



OPTIEMUS

OPTIEMUS INFRACOM LIMITED

(CIN: L64200DL1993PLC054086)

K-20, Second Floor, Lajpat Nagar Part - 2, New Delhi-110024

Email : info@optiemus.com, Website : www.optiemus.com

Phone : 011-2984-0905, Fax: 011-2984-0908

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of OPTIEMUS INFRACOM LIMITED will be held on Friday, the 30th Day of December, 2016 at 11:00 A.M. at Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001 to transact the following business:

AS SPECIAL BUSINESS

ITEM NO. 1 APPROVAL OF OPTIEMUS EMPLOYEE STOCK OPTION SCHEME 2016

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Regulation 6 of the 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 the formulation and implementation of ‘**Optiemus Employees Stock Option Scheme 2016**’ (hereinafter referred to as the “Scheme”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding Rs. 42,907,090 (Rupees Four crore twenty nine lacs seven thousand and ninety only) representing 5% of the paid-up Capital of the company as on December 5, 2016, exercisable into 4,290,709 (Forty two lacs ninety thousand seven hundred and nine) Equity Shares of the company, to or for the benefit of permanent employees of the Company and its subsidiaries whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not but not an Independent Director; such permanent employees and Directors of subsidiary Company(ies) (present & future) whether working in India or outside India; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the equity shares to be issued and allotted as mentioned herein before shall rank pari passu with the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT in case of right issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the ceiling as aforesaid of Rs. 42,907,090 (Rupees Four crore twenty nine lacs seven thousand and ninety only) 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 Employees under the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at anytime to modify, change, vary, alter, amend, suspend or terminate the ESOS Scheme subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems 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 and further 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 Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being

incidental to the effective implementation and administration of the Scheme 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.”

ITEM NO. 2 APPROVAL OF GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) (PRESENT & FUTURE) UNDER THE SCHEME

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an Ordinary 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 grant the stock options under the Optiemus Employees Stock Option Scheme 2016 (the “Scheme”) 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 summarised in the Explanatory Statement.

RESOLVED FURTHER 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 the Scheme 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.”

ITEM NO. 3 APPROVAL OF GRANT OF OPTIONS TO THE IDENTIFIED EMPLOYEES DURING ANY ONE-YEAR, EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTIONS

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with Regulation 6(3)(d) of SEBI (Share Based Employee Benefit) Regulations, 2014, consent of the members be and is hereby accorded for Grant of Options to the Identified Employees during any one year, equal to or exceeding 1% of the issued capital, subscribed and paid-up capital of the Company at the time of grant of Options.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors including the Nomination & Remuneration Committee be and is hereby authorized on behalf of the company to finalize the list of employees to whom options are to be granted equal to or exceeding 1% of the issued capital, subscribed and paid-up capital of the Company at the time of grant and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the company, to settle all questions, difficulties and doubt, that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).

By order of the Board
For Optiemus Infracom Limited

Sd/-

Vikas Chandra

Company Secretary & Compliance Officer
Membership No. 22263

December 5, 2016

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 1, 2 & 3 to be transacted at the Extra Ordinary General Meeting, is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed for use by members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder. Proxy-holder shall prove his identity at the time of attending the meeting. In case when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.**

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to Attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time between 9 a.m. and 6 p.m. provided that not less than three days notice in writing is given to the Company.
5. Optiemus Employee Stock Option Scheme, 2016 shall be available for inspection from 10:00 A.M. to 5:00 P.M. at the registered office of the Company.
6. In case of joint holders attending the Extra Ordinary General Meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote.
7. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on December 2, 2016 ("Record Date").
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 24, 2016 to Friday, December 30, 2016 (both days inclusive).
9. Investor grievance Redressal: The Company has designated an exclusive e-mail Id i.e. info@optiemus.com to enable investors to register their complaints/requests, if any.
10. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their email address by sending the 'E-Communication Registration Form' available on the website of the Company www.optiemus.com duly filled and signed, to the RTA of the Company M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at K-20, Second Floor, Lajpat Nagar Part - 2, New Delhi – 110 024.
11. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
12. Members/proxies should also bring the Attendance Slip as annexed to this Notice, duly filled which is to be handed over at the entrance to the venue. No Attendance Sheets will be distributed at the meeting.
13. Members may note that the Notice of the Extra Ordinary General Meeting will be available on the Company's website www.optiemus.com and also on the website of the Stock Exchange at www.bseindia.com.
14. A Route map showing Directions to the venue of the Extra Ordinary General Meeting and nearby prominent landmark is given at the end of this notice.
15. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ('Beetal') at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at K-20, Second Floor, Lajpat Nagar Part - 2, New Delhi – 110 024, if the shares are held by them in certificate form.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Beetal.
17. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company providing e-voting facility (remote evoting) to the members to cast their votes electronically on all resolutions set forth in this Notice through e-voting services provided by Central Depository Services (India) Limited ("CDSL") and all the businesses may be transacted through such voting. That the separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.**
18. The remote e-voting period commences on 27th December, 2016 at 9:00 A.M. IST and ends on 29th December, 2016 at 5:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23rd December, 2016 ("the cut-off date") may cast their vote electronically. The remote e-voting module shall

be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently

19. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

20. INSTRUCTIONS FOR REMOTE E-VOTING:

For the purpose of section 108 of the Companies Act, 2013 ('the Act') read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('the Rules') and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility to the members holding shares either in physical form or in dematerialized form as on 23rd December, 2016 (End of the Day) being the Cut-off (record date) date for the purpose of Rule 20 of Companies (Management & Administration) Amendment Rules, 2015 fixed for determining voting rights of members, entitled to cast their votes electronically, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The E-Voting facility is available at the link <https://www.evotingindia.co.in>

The E-voting Event Number and period of E-voting are set out below:

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
161205007	Tuesday, 27th December 2016 at 9.00 A.M. IST	Thursday, 29th December 2016 at 5.00 P.M. IST

Note: Please read the instructions printed below before exercising your vote.

Remote e-voting shall not be allowed beyond the prescribed date and time

The instructions for members for voting electronically are as under:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as provided in the Ballot form) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB or Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. Note: If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (161205007) for Optiemus Infracom Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) Members who have cast their votes by remote e-voting may attend the meeting, but shall not be entitled to cast their vote again.
- (xx) In case of any queries/issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Mr. Sumit Batra, practicing Company Secretary, 3393, 1st Floor, South Patel Nagar Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- (xxii) At the EGM, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.

- (xxiii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (xxiv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.optiemus.com and on the website of CDSL www.evotingindia.com and the same shall be communicated to BSE Limited, where the equity shares of the Company are listed, within two days of passing of the resolutions and shall be communicated to BSE Ltd. All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the Extra Ordinary General Meeting of the Company.

By order of the Board
For Optiemus Infracom Limited

Sd/-

Vikas Chandra

Company Secretary & Compliance Officer
Membership No. 22263

December 5, 2016
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1, 2 & 3 OF NOTICE FOR APPROVAL OF 'OPTIEMUS EMPLOYEES STOCK OPTION SCHEME 2016'

The purpose of this Scheme is to attract, reward and retain the following categories of eligible employees of the Company - (i) such permanent employees of the Company and its Subsidiary(ies) whether working in India or outside India; (ii) Directors of the Company, whether a Whole-time Director or not; (iii) such permanent employees and Directors of a subsidiary Company(ies) (present & future) whether working in India or outside India; and (iv) such other persons as may from time to time be allowed under applicable laws and as may be decided by Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to, inter alia, exercise certain powers with respect to share based benefits schemes formulated by the Company.

The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company and contribute to the Company's growth in the years to come.

In accordance with the terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and the ESOS Scheme, the options would be granted in one or more tranches as may be decided by the Board, from time to time.

Pursuant to Regulation 6 of the SEBI SBEB Regulations, the Company is seeking members' approval to offer options under the Scheme to eligible employees of the Company as decided in this behalf from time to time in due compliance of Regulation 6 of the SEBI SBEB Regulations.

As per the SEBI SBEB Regulations, approval of member(s) by way of a separate Resolution is also required to be obtained by the Company, if (i) the benefits of the Scheme are to be extended to the employees of the subsidiary company(ies). (ii) the company proposes to grant options to employees, during any one year, equal to or exceeding 1% of the issued capital of the company outstanding at the time of grant of options.

Accordingly, the resolution set out at Item No. 2 proposes to cover the employees of the subsidiary(ies) of the Company (present/future) under ESOS2016. Further the resolution set out at Item No. 3 proposes to seek approval of shareholders for grant of options equal to or exceeding 1% of the issued capital of the company outstanding at the time of grant of options.

The main features of the ESOS 2016 are as under

a) Brief description of the Scheme:

The Company proposes to introduce Optiemus Employee Stock Option Scheme 2016 for the benefit of the Employees of the Company and its Subsidiaries. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company. All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding.

b) Total number of Options to be granted:

The total number of options to be granted under the Scheme shall not exceed 4,290,709 (Forty two lacs ninety thousand seven hundred and nine) Equity Shares options, representing 5% of paid-up capital of the Company as on December 5, 2016 Each option when exercised shall be converted into 1 Equity Share of Rs.10 (Rupees Ten only) each fully paid-up. The

number of options shall stand adjusted on account of any change in Capital Structure taking place in the company.

c) Identification of classes of employees entitled to participate in ESOS 2016:

- a) Permanent employees of the Company, whether working in India or outside India;
- b) Director of the Company, whether a whole-time director or not;
- c) Employees/directors as enumerated in sub clauses (a) and (b) above, of a Subsidiary Company of the Company (whether existing presently or in the future), whether working in India or outside India; and
- d) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

Following persons are not eligible to be granted options under the ESOS 2016:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) An Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would Vest on the vesting dates specified in the Grant Letter, and in any event not earlier than one year from the date of Grant of such Options and no later than a period of 3 (Three) years from the Grant.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest over a period of upto 3 (three) years from the date of grant of such options.

f) Exercise price or pricing formula:

The Exercise price of the shares will be based upon the Market Price of the shares one day before the date of vesting of options or such higher price as may be decided by the Committee.

Committee can provide suitable discount of upto 50% of the market price as on the date of vesting. However the exercise price in any case, shall not go below the Par Value of Shares.

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options within 30 (Thirty) days from the date of vesting of the options.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such vested options in such manner and on such format as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOS 2016:

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

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

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders. The resolution for the same is put under item no. 3 of this notice for approval of shareholders.

However the aggregate number of options to be issued shall at no time exceed 4,290,709 (Forty two lacs ninety thousand seven hundred and nine) Equity Shares options representing 5% of the paid up capital of the company as on December 5, 2016.

j) Maximum quantum of benefits to be provided per employee under the ESOS 2016:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price of the option and the market price of the shares as on the exercise date.

k) Implementation and administration of the scheme

Direct Route

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

New issue of 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) **Accounting and Disclosure Policies:**

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) **Method of option valuation:**

The Company shall adopt the 'fair value method' of valuation of options.

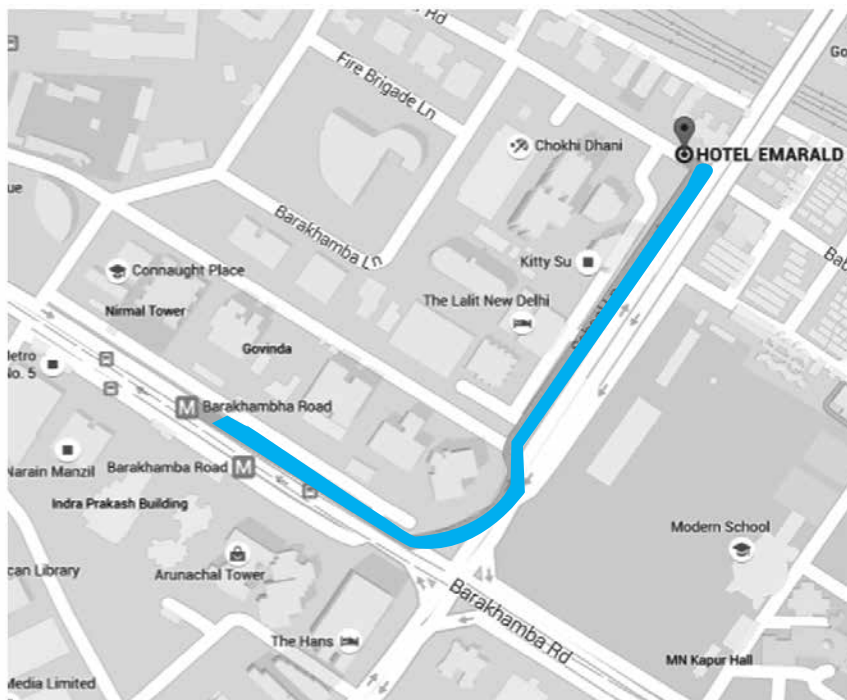
q) **Declaration:**

As the company is adopting fair value method, therefore it is not required to give any declaration.

Consent of the members is being sought by way of Special Resolution for item No. 1 and ordinary resolution for item No. 2 & 3 pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No. 1, 2 or 3 except to the extent of the stock options that have been or may be granted to them under ESOS 2016.

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING



Venue : Emerald Hotels, 112, Babar Road, Opp. W.T.C., Connaught Place, New Delhi-110 001