



Date: May 14, 2025

To,
The Manager
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E),
Mumbai- 400051.

Scrip Symbol: BEACON

Sub: Intimation of Postal Ballot Notice for Introduction, Adoption and Implementation of Beacon Trusteeship Limited Employee Stock Option Plan 2025.

Dear Sir/Madam,

Further to our letter dated March 26, 2025, and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for introduction, adoption and implementation of Beacon Trusteeship Limited Employee Stock Option Plan 2025 (BTL ESOP 2025) and for the extension of BTL ESOP 2025 to the Employees of Subsidiary and Associate Company(ies) of the Company.

The Notice is being sent to all the Members, whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depository Participants as on Friday, May 09, 2025. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of KFin Technologies Limited ("KFinTech") as the agency to provide e-voting facility. The e-voting period will commence from Monday, May 19, 2025, at 09.00 A.M. (IST) and will end on Wednesday, June 18, 2025 at 05.00 P.M. (IST).

BEACON TRUSTEESHIP LIMITED

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 **Email :** contact@beacontrustee.co.in

Website : www.beacontrustee.co.in **CIN :** L74999MH2015PLC271288

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The Notice will be made available on the website of the Company at <https://beacontrustee.co.in/> and on the website of KfinTech at <https://evoting.kfintech.com>

Please take the above information on record.

Thanking You,
Yours faithfully,

FOR BEACON TRUSTEESHIP LIMITED

Pratibha Tripathi
Company Secretary
Membership No.: A68747

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Bandra East, Mumbai- 400051

CIN: L74999MH2015PLC271288

Website: beacontrustee.co.in E-mail: cs@beacontrustee.co.in

Tel No: +91 9555449955

POSTAL BALLOT NOTICE

(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Beacon Trusteeship Limited ("the Company") by means of Postal Ballot, only by remote e-voting by electronic means ("remote e-voting"), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") the relaxations and clarifications issued by the Ministry of Corporate Affairs vide various MCA Circulars from time to time and other applicable provisions of the Act and the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("SEBI"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("Notice") only by email to its members who have registered their email address with the Company/registrar and transfer agent or depository(ies) / depository participants and the communication of assent /dissent of the shareholders on the resolutions proposed in the Notice will only take place through the remote e-voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

An Explanatory Statement, pursuant to the provisions of Section 102(1) of the Companies Act 2013 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors have **appointed Mr. Mayank**

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Arora, Practicing Company Secretary, (COP No. 13609) or failing which **Ms. Neha Poddar, Practicing Company Secretary, (COP No: 26322)**, shall act as Scrutiniser for conducting the Postal Ballot process, through e-voting, in a fair and transparent manner and they have communicated the willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of **KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent")** as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Monday, May 19, 2025 (9:00 a.m. IST)
End of e-voting:	Wednesday, June 18, 2025 (5:00 p.m. IST)

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced **on or before Friday, June 20, 2025**. The voting results along with the scrutinizer's report would be intimated to the National Stock Exchange of India Limited, where the equity shares of the Company are listed. The same will also be uploaded on the Company's website i.e. at <https://beacontrustee.co.in/> and on the website of KFIN Technologies Limited at <https://evoting.kfintech.com>, the Registrar and Share Transfer Agent ("KFinTech/RTA") of the Company.

SPECIAL BUSINESS(ES):

ITEM NO. 1

APPROVAL FOR INTRODUCTION, ADOPTION AND IMPLEMENTATION OF BEACON TRUSTEESHIP LIMITED EMPLOYEE STOCK OPTION PLAN 2025.

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

"RESOLVED THAT pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force), (ii) Regulation 6 and other applicable provisions of the Securities and **BEACON TRUSTEESHIP LIMITED**

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Exchange Board of India (**Share Based Employee Benefits and Sweat Equity**) Regulations, 2021 (“SBEB Regulations”), (iii) applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (“FEMA”), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), the approval of the shareholders of the Company be and is hereby accorded to introduce, create, approve, adopt and implement the Beacon Trusteeship Limited Employee Stock Option Plan 2025 (“BTL ESOP 2025”/ “Plan” /”Scheme”) through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorise 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 and Remuneration Committee (“NRC”) which the Board has designated as the Compensation Committee to exercise its powers, including the powers conferred by this resolution) to create, issue, offer, grant and allot from time to time, in one or more tranches up to **1,50,000 (One Lakh Fifty Thousand Only) employee stock options (“Options”)** to or for the benefit of the employees (present or future) exclusively working in India or Outside India, who are in the employment of the Company including any Director, whether Whole-time or otherwise (other than an employee who is a Promoter or a person belonging to the Promoter group, Non-Executive Chairman, Independent Director of the Company and Directors holding directly or indirectly 10% of the outstanding equity shares of the Company) as may be decided by the Board and permitted under the SBEB Regulations, exercisable into equivalent number i.e. 1,50,000 (One Lakh Fifty Thousand Only) equity shares of the Company having face of Rs. 10/- (Rupees Ten only) each (“Equity Share(s)”) under BTL ESOP 2025, at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of BTL ESOP 2025 and in compliance of SBEB Regulations and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time, in one or more tranches in accordance with **BTL ESOP 2025** and such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under BTL ESOP 2025 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of the Company (including deciding the number of Options to be

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granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in BTL ESOP 2025 or suspend/ withdraw/ revive BTL ESOP 2025 from time to time without being required to seek any further approval of the members of the Company subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional Options are granted/to be granted or equity shares are issued/to be issued by the Company to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the BTL ESOP 2025 are passed on to the employees of the Company and the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under BTL ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

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

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board, chief financial officer and company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of BTL ESOP 2025, for compliance with the SBEB Regulations and other applicable laws and to give effect to the resolution.”

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ITEM NO. 2

APPROVAL FOR EXTENSION OF BEACON TRUSTEESHIP LIMITED EMPLOYEE STOCK OPTION PLAN 2025 TO THE EMPLOYEES OF SUBSIDIARIES AND ASSOCIATES OF THE COMPANY.

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

“RESOLVED THAT pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force), (ii) Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), (iii) applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (“FEMA”), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), **the approval of the shareholders of the Company** be and is hereby accorded to introduce, create, approve, adopt and implement the Beacon Trusteeship Limited Employee Stock Option Plan 2025 (“BTL ESOP 2025”/ “Plan” /”Scheme”) through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorise 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 and Remuneration Committee (“NRC”) which the Board has designated as the Compensation Committee to exercise its powers, including the powers conferred by this resolution) to create, issue, offer, grant and allot from time to time, in one or more tranches up to **1,50,000 (One Lakh Fifty Thousand Only) employee stock options (“Options”)** to or for the benefit of the employees (present or future) of the subsidiaries and associates of the Company (present or future) exclusively working in India or Outside India, who are in the employment of the Company including any Director, whether Whole-time or otherwise (other than an employee who is a Promoter or a person belonging to the Promoter group, Non-Executive Chairman, Independent Director of the Company and Directors holding directly or indirectly 10% of the outstanding equity shares of the Company), as may be decided by the Board and permitted under the SBEB Regulations, exercisable into equivalent number i.e. 1,50,000 (One Lakh Fifty Thousand Only) equity shares of the Company having face of Rs. 10/- (Rupees Ten only) each (“Equity Share(s)”) under BTL ESOP 2025, at such price or prices, on such terms and conditions as may be decided by the Board in accordance with the provisions of BTL ESOP 2025 and in compliance of SBEB Regulations and applicable laws.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time, in one or more tranches in accordance with BTL ESOP 2025 and such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under BTL ESOP 2025 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in BTL ESOP 2025 or suspend/ withdraw/ revive BTL ESOP 2025 from time to time without being required to seek any further consent or approval of the members of the Company, subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger, sale of division/undertaking etc. if any, additional Options are granted/to be granted or equity shares are issued/to be issued by the Company to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the BTL ESOP 2025 are passed on to the employees of the Company and the above ceiling in terms of number of equity shares / stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under BTL ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

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

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board, chief financial officer and company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of BTL ESOP 2025, for compliance with the SBEB Regulations and other applicable laws and to give effect to the resolution.”

NOTES:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and as prescribed under SEBI (SBEBSE) Reg 2021 and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, May 09, 2025(“ Record/Cut-Off Date”)** and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) (“DPs”) in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Record/Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member on the Record/Cut-Off Date should treat this Notice for information purposes only. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Record/Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in Notes forming part of this Notice

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4. In compliance of provision with Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed M/s. KFIN Technologies Limited for facilitating remote e-voting, to enable the members to cast their votes electronically.
5. In accordance with the MCA Circulars, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
6. Notice is also placed on the website of the Company i.e. <https://beacontrustee.co.in/> and the website of KfinTech i.e. <https://evoting.kfintech.com> and shall also be available on the website of the Stock Exchange on which the shares of the Company are listed i.e. NSE (www.nseindia.com).
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection by the Members through Electronic Mode from **Monday, May 19, 2025** to **Wednesday, June 18, 2025** basis the request being sent on cs@beacontrustee.co.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect with a self-attested copy of their PAN Card attached to the email.
8. Remote e-voting period shall commence on **Monday, May 19, 2025 (9:00 a.m. IST)** and shall **end on Wednesday, June 18, 2025 (5:00 p.m. IST)**. The said remote e-voting module shall be disabled for voting immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in the Notes to this Notice. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
9. The Board at its meeting held on Wednesday, March 26, 2025 appointed **Mr. Mayank Arora, Practicing Company Secretary, (COP No. 13609)** or failing which **Ms. Neha Poddar, Practicing Company Secretary, (COP No: 26322)**, as a Scrutinizer to scrutinise the postal ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by him, after completion of the scrutiny of the e-voting, within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of votes cast will be final. **The results of the Postal Ballot** will be announced by the Chairman of the Company, or any other person authorised

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by him, **not later than 2 working days from the conclusion of remote e-voting** by placing it, along with the scrutinizer's report, on the website of the Company. The voting results along with the scrutinizer's report would be intimated to the National Stock Exchange of India Limited, where the equity shares of the Company are listed. The same will also be uploaded on the Company's website i.e. at <https://beacontrustee.co.in/> and on the website of KFIN Technologies Limited at <https://evoting.kfintech.com>, the Registrar and Share Transfer Agent ("KfinTech/RTA") of the Company.

- 10.** The resolutions, if approved by the requisite majority votes of members by means of postal ballot, shall be deemed to have been passed on the last date of e-voting, i.e. on Wednesday, June 11, 2025

11. Instructions for Remote E-voting:

The manner of voting by (A) Individual Shareholders holding shares of the Company in Demat mode, (B) Shareholders other than Individuals holding shares of the Company in Demat mode and all shareholders holding shares of the Company in Physical mode, is explained in the instructions given hereinbelow:

A. Login method for Remote E-voting for Individual shareholders holding shares of the Company in demat mode:

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

The procedure to login and access Remote E-voting, as devised by the Depositories/ Depository Participant(s), is given below:

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<p>Individual Shareholders holding shares of the Company in demat mode with NSDL</p>	<p>1. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. ‘Beacon Trusteeship Limited’ or ESP i.e. KFin. Members will be re-directed to KFin’s website for casting their vote during the Remote E-voting period. <p>2. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com/ Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e. Beacon Trusteeship Limited or ESP name i.e KFin after which the
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	<p>Member will be redirected to ESP website for casting their vote during the Remote E-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
<p>Individual members holding shares of the Company in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility: <ol style="list-style-type: none"> https://web.cdslindia.com/myeasitoken/Home/Login or URL: http://www.cdslindia.com/www.cdslindia.com Click on New System Myeasi. Login to MyEasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. User not registered for Easi / Easiest <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. Alternatively, by directly accessing the e-voting website of CDSL. <ol style="list-style-type: none"> Visit www.cdslindia.com Provide demat account number and PAN System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting

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	<p>link available against the name of the Company, viz. 'Beacon Trusteeship Limited' or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant</p>	<p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Beacon Trusteeship Limited or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the Remote E-voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022-4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 99 11

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B. Login Method for shareholders other than Individual shareholders holding shares of the Company in demat mode and shareholders holding shares of the Company in physical mode:

1. Members whose email IDs are registered with the Company / DPs, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and password. They are requested to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with Kfin for e-voting, they can use their existing User ID and password for casting the vote
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a- z), one numeric value (0-9) and a special character (@,#,3, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.
 - v. Members would need to login again with the new credentials.
 - vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., “Beacon Trusteeship Limited” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

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- ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: cs@mayankarora.co.in with a copy marked to evoting@kfintech.com and to the Company at cs@beacontrustee.co.in. They may also upload the same in the e-voting module in their login page. The scanned image of the above-mentioned documents should be in the naming format ‘Corporate Name_EVEN’.

It should reach the Scrutinizer, KFintech and the Company not later than Day, Date, Time

- xiii. If you have forgotten your password, you can reset your password by using ‘Forgot Password’ available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800-309-4001.

12. Members whose email IDs are not registered with the Company/ DPs and e-voting instructions cannot be serviced, will have to follow the following process:

Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot and the e-voting instructions.

In case of any query/grievance with respect to Remote E-voting, please visit the ‘Help’/‘FAQs’ section available on KFINTECH’s website: <https://evoting.kfintech.com> or send an e-mail to evoting@kfintech.com or call KFINTECH on toll free number 1800-309-4001. Members may also contact Mr. Praveen Chaturvedi, Senior Vice President or Mr. Mohammed Shanoor, Assistant Manager, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial

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District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana at the e-mail ID einward.ris@kfintech.com.

13. In case of members who have not registered their e-mail addresses with the Company/KFintech/Depository Participant(s) then such Members are requested to register/update their e-mail address with Depository Participant (in case of shares held in demat form) and inform KFintech at the e-mail ID evoting@kfintech.com. In case of shares held in physical form, Members are required to send the request letter together with form(s) ISR-1, ISR-2 & ISR-3 or form SH-13 to enable updation of KYC Details and sending communication(s) to you over e-mail.
14. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/name, contact number, etc. to their DPs only and not to the Company or KFINTECH. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
15. Members are requested to note that the RTA of the Company, based on SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023, has created an online platform which can be accessed at <https://ris.kfintech.com/default.aspx> > Investor Services > Investor Support Members can register/sign-up, using their Name, PAN, Mobile and e-mail id. Post registration, Members can login via OTP and execute activities like raising Service Requests, Queries, Complaints, checking status, KYC details, dividend, interest, redemptions, e-meetings and e-voting details.

Quick link to access the sign-up page is <https://kprism.kfintech.com/signup>

**By order of the Board of Directors
For Beacon Trusteeship Limited**

**Sd/-
Pratibha Tripathi
Company Secretary & Compliance Officer – Listing
Membership No. A68747**

Date: **May 14, 2025**

Place: **Mumbai**

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EXPLANATORY STATEMENT FOR ITEM NO. 1 AND 2 PURSUANT TO THE ACT AND OTHER APPLICABLE LAWS

Background:

The BTL ESOP 2025 is being introduced to align the employee interests with the company's long-term growth and success. This initiative aims to attract, retain, and motivate employees by offering them an opportunity to participate in ownership.

Key drivers for implementing the ESOP include enhancing employee engagement, improving retention, and rewarding contributions to organizational success. By granting stock options, the company fosters a sense of ownership, encouraging employees to drive performance and innovation.

Additionally, the ESOP strengthens the company's competitive positioning by attracting top talent and aligning employees with strategic objectives. It also offers long-term wealth creation opportunities while reinforcing a performance-driven culture. Through this scheme, the company seeks to cultivate a dedicated workforce, driving sustainable growth and maximizing shareholder value.

Accordingly, based on the recommendation and approval of the NRC and the Board of the Company, the approval of members of the Company is being sought for implementation of BTL ESOP 2025. The salient features of the Plan in terms of Section 62(1)(b) of the Act read with Rule 12 and Regulation 6 of the SBEB Regulations are given as hereunder:

1. Brief description of the scheme:

The detailed terms and conditions of the Scheme, were duly approved by the NRC and Board at its meeting held on Wednesday, March 26, 2025 at 2:00 P.M. and 4:00 P.M. respectively, subject to further approval of the shareholders of the Company.

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company would grant up to **1,50,000 (One Lakh Fifty Thousand Only) Options** in one or more tranches to eligible employees of the Company, its subsidiaries and associates of the Company that would entitle the grantees (in aggregate) the right to acquire, not exceeding 1,50,000 (One Lakh Fifty Thousand Only) fully paid-up equity shares of Rs. 10/- (Rupees Ten) each, with each such

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Option conferring a right upon the eligible employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan.

BTL ESOP 2025 provides for grant of Options to employees of the Company, its subsidiaries and associates of the Company, as may be permissible under the SBEB Regulations (hereinafter referred to as 'Employees') from time to time. Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the NRC at the time of each grant. After vesting, the Employees may exercise the vested Options within the pre-defined exercise period. Each Option is convertible into one Equity Share of the Company upon vesting and exercise.

The Company will issue Equity Shares upon exercise of vested Options, subject to fulfilment of certain condition(s) including without limitation payment of exercise price and satisfaction of tax obligations.

The NRC shall act as the compensation committee for the administration and supervision of the Plan. All questions of interpretation of the Plan shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the Plan. The NRC or any other person(s) authorised by the NRC from time to time shall take necessary administrative steps in order to implement, supervise and administer the Plan including but not limited to the following:

- Determine employee-wise number of grants for NRC's approval.
- Issue, amend, modify the grant letters to grantees.
- Accept nomination forms / exercise notices from grantees.
- Sign and deliver all letters, correspondence, certificates, undertaking, other deeds and documents on behalf of the Company for any purpose incidental or ancillary to the Plan.
- Appoint any consultant, lawyer, professional etc., for any opinion, advice, views or to represent the Company before any statutory or non-statutory authority. Also, appoint a valuer/ merchant banker / chartered accountant as may be required.
- Do all such acts, deeds and things as may be required to be done to implement and administer the Plan or any other matter connected thereto under the authority of the NRC.

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2. Total number of options, shares or benefits, as the case may be, to be offered and granted

It is proposed to grant / offer / issue **up to 1,50,000 (One Lakh Fifty Thousand Only) Options**, in one or more tranches. Each Option will entitle the option holder 1 (one) Equity Share of the Company. Accordingly, up to 1,50,000 (One Lakh Fifty Thousand Only) Equity Shares shall be allotted to the Employees under the BTL ESOP 2025 upon exercise of all options under BTL ESOP 2025.

Further, the SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted or to be granted. In this regard, the NRC shall adjust the Options and/or price of the Options granted or to be granted in such a manner that the total value of the Options granted or to be granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Options grantees for making such fair and reasonable adjustment, the aforesaid ceiling shall be deemed to be increased to the extent of such additional Options issued.

In case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under BTL ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme.

Subject to the ESOP Policy and determination or selection by the NRC, Employee(s) as defined in Regulation 2(1)(i) of the SBEB Regulations as amended from time to time, shall be eligible to participate and be beneficiaries in the BTL ESOP 2025.

4. Requirements of vesting and period of vesting

Subject to exceptions such as death and permanent incapacity etc. as provided under SBEB Regulations, the vesting period of stock options **shall not be less than a period of 1 year**, and which may extend to a **maximum period of 2 years**, from the date of grant, as may be

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decided by the NRC. The quantum/proportion in which the Options would vest and the exact period over which the Options would vest with the employees would be determined by the NRC and stated in the grant letter.

Vesting of Options would be based on continued employment and meeting of mandatory performance conditions as specified in the grant letter. Performance conditions would be determined by the NRC in accordance with the ESOP Policy.

5. Maximum period (subject to regulation 18(1) of SBEB regulations within which the options / benefits shall be vested

The vesting period of stock options shall not be less than a period of 1 year, and which may extend to a maximum period of 2 years, from the date of grant, as may be decided by the NRC and stated in the grant letter. The committee may vary the maximum vesting period from time to time, as may be statutorily permissible.

6. Exercise price or pricing formula

The exercise price shall be Rs. 60/- (Rupees Sixty Only) i.e. the price of the share at the time of the Initial Public Offer of the Company, payable by the employees on exercise of vested options, pursuant to the plan. The employee shall also be liable to pay the Company the amount equivalent to the value of the perquisite tax payable on exercise of the options in accordance with the provisions of the Income Tax Act, 1961 and other applicable laws (if any) at the relevant time.

7. Exercise period/offer period and process of exercise/acceptance of offer

Exercise period:

The exercise period will commence from the date of vesting and will expire on completion of 2 years from the date of respective vesting.

In the event of resignation / termination / superannuation / death / permanent disability, stock options will be exercised in accordance with SBEB regulations as may be determined by the NRC in this regard.

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Process of exercise:

Vested stock options shall be exercisable by the grantee by making a written application to the Company expressing his / her desire to exercise such stock options in such manner and in such format as may be prescribed by the Company from time to time.

Exercise of stock options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the employee. Stock options if not exercised within the specified exercise period will lapse.

8. Appraisal process for determining the eligibility of employees for the scheme

The appraisal process for determining the eligibility of the employee will be specified by the NRC. In determining the eligibility of employees to participate in the Plan, the NRC may consider one or more of the following parameters on a case-by-case basis including but not limited to tenure, performance, position and responsibilities of the employee, nature and value of the employee's service to the company, employee's present and potential contribution and such other factors as may be deemed appropriate by the NRC, at its sole discretion, from time to time.

9. Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any

Maximum limit for any single employee:

The maximum number of options to be issued to any single eligible employee from **BTL ESOP 2025** will be decided by the NRC, subject to an aggregate limit of 0.5% of the issued capital of the Company (cumulative limit across the life of the scheme).

The statutory limit of options to be issued to any single employee is less than 1% of the issued capital of the company in any single financial year without shareholder approval, and accordingly we understand that many companies set this limit at a maximum of 1% in a given financial year. To be clear, we are setting **a cumulative limit of 0.5% of the issued capital of the Company** across the entire life of the scheme. While the regulations require us to set this limit, we may not necessarily grant the entire 0.5% to any single employee.

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Aggregate number of options available for grant under BTL ESOP 2025 for all employees:

Maximum of 1,50,000 (One Lakh Fifty Thousand Only) options shall be available for grant to employees under BTL ESOP 2025. Each Option shall entitle the option holder one fully paid-up equity share of face value of Rs. 10/- of the Company (as adjusted for any changes in capital structure of the Company). Accordingly, up to 1,50,000 (One Lakh Fifty Thousand Only) equity shares of face value of Rs. 10/- each shall be allotted to employees taken together under the BTL ESOP 2025.

10. Maximum quantum of benefits to be provided per employee under a scheme

The Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under BTL ESOP 2025. The maximum quantum of benefits provided to any eligible employee under the BTL ESOP 2025 will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee. No benefits, other than grant of Options and issuance of equity shares upon exercise, are envisaged under BTL ESOP 2025.

11. Whether the scheme is to be implemented and administered directly by the company or through a trust

BTL ESOP 2025 shall be implemented directly by the Company.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both.

BTL ESOP 2025 will involve new issue of Equity Shares of the Company and will not involve any secondary acquisition.

13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable.

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15. Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 and accounting standards

The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/ or any other applicable accounting standards as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including the disclosure requirements prescribed therein in compliance with Regulation 15 of the SBEB Regulations.

16. Method which the Company shall use to value its options

The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard / guidance note, as applicable, notified by the competent authorities from time to time.

17. Lock-in period

The Equity Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may apply under the applicable laws / regulatory authority from time to time.

18. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct

All the vested Options as on the date of termination (due to misconduct or breach of company policies/terms of employment from time to time) which were not exercised shall stand cancelled with effect from the date of such termination.

19. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee

All the vested Options as on the date of submission of resignation shall be exercisable by the Employee within 60 days from the date of vesting of Options. All the vested Options as on the date of termination (due to misconduct or breach of company policies/terms of employment from time to time) shall stand cancelled and will not be available for exercise.

BEACON TRUSTEESHIP LIMITED

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 **Email :** contact@beacontrustee.co.in

Website : www.beacontrustee.co.in **CIN :** L74999MH2015PLC271288

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20. Terms & conditions for buyback, if any of specified securities covered under SBEB Regulations

The NRC has the powers to determine the procedure and other terms and conditions for buy-back of specified securities, if the Company decides to undertake the buy-back of specified securities at any time in compliance with applicable laws.

21. In case the company opts for expensing of share-based employee benefits using the intrinsic value, 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 shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report

Not applicable.

In terms of Section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SBEB Regulations, the implementation of BTL ESOP 2025 and grant of Options to the Employees of the Company under BTL ESOP 2025 require approval of the shareholders by way of a special resolution. **Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 1.**

Further, as per section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(3)(c) of SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for extending the benefits of BTL ESOP 2025 to the employees of subsidiaries and associates of the Company and grant of Options to employees of the subsidiaries and associates of the Company under BTL ESOP 2025. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 2.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the options that may be granted under the BTL ESOP 2025.

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The Board, accordingly, recommends the passing of special resolutions as set out at item no. 1 and 2 of this Notice, for the approval of the shareholders of the Company.

**By order of the Board of Directors
For Beacon Trusteeship Limited**

**Sd/-
Pratibha Tripathi
Company Secretary & Compliance Officer - Listing
Membership No. A68747**

Date: **May 14, 2025**

Place: **Mumbai**

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