

**Disclosures with respect to Compliance to section 62 of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

During the year ended March 31, 2023 there was no material change in the Share India Employees Stock Option Scheme, 2022 (“Share India ESOS 2022”/ “ESOS 2022”) & Share India Employees Stock Option Scheme-II. The ESOS 2022 & ESOS-II are in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**(A) Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time**

Members may refer to the audited financial statements for the Financial Year 2022-23. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 102 – Share Based Payment.

**(B) Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Ind AS.**

The company reports basic and diluted earnings per equity share in accordance with IndAS-33” Earnings per Share”. The dilutive impact is not only on account of ESOP granted but also of share warrant issued.

Diluted EPS for the year ended 31st March 2023 on consolidated basis is Rs 89.23 per share and on standalone basis is Rs 61.80 per share

**(C) Details related to both schemes ESOS 2022 & ESOS-II**

- (i) The description including terms and conditions of ESOS 2022 & ESOS-II are summarized as under:

S.No.	Particulars	Share India Employees Stock Option Scheme, 2022	Share India Employees Stock Option Scheme-II
(a)	Date of Shareholders' approval	February 24, 2022	September 22, 2022
(b)	Total number of options approved under ESOS	6,00,000	1,00,000
(c)	Vesting Requirements	As per SEBI Regulations, there shall be a minimum	Options granted would vest, subject to the

		<p>period of one year between the grant of options and vesting of options. Subject to Participant's continues employment with the Company, the Unvested Options shall vest with the Participant on such date being the date immediately after the date of expiry of one year from the date of acceptance of the Options Granted to such Participant. The date of Vesting may be different in respect of different Options depending upon the different Grants and difference dates of acceptance of such Grant of Options.</p>	<p>minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may extend up to five years from the date of grant of Options at the discretion of and in the manner prescribed by the Committee.</p>
(d)	<b>Exercise Price or pricing formula</b>	<p>The Exercise Price of the Option shall be Rs. 10/- (Rupees Ten Only) each.</p> <p>No amount is payable by the Grantee at the time of acceptance of Grant of Option.</p>	<p>Exercise price shall be the price, payable by the employee for exercising the options granted in pursuance of this scheme, which would be at par value (INR 10/- per share) or such higher price as determined by Nomination &amp; Remuneration Committee.</p> <p>No amount is payable by the Grantee at the time of acceptance of Grant of Option.</p>

(e)	<b>Maximum term of options granted</b>	<p>The Unvested Options shall vest on such date being the date immediately after the date of expiry of one year from the date of acceptance of the Options Granted to such Participant. The Exercise Period shall commence from the date of Vesting and expire not later than 6 months from the last Vesting Date. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant concerned to this effect.</p>	<p>Options granted would vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may extend up to five years from the date of grant of Options at the discretion of and in the manner prescribed by the Committee.</p> <p>The exercise period shall be determined by the Committee in its sole and absolute discretion. However, the Exercise Period shall commence from the date of Vesting and expire not later than 1 year from the last Vesting Date. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant/beneficiary concerned to this effect.</p>
(f)	<b>Source of Shares (primary, secondary or combination)</b>	Primary	Primary
(g)	<b>Variation in terms of options</b>	NIL	NIL

(ii) Method used to account for ESOS - Fair Value method of accounting

(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. - Not Applicable as the Company has used fair value-based method of accounting.

(iv) Option movement during the year (For each ESOS):

Particulars	Share Employees Option Scheme, 2022	India Stock Option Scheme-II
Number of options outstanding at the beginning of the period	Nil	Nil
Number of options granted during the year	4,97,000 (Refer note no.1)	Nil
Number of options <del>forfeited / lapsed /</del> surrendered during the year	3,72,000 (Refer note no.1)	Nil
Number of options vested during the year	Nil (Refer note no.2)	Nil
Number of options exercised during the year	Nil (Refer note no.2)	Nil
Number of shares arising as a result of exercise of options	Nil (Refer note no.2)	Nil
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil (Refer note no.2)	Nil
Loan repaid by the Trust during the year from exercise price received	N.A.	N.A.
Number of options outstanding at the end of the year	1,25,000 (Refer note no.1)	Nil
Number of options exercisable at the end of the year	Nil	Nil

Notes:

1. Out of 6,00,000 options as approved, only 4,97,000 Employee Stock Options were granted to the Eligible Employees of the Company under the “Share India Employees Stock Option Scheme 2022” (“ESOS 2022”) vide Nomination and Remuneration Committee meeting held on April 04, 2022, and out of which 3,72,000 options have been surrendered by the grantees. Therefore, only 1,25,000 options stands granted and outstanding at the end of the year under the aforesaid Scheme. Further in this regard, the Nomination and Remuneration Committee of the Company vide its meeting dated May 04, 2023 granted 1,37,060 options to the Eligible Employees under ESOS 2022.

2. 125000 options vested under ESOS 2022 on April 07, 2023, and the same were exercised by the option holders on May 02, 2023. Pursuant to the aforesaid exercise of options, Rs. 12,50,000/- were realized by the Company and consequently 1,25,000 equity shares were allotted by the Nomination and Remuneration Committee in its meeting dated May 04, 2023.

- (v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock

Scenario	Weighted-average exercise price	Weighted-average fair value
Exercise Price = Market Price	-	-
Exercise Price > Market Price	-	-
Exercise Price < Market Price	10	1260.56

- (vi) Employee wise details of options granted to –

- (a) Senior Managerial Personnel (including Key Managerial Personnel): NIL

- (b) Any other employees who receive a grant in any one year of options amounting to 5% or more of options granted during that year:

Name & Designation	Options Granted during the year	Options Surrendered during the year	Options outstanding at the end of the year	Exercise Price
Kunal Nandwani (IBT product head)	4,14,000	3,09,875	1,04,125	10
Ashish Grover (Senior Executive)	83,000	62,125	20,875	10

- (c) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant:

Name & Designation	Options Granted during the year	Options Surrendered during the year	Options outstanding at the end of the year	Exercise Price
Kunal Nandwani (IBT product head)	4,14,000	3,09,875	1,04,125	10

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

(a) the weighted -average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk- free interest rate and any other inputs to the model;

<b>Assumption Factor</b>	<b>Estimates</b>
Share Price	1277.45
Exercise Price	10.00
Risk free rate	4.85%
Time to maturity	1.25 years
Expected volatility	50 %
Dividend yield	0.47 %

(b) the method used and the assumptions made to incorporate the effects of expected early exercise;

The Company has estimated fair value of options using Black Scholes model. No further assumptions on early exercises have been used.

(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;

The expected volatility for the options issued by the company has been determined after observing the Company's historical volatility.

(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition

None

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