



PNB Housing Finance Limited
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 CIN: L65922DL1988PLC033856

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2019

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 23.8 of Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019.

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, 2019 is Rs. 70.76 and for Standalone Financial Statements is Rs. 64.22

C. Details related to ESOS

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

Particulars	ESOP 2016	ESOP 2018
Date of shareholders' approval	April 22, 2016	July 27, 2018
Total number of options approved under ESOS	41,88,459	24,13,000
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.
Exercise price or pricing formula	Fair Market Value	Fair Market Value
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 the respective options
Source of shares (primary, secondary or combination)	Primary	Primary
Variation in terms of options	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	31,29,302
Number of options granted during the year	1,36,485
Number of options forfeited / lapsed during the year	1,93,067
Number of options vested during the year	9,95,834
Number of options exercised during the year	8,82,534
Number of shares arising as a result of exercise of options	8,82,534
Money realized by exercise of options (INR), if scheme is implemented directly by the company	29,82,96,492
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	21,90,186
Number of options exercisable at the end of the year	99,175

For ESOP 2018:

Particulars	Details
Number of options outstanding at the beginning of the period	0
Number of options granted during the year	22,31,200
Number of options forfeited / lapsed during the year	1,57,000
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	20,74,200
Number of options exercisable at the end of the year	0



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

Rs. 1333.35 per option for ESOP 2018, grant date 27.07.2018. Rs. 847.40 per option for ESOP 2018, grant date 19.03.2019

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. Sanjaya Gupta (MD) Mr. Ajay Gupta Mr. Sanjay Jain Mr. Nitant Desai Mr. Anshul Bhargava Mr. Shaji Varghese Mr. Kapish Jain	1,20,000 50,000 25,000 41,500 44,900 72,000 28,000
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. Sanjaya Gupta	1,20,000 (Grant date is July 27, 2018 pursuant to ESOP Scheme 2018)
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	

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 23.8 of Standalone and Consolidated Financial Statements for the year ended March 31, 2019.

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



