



Parag Parikh Financial Advisory Services Private Limited

Notice of the Extra-Ordinary General Meeting of the Members

Corporate Information

Board of Directors:

Rajeev Thakkar
Neil Parikh
Sahil Parikh
Suneel Gautam
Shashi Kataria

Company Secretary & Compliance Officer:

Sonakshi Mahendra

Auditors:

CVK & Associates
Chartered Accountants

Bankers:

AXIS Bank Limited
HDFC Bank Limited

Registered & Corporate Office:

81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400 021, Maharashtra, INDIA

Parag Parikh Financial Advisory Services Private Limited

CIN: U67190MH1992PTC068970

Regd. & Corp. Off.: 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg,
230, Nariman Point, Mumbai - 400 021.

Tel: 91 22 6140 6555 **Fax:** 91 22 6140 6590

Email: email@ppfas.com **Web:** www.ppfas.com

NOTICE

NOTICE is hereby given that an **Extra ordinary General Meeting** of the members of Parag Parikh Financial Advisory Services Private Limited will be held on **Tuesday, 30th June 2020 at 4.00 p.m.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESS

1. AMENDMENT TO THE PPFAS EMPLOYEES STOCK OPTION PLAN 2018 (PPFAS ESOP 2018)

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the applicable rules framed thereunder, including any amendment thereto or re-enactment thereof and including any regulations, guidelines, circulars and notifications issued thereunder and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to amend the ‘**PPFAS Employees Stock Option Plan, 2018** (hereinafter referred to as the “**PPFAS ESOP 2018**”) as per the details set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all such acts, deeds, steps, matters and things, as it may in its discretion deem necessary, expedient and proper to give effect to above resolution and to settle any questions, difficulties or doubts that may arise in this regards at any stage, without requiring the Board of Directors to secure further any consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Directors and /or Company Secretary of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take necessary action in this regard.”

2. AMENDMENT TO THE PPFAS EMPLOYEES STOCK OPTION PLAN 2019 (PPFAS ESOP 2019)

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the applicable rules framed thereunder, including any amendment thereto or re-enactment thereof and including any regulations, guidelines, circulars and notifications issued thereunder and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to amend the ‘**PPFAS Employees Stock Option Plan, 2019** (hereinafter referred to as the “**PPFAS ESOP 2019**”) as per the details set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all such acts, deeds, steps, matters and things, as it may in its discretion deem necessary, expedient and proper to give effect to above resolution and to settle any questions, difficulties or doubts that may arise in this regards at any stage, without requiring the Board of Directors to secure

further any consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Directors and /or Company Secretary of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take necessary action in this regard.”

3. CONVERSION OF THE COMPANY INTO A PUBLIC COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and subject to necessary Approvals of the Registrar of Companies, consent of the Members of the Company be and is hereby accorded to convert the Company from “Private Limited” to “Public Limited” and consequently the name of the Company be and is hereby changed from “**Parag Parikh Financial Advisory Services Private Limited** to **Parag Parikh Financial Advisory Services Limited** by deletion of the word “Private” from the name of the Company.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the Memorandum and Articles of Association of the Company including the name of the Company, be and is hereby deleted.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all such acts, deeds, steps, matters and things, as it may in its discretion deem necessary, expedient and proper to give effect to above resolution and to settle any questions, difficulties or doubts that may arise in this regards at any stage, without requiring the Board of Directors to secure further any consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Directors and /or Company Secretary of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take necessary action in this regard.”

4. ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

“The Name of the Company is **Parag Parikh Financial Advisory Services Limited**.”

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all such acts, deeds, steps, matters and things, as it may in its discretion deem necessary, expedient and proper to give effect to above resolution and to settle any questions, difficulties or doubts that may arise in this regards at any stage, without requiring the Board of Directors to secure further any consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Directors and /or Company Secretary of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take necessary action in this regard.”

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the Act relating to a Public Limited Company and thereby removing the restrictive clause as per Section 2(68) of the Act.

RESOLVED FURTHER THAT the new set of Articles of Association primarily based on the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted

as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all such acts, deeds, steps, matters and things, as it may in its discretion deem necessary, expedient and proper to give effect to above resolution and to settle any questions, difficulties or doubts that may arise in this regards at any stage, without requiring the Board of Directors to secure further any consent or approval of the Members to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Directors and /or Company Secretary of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take necessary action in this regard.”

By order of the Board of Directors of
Parag Parikh Financial Advisory Services Private Limited

Place: Mumbai

Date: 3rd June, 2020

Sd/-
Sahil Parikh
Director
(DIN- 00079898)

Sd/-
Neil Parikh
Director
(DIN- 00080269)

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and the MCA Circulars, the EGM of the Company is being held through VC / OAVM.
2. **Proxy:** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. **Corporate Members:** Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board Resolution authorizing its representative to attend the EGM through VC / OAVM on its behalf. The said Resolution/Authorization shall be sent to the Company at email@ppfas.com through its registered email address.
4. **Inspection of Records:** Members seeking any information with regard to the any matter to be placed at the EGM or inspection of any of the supporting documents through electronic mode, are requested to write to the Company at email@ppfas.com on or before June 29, 2020. The same will be replied by the Company suitably.

For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before EGM mentioning their name, folio number, email id, mobile number at email@ppfas.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

5. **Voting:** In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.

The Members can convey their vote through their registered email address to email@ppfas.com if there is a demand for voting by poll in terms of Section 109 of the Companies Act, 2013.

6. **Green initiative:** In compliance with the aforesaid MCA Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may also note that the Notice of the Extra Ordinary General Meeting will be available on the Company’s website www.ppfas.com. Pursuant to

Rule 18(3) of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, those Members who are desirous to receive the Notice of the Meeting and service of other documents through electronic mode are requested to register their email address with the Company.

- 7. Quorum:** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 8. Nomination:** Pursuant to the Section 72 of Companies Act, 2013, every holder of shares of the Company, may at any time nominate in the prescribed manner, a person to whom his / her shares in the Company shall vest in the event of his / her death. Members are advised to avail this facility and fill the prescribed Nomination Form and forward the same to the Company.
- 9. Unclaimed Dividend:** Members wishing to claim dividends that remained unclaimed are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for 7 consecutive years will be transferred to IEPF as per Section 124 of the Act and applicable rules.

Further pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPFA Rules") the Company has uploaded the details of Unpaid / Unclaimed dividend amounts lying with the Company as on 30th September, 2019 (date of last AGM) on the website of the Company viz. www.ppfas.com and also on the website of the Ministry of Corporate Affairs.

- 10. Route Map:** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the EGM through Video conferencing by using 'Google Meet'. The link to the meeting would be shared to the members having a registered email address in the records of the Company.
2. Members who have not registered their email address with the Company and are desirous of receiving the notice of the EGM for participation and voting at the meeting are required to send a request mentioning their Full Name, Folio number and contact details on email@ppfas.com by Monday, June 29 2020. The link for attending the meeting through VC / OAVM would be shared with the member after the said registration.
3. The members having an existing google account can join the meeting after clicking on the link shared. The members that are not google accounts holders would be required to enter their Full Name when prompted to and then click on 'Ask to join'. The member would then be granted access to join the meeting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned above.
5. Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. The helpline number for joining the Meeting through Electronic Mode will be provided in along with the Notice of the EGM which will be sent to all Members having registered email addresses.

By order of the Board of Directors of
Parag Parikh Financial Advisory Services Private Limited

Place: Mumbai
Date: 3rd June, 2020

Sd/-
Sahil Parikh
Director
(DIN- 00079898)

Sd/-
Neil Parikh
Director
(DIN- 00080269)

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

Item Nos. 1 and 2

The members are apprised that the **PPFAS ESOP 2018** and **PPFAS ESOP 2019** were approved by its shareholders by way of special resolution on 18th September, 2018 and 30th September, 2019 respectively. The Board of Directors of the Company in their meeting held on 12th March, 2020 decided on making variations to the terms and conditions of the ESOP Schemes with respect to the Vesting Period and Exercise period.

As per the terms of the existing ESOP schemes, the vesting period which was earlier 5(five) years from the date of grant of options for the 1st tranche is now proposed to be brought down to 2 Year and 3 months from Grant Date (for PPFAS ESOP 2018) and to 1 year and 3 months (for PPFAS ESOP 2019). Accordingly, the 1st vesting date for both the schemes is proposed to be amended to 1st January, 2021. The exercise period for the 1st tranche for both the schemes is also to be brought forward to 30th September, 2022 ie. 1 year and 9 months from the revised vesting date. The variations are applicable for the 1st tranche only ie. 25% of the total options granted. The terms and conditions including the vesting schedule and exercise period for the 2nd and 3rd tranches remain as it is.

The vesting schedule for Employees of the Company including those of the subsidiary Companies above the age of 52 is also amended. The details of variations made are given in the **Clause 13.e of the section- 'Details of Variations in the Schemes'** below.

The changes have been made to benefit the employees of the Company by enabling them to exercise 25% of the total options granted as early as 1st January, 2021 and not wait for the longer period of 5 years. The Company believes in rewarding its employees including employees of its Subsidiary company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to amend the PPFAS ESOP 2018 & 2019 with a view to retain key talents working with the Company and its Subsidiary companies by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

The above changes will be applicable to all existing 'Eligible Employees' as defined in the Scheme, including the Eligible Employees of the subsidiary companies and the holding company.

As per section 62 (1) (b) of the Companies Act 2013 read with Rule 12 (5) of the Companies (Share Capital and Debentures) Rules, 2014 and as per the Company's ESOP Schemes, the Company may by special resolution vary the terms of the Employee Stock Option Scheme not yet exercised by the employees provided such variation is not

prejudicial to the interest of the shareholders. It is to be noted that the amendments proposed to the Scheme as given above are not prejudicial to the interests of the option holders.

A comparative statement of the clauses of the ESOP Schemes 2018 & 2019 which are proposed to be amended are given as under:

Amendments to the PPFAS ESOP 2018

Existing Clause	Amended Clause
Clause 11. VESTING SCHEDULE / CONDITIONS:	
11.a. The Options shall not vest for a period of 5 years after grant.	11.a. The Options shall vest after a period of 2 year and 3 months from the date of grant.
11.c. First Vesting Date: 1 st October, 2023 (Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 25%	11.c. First Vesting Date: 1 st January, 2021 (Completion of 2 Year and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%
12.f. EXERCISE OF OPTIONS:	
First Vesting Date: 1 st October, 2023 (Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 25% Last date of Exercise for first Vesting: 31 st October, 2025 (2 Years and 1 month from First Vesting Date)	First Vesting Date: 1 st January, 2021 (Completion of 2 Years and 3 Months of Service from Grant Date) Percentage (%) of options that shall vest: 25% Last date of Exercise for first Vesting: 30 th September, 2022 (1 Year and 9 months from First Vesting Date)
13. EXERCISE OF OPTIONS IN CASE OF SEPARATION OF AN EMPLOYEE FROM THE COMPANY OR ITS SUBSIDIARY COMPANY: e. Retirement of an employee:	
Current age of employees:52 & 53 First Vesting Date: 1 st October, 2023 (Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 40%	Current age of employees:52 & 53 First Vesting Date: 1 st January, 2021 (Completion of 2 Years and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%

<p><u>Second Vesting Date:</u> 01st October, 2025</p> <p>(Completion of 7 Years of Service from Grant Date) Percentage (%) of options that shall vest: 60%</p>	<p><u>Second Vesting Date:</u> 01st October, 2023</p> <p>(Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 15%</p> <p><u>Final Vesting Date:</u> 01st October, 2025</p> <p>(Completion of 7 Years of Service from Grant Date) Percentage (%) of options that shall vest: 60%</p>
<p>Current age of employees:54 & 55 <u>Final Vesting Date:</u> 01st October, 2023</p> <p>(Completion of 5 Years of Service from Grant Date) Percentage of options that shall vest: 100%</p>	<p>Current age of employees:54 & 55 <u>First Vesting Date:</u> 01st January, 2021</p> <p>(Completion of 2 Years and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%</p> <p><u>Final Vesting Date:</u> 01st October, 2023</p> <p>(Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 75%</p>
<p>Current age of employees:56, 57, 58, 59, 60 <u>Final Vesting Date:</u> Retirement Date</p> <p>(Retirement date, i.e. at the age of 60) Percentage of options that shall vest: 100%</p>	<p>Current age of employees:56, 57, 58, 59, 60 <u>First Vesting Date:</u> 01st January, 2021</p> <p>(Completion of 2 Years and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%</p> <p><u>Final Vesting Date:</u> Retirement Date</p> <p>(Retirement date, i.e. at the age of 60) Percentage (%) of options that shall vest: 75%</p>

Amendments to the PPFAS ESOP 2019

Existing Clause	Amended Clause
Clause 11. VESTING SCHEDULE / CONDITIONS:	
<p>11.a. The Options shall not vest for a period of 5 years after grant.</p>	<p>11.a. The Options shall vest after a period of 1 year and 3 months from the date of grant.</p>
<p>11.c. <u>First Vesting Date:</u> 1st October, 2024 (Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 25%</p>	<p>11.c. <u>First Vesting Date:</u> 1st January, 2021 (Completion of 1 Year and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%</p>
12.f. EXERCISE OF OPTIONS:	
<p><u>First Vesting Date:</u> 1st October, 2024 (Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 25% <u>Last date of Exercise for first Vesting:</u> 31st October, 2026 (2 Years and 1 month from First Vesting Date)</p>	<p><u>First Vesting Date:</u> 1st January, 2021 (Completion of 1 Year and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25% <u>Last date of Exercise for first Vesting:</u> 30th September, 2022 (1 Year and 9 months from First Vesting Date)</p>
13. EXERCISE OF OPTIONS IN CASE OF SEPARATION OF AN EMPLOYEE FROM THE COMPANY OR ITS SUBSIDIARY COMPANY: e. Retirement of an employee:	
<p>Current age of employees:52 & 53 <u>First Vesting Date:</u> 01st October, 2024 (Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 40% <u>Second Vesting Date:</u> 01st October, 2026</p>	<p>Current age of employees:52 & 53 <u>First Vesting Date:</u> 01st January, 2021 (Completion of 1 Year and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25% <u>Second Vesting Date:</u> 01st October, 2024</p>

<p>(Completion of 7 Years of Service from Grant Date) Percentage (%) of options that shall vest: 60%</p>	<p>(Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 15%</p> <p><u>Final Vesting Date:</u> 01st October, 2026</p> <p>(Completion of 7 Years of Service from Grant Date) Percentage (%) of options that shall vest: 60%</p>
<p>Current age of employees:54 & 55 <u>Final Vesting Date:</u> 01st October, 2024</p> <p>(Completion of 5 Years of Service from Grant Date) Percentage of options that shall vest: 100%</p>	<p>Current age of employees:54 & 55 <u>First Vesting Date:</u> 01st January, 2021</p> <p>(Completion of 1 Year and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%</p> <p><u>Final Vesting Date:</u> 01st October, 2024</p> <p>(Completion of 5 Years of Service from Grant Date) Percentage (%) of options that shall vest: 75%</p>
<p>Current age of employees:56, 57, 58, 59, 60 <u>Final Vesting Date:</u> Retirement Date</p> <p>(Retirement date, i.e. at the age of 60) Percentage of options that shall vest: 100%</p>	<p>Current age of employees:56, 57, 58, 59, 60 <u>First Vesting Date:</u> 01st January, 2021</p> <p>(Completion of 1 Year and 3 months of Service from Grant Date) Percentage (%) of options that shall vest: 25%</p> <p><u>Final Vesting Date:</u> Retirement Date</p> <p>(Retirement date, i.e. at the age of 60) Percentage (%) of options that shall vest: 75%</p>

SALIENT FEATURES OF THE SCHEMES

The salient features of the ESOP Schemes of the Company including the abovementioned variations/amendments are given below:

Sr. No	Particulars	PPFAS ESOP 2018	PPFAS ESOP 2019
a)	Brief Description of the Scheme(s)	The ESOP Scheme has already been approved by the shareholders. The grant date of the options is 1st October, 2018.	The ESOP Scheme has already been approved by the shareholders. The grant date of the options is 1st October, 2019.
b)	Total options to be granted.	10,00,000 (Ten Lakhs) Equity Shares in the Company of face value of Rs. 10/- each fully paid-up.	10,98,000 (Ten Lakhs and Ninety Eight Thousand) Equity Shares in the Company of face value of Rs. 10/- each fully paid-up
c)	Identification of the classes of employees entitled for Employees Stock Option Program.	a)Permanent employees of the Company working in India or outside India; or b) Directors of the Company; or c)Permanent employees and Directors of the Subsidiary Company.	a)Permanent employees of the Company working in India or outside India; or b) Directors of the Company; or c)Permanent employees and Directors of the Subsidiary Company
d)	Requirement of Vesting and Period of Vesting.	The options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Board may, at its discretion, lay down certain metrics based on employment tenure, on the achievement of which such options would vest. The proportion in which options granted are to be vested is as follows: 1st January, 2021 (2 years and 3 months from grant	The options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Board may, at its discretion, lay down certain metrics based on employment tenure, on the achievement of which such options would vest. The proportion in which options granted are to be vested is as follows: 1st January, 2021 (1 years and 3 months from grant

		date): 25% of options granted 01st November, 2025 (7 years & 1 month from grant date): 30% of options granted 01st December, 2027 (9 years & 2 Months from grant date): 45% of options granted.	date): 25% of options granted 01st November, 2026 (7 years & 1 month from grant date): 30% of options granted 01st December, 2028 (9 years & 2 Months from grant date): 45% of options granted.
e)	Maximum period within which options shall be vested.	The options granted shall vest over a period of Nine years and two months from the date of grant of such options on satisfaction of vesting conditions as determined by the Board	The options granted shall vest over a period of Nine years and two months from the date of grant of such options on satisfaction of vesting conditions as determined by the Board
f)	Exercise Price	The Exercise Price shall be equal to Rs. 100/- (Rupees One Hundred only) per option.	The Exercise Price shall be equal to Rs. 150/- (Rupees One Hundred and Fifty only) per option.
g)	Exercise period and the process of Exercise	Exercise Period for first Vesting: Till 30 th September, 2022 (1 Year and 9 months from First Vesting Date) Exercise Period for Second Vesting: Till 31 st December, 2027. (2 Years and 2 months from Second Vesting Date) Exercise Period for Third Vesting: Till 30 th November, 2029 (2 Years from Third Vesting Date) The Vested options shall be exercisable by the employees by a written	Exercise Period for first Vesting: Till 30 th September, 2022 (1 Year and 9 months from First Vesting Date) Exercise Period for Second Vesting: Till 31 st December, 2028. (2 Years and 2 months from Second Vesting Date) Exercise Period for Third Vesting: Till 30 th November, 2030 (2 Years from Third Vesting Date) The Vested options shall be exercisable by the employees by a written

		application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Board from time to time. The options shall lapse if not exercised within the specified exercise period.	application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Board from time to time. The options shall lapse if not exercised within the specified exercise period.
h)	Appraisal process for determining the eligibility of the employee to ESOP	The appraisal process for determining the eligibility of the employees will be decided by the Board of Directors from time to time.	The appraisal process for determining the eligibility of the employees will be decided by the Board of Directors from time to time.
i)	Lock in Period	After the options are converted into Equity Shares, the Equity Shares so converted shall not be subject to any lock in.	After the options are converted into Equity Shares, the Equity Shares so converted shall not be subject to any lock in.
j)	Maximum number of options/Shares to be issued per employee and in aggregate	The maximum number of Options to be granted under the Plan shall not exceed 10,00,000 (Ten Lakhs) (save that the number of Shares shall stand adjusted accordingly if and as determined by the Board in the event of a bonus issue, share split, share consolidation or other corporate action that the Board determines requiring such adjustment). The maximum number of options that may be granted to any specific eligible employee of our Company and of the Subsidiary company will be determined by the Board on case to case basis	The maximum number of Options to be granted under the Plan shall not exceed 10,98,000 (Ten Lakhs and Ninety Eight Thousand) (save that the number of Shares shall stand adjusted accordingly if and as determined by the Board in the event of a bonus issue, share split, share consolidation or other corporate action that the Board determines requiring such adjustment). The maximum number of options that may be granted to any specific eligible employee of our Company and of the Subsidiary company will be determined by the Board on case to case basis
k)	Method of option valuation:	As per the relevant Accounting Standards and guidelines issued from time to time.	As per the relevant Accounting Standards and guidelines issued from time to time.

l)	The conditions under which option vested in employees may lapse	In case of termination of employee on account of cheating/ fraud/ misconduct, the vested as well as the unvested Options of employee shall lapse immediately on the date of his/her termination.	In case of termination of employee on account of cheating/ fraud/ misconduct, the vested as well as the unvested Options of employee shall lapse immediately on the date of his/her termination.
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The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing Schemes.

The Directors recommend the Special Resolutions at Item No. 1 and 2 of the accompanying Notice, for the approval of the Members of the Company.

The Directors or Key Managerial Persons of the Company may be deemed to be concerned or interested in the Resolution to the extent of the employee stock options granted / may be granted to them. None of the relatives of the Directors of the Company or of the Key Managerial Personnel of the Company are concerned or interested in the passing of the Resolution at Item No. 1 and 2.

Item No. 3 & 4

The Company is carrying on the business of providing portfolio management services and distribution of Mutual Funds Products and has done well in the past few years. Considering the business prospects and valuation of the Company in near future, the Board intends to convert the company into a Public Limited Company.

The Board at its meeting held on March 12, 2020 after considering the future infusion of funds and the benefits decided to convert the status of the Company from Private Limited to Public Limited, subject to the approval of the members.

Further pursuant to the provision of Section 13, 14 & 18 of the Companies Act, 2013, the said conversion shall come into force by modifying the Name clause of Memorandum of Association and by adopting a new set of Articles of Association in place of the existing one.

In accordance with the aforesaid, members' approval is sought for conversion of the Company into Public Limited Company with status as "**Parag Parikh Financial Advisory Services Limited**" and alteration of the Name clause of Memorandum of Association of the Company.

The Board of Directors recommend passing Special resolution as set out in the resolution under item no. 3 & 4 of the notice.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution except to the extent of shares held in the Company.

Item No 5.

The existing Articles of Association (AOA) were based on the Companies Act, 2013 and several clauses/regulations in the existing AOA needs alterations due to proposed conversion into a Public Limited Company.

Hence, it is considered expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions applicable to Public Limited Company.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Mumbai and such other regulatory authorities as may be required.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution except to the extent of shares held in the Company.

By order of the Board of Directors of
Parag Parikh Financial Advisory Services Private Limited

Place: Mumbai
Date: 3rd June, 2020

Sd/-
Sahil Parikh
Director
(DIN- 00079898)

Sd/-
Neil Parikh
Director
(DIN- 00080269)