

PNB Housing Finance Limited
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 Website: www.pnbhousing.com
 CIN: L65922DL1988PLC033856

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2021

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Details are given in note 2.12 (c) & 24.7 of Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2021.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time:

Diluted EPS for the Consolidated Financial Statements for the year ended March 31, 2021 is Rs 55.26 and for Standalone Financial Statements is Rs. 54.98

C. Details related to ESOS

i) **Description of ESOS that existed at any time during the year:**

Particulars	ESOP 2016	ESOP 2018	RSU 2020
Date of shareholders' approval	April 22, 2016	July 27, 2018	January 22, 2021
Total number of options approved under ESOS	41,88,459	24,13,000	5,00,000
Vesting requirements	Vesting takes place on staggered basis over a period of maximum five years.	Vesting takes place on staggered basis over a period of maximum five years.	Vesting takes place on staggered basis over a period of maximum four years.
Exercise price or pricing formula	Fair Market Value	Fair Market Value	INR 10.00 per equity share within the meaning of scheme determined with reference to grant date
Maximum term of options granted	3 (three) years from the date of vesting of the respective options	3 (three) years from the date of vesting of	One (one) year from the date of



		the respective options	vesting of the respective options
Source of shares (primary, secondary or combination)	Primary	Primary	Primary
Variation in terms of options	Nil	Nil	Nil

ii) **Method used to account for ESOS:**

Fair Value Method

iii) **Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.**

Not Applicable

iv) **Option movement during the year for each ESOS:**

For ESOP 2016:

Particulars	Details
Number of options outstanding at the beginning of the period	1214648
Number of options granted during the year	550000
Number of options forfeited / lapsed during the year	256420
Number of options vested during the year	766601
Number of options exercised during the year	81215
Number of shares arising as a result of exercise of options	81215
Money realized by exercise of options (INR), if scheme is implemented directly by the company	27450670
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	670118
Number of options exercisable at the end of the year	756895

For ESOP 2018:

Particulars	Details
Number of options outstanding at the beginning of the period	17,04,900
Number of options granted during the year	45000
Number of options forfeited / lapsed during the year	401575
Number of options vested during the year	249725

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Number of options exercised during the year	0
Number of shares arising as a result of exercise of options	0
Money realized by exercise of options (INR), if scheme is implemented directly by the company	0
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	1066620
Number of options exercisable at the end of the year	281705

For RSU 2020:

Particulars	Details
Number of options outstanding at the beginning of the period	0
Number of options granted during the year	275676
Number of options forfeited / lapsed during the year	12090
Number of options vested during the year	0
Number of options exercised during the year	0
Number of shares arising as a result of exercise of options	0
Money realized by exercise of options (INR), if scheme is implemented directly by the company	0
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	263586
Number of options exercisable at the end of the year	0

v) **Weighted Average Exercise Price per option:**

	ESOP Scheme 2016	ESOP Scheme 2018	RSU 2020
Grant date	19.08.2020	19.08.2020	15.02.2021
No. of options granted	5,50,000	45,000	2,75,676
Weighted Average Exercise Price per option (in INR)	261.15	261.15	10

vi) **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –**

a)	Senior Managerial personnel	Mr. Hardayal Prasad (Managing Director & CEO)	5,50,000
b)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	Mr. Kaushal Mithani	25,000
		Mr. Ajay Mohanty	20,000



c)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None
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vii) **A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

Details are given in Note 24.7 of Standalone and Consolidated Financial Statements for the year ended March 31, 2021.

Disclosures in respect of grants made in three years prior to IPO under each ESOS

(i) **Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made:**

Disclosed above

D. **Details related to ESPS:** Not Applicable

E. **Details related to SAR:** Not Applicable

F. **Details related to GEBS / RBS:** Not Applicable

G. **Details related to Trust:** Not Applicable

