020:**

Same as above of point (i).

**k) Implementation or administration of Scheme:**

The Scheme shall be implemented and administered directly by the Company.

**l) Source of acquisition of shares under the Scheme:**

The Scheme contemplates primary issuance of new shares by the Company.

**m) Amount of loan to be provided for implementation of the Scheme(s) by the**

**Company to the trust, its tenure, utilization, repayment terms, etc.:**

Not applicable

**n) Maximum percentage of secondary acquisition:**

Not applicable

**o) Disclosure and Accounting Policies:**

The Company shall comply with the accounting policies and disclosure requirements prescribed under Regulation 15 of SEBI SBEB Regulations.

**p) Method of option valuation:**

The Company shall adopt the fair value method or any other method as per applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India or prescribed under any other statutory provisions from time to time for valuation of options.

**q) Declaration (if applicable):**

Fair value method shall be opted by the Company for expensing the benefits of the Scheme.

Pursuant to Section 62(1)(b) of the Act, further equity shares may be issued to persons other than existing Members of the Company subject to approval of Members by way of Special Resolution. Further, consent of the Members is also required under SEBI SBEB Regulations by way of a Special Resolution.

As the RSU Scheme 2020 provides for issue of Shares to be offered to employees of the Company, Consent of the members is being sought pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI SBEB Regulations. A draft copy of the RSU Scheme 2020 is available at the registered office of the Company.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution, except to the extent of the stock options that may be granted to them under RSU Scheme 2020.

The Board of Directors recommends this special resolution for the approval of members through Postal Ballot.

By order of the Board

(Sanjay Jain)  
Company Secretary & Head Compliance  
Membership Number: F2642

Date: December 18, 2020  
Place: New Delhi