

3. AGENDA

The Chairman then proceeded with the business to be transacted at the Meeting. With the permission of the Chair, Mr. Pradeepta Kumar Puhan assisted the Chairman in explaining the objective and implications of the Agenda item.

SPECIAL BUSINESS:

ITEM NO. 01

APPROVAL FOR ALTERATION OF THE EMPLOYEE STOCK OPTION SCHEME (ESOS 2021) OF THE COMPANY

The Chairman with the assistance of Mr. Pradeepta Kumar Puhan informed the Members that during July 2022, the Stock Exchange of Hong Kong (HKEX) proposed amendments to Chapter 17 of the HKEX Listing Rules relating to the Share Option Schemes as applicable to the Promoter Holding Company, FIH Mobile Limited, which will be effective from January 01, 2023.

Under the New Chapter 17, the new rules relating to share schemes will only apply to principal subsidiaries of a listed issuer. As currently the Company does not fall within the definition of “principal subsidiary” of FIH Mobile Limited under the New Chapter 17, ESOS 2021 does not need to comply with the New Chapter 17.

Considering the proposed amendments to the HKEX Listing Rules and amendments relating to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Board approved the proposed amendments to the ESOS 2021 in its meeting held on October 21, 2022 subject to the approval of the Shareholders of the Company.

After due deliberations the resolution was -

Proposed by Mr. Kam Wah Danny Tam; and

Seconded by the Chairman

“RESOLVED THAT in continuation of the resolution passed by the Board of Directors and Shareholders’ of the Company on November 12, 2021, approving alterations to the Company’s Employee Stock Option Scheme 2021 (hereinafter referred to as “ESOS 2021”) and pursuant to the provisions of Companies Act, 2013 (“**Act**”) and rules made thereunder and provisions contained in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as and when applicable, including any statutory amendment, modification or re-enactment to the Act or the Regulations, for the time being in force) and the Articles of Association of the Company, the amendments proposed in the Employee Stock Option Scheme (hereinafter referred to ESOS 2021), as placed before the Members, be and is hereby approved.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board to:

- Issue and allot equity shares upon exercise of stock options from time to time, granted under ESOS 2021 and such equity shares allotted shall in all respects rank *pari-passu* with the existing equity shares of the Company;
- take necessary steps for listing of the securities allotted under ESOS 2021 on the stock exchanges, where the equity shares of the Company are listed or proposed to be listed as per the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, rules and regulations;

- conform to the accounting policies prescribed from time to time under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2021;
- make any modifications, changes, variations, alterations or revisions in ESOS 2021, as it may deem fit, from time to time or to suspend, withdraw or revive ESOS 2021, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOS 2021; and
- do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2021 and to take all such steps and do all acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT all the Directors of the Company or the Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-Forms with regulatory authorities.

RESOLVED FURTHER THAT all the Directors of the Company or the Company Secretary be and is hereby authorized to certify copies of the aforesaid resolutions for submission to the authorities as deemed fit.”

The above resolution on being put to vote by show of hands was carried unanimously as a Special Resolution.

Details of Votes by the Members of the Company for the above Resolution

No. of Members	No. of Votes held by all the members.	% of Votes in favor	% of Votes against	% of Votes Invalid
7	2,38,09,44,980	100	Nil	Nil

Chairman announced the summary of the decisions taken in the Meeting and that the resolution contained in the Notice was approved unanimously by the Members present at the Meeting. Chairman made the roll call at the conclusion of the meeting and ensured presence of quorum throughout the Meeting.

4. VOTE OF THANKS

There being no other business to transact, the Meeting concluded at 03.20 P.M. IST with a vote of thanks to the Chair.