

**Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the year ended March 31, 2022.**

- 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.**

The disclosures are provided under Note No. 26 of the Standalone Financial statements for the financial year ended March 31, 2022.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

The diluted EPS of the Company calculated after considering the effect of potential equity shares arising on account of exercise of options is Rs. 4.01 per share.

- C. Details related to ESOS**

- i. The description including the general terms and conditions of the existing scheme i.e. Employee Stock Options Plan 2016 ("ESOP 2016") are summarized as under:

Sr. No.	Particulars	Employee Stock Option Plan 2016
1.	Date of shareholders' approval	Initial Approval – April 01, 2016 1 <sup>st</sup> Amendment – August 3, 2021 2 <sup>nd</sup> Amendment – August 31, 2021
2.	Total number of options approved	2,52,00,000
3.	Vesting requirements	The options would vest not earlier than one (1) year and further as determined by the Compensation Committee. The Options shall vest with the employees subject to continuing employment with the Company



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4.	Exercise price or pricing formula	The exercise price is Rs. 76/- for the ESOP grants during the year. (Face Value : Rs. 1/-). Exercise Price for the Additional Options out of Bonus are arrived on the basis of adjustments on account of Options previously granted and the Exercise Price are paid for the same.
5.	Maximum term of options granted during the year	4 Years
6.	Source of shares	Primary
7.	Variation in terms of options	None

ii. **Method used for Accounting of ESOP (Intrinsic or Fair Value):**

The Company has recorded compensation costs for all grants made during the year to employees using the fair value method of accounting. The fair value of each option granted is estimated based on the Black-Scholes-Merton formula.

iii. **Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed**

Not Applicable

iv. **Option movement during the year**

Sr. No.	Particulars	ESOP 2016
1.	Number of options outstanding at the beginning of the period	515,375
2.	Number of options granted during the year	9,979,500*
3.	Number of options forfeited / lapsed during the year	240,000
4.	Number of options vested during the year	-
5.	Number of options exercised during the year	2,735,750



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6.	Number of shares arising as a result of exercise of option	2,735,750
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 35.20 Million
8.	Loan repaid by the Trust during the year from exercise price received	NA
9.	Number of options outstanding at the end of the year	7,519,125
10.	Number of options exercisable at the end of the year	4,895,125

\*The Company has issued and allotted bonus shares in the ratio of 20:1 i.e., Twenty Equity Shares for every one Equity Share held in the Company in the extra ordinary general meeting held on August 3, 2021 and Equity Shares were allotted pursuant to bonus issue to persons who were the shareholders of the Company as on August 5, 2021 and accordingly fair and reasonable adjustments were made to the outstanding options as on that date as a result 20 new options were granted for every one outstanding option, thus a total of 7,145,500 options are granted pursuant to the corporate action. Further on October 11, 2021, Company has granted new ESOP options of 28,34,000

- 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.**

S. No.	Particulars	Grant
<b>Weighted average Fair Value of Options granted during the year whose –</b>		
a.	Exercise price equals market price	-
b.	Exercise price is greater than market price	-
c.	Exercise price is less than market price	Rs. 111.81/-
<b>Weighted average Exercise price of Options granted during the year whose -</b>		
a.	Exercise price equals market price	-
b.	Exercise price is greater than market price	-
c.	Exercise price is less than market price	Rs. 76/-



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vi. **Employee-wise details of options granted during the financial year 2021-22 to:**

a) **Senior managerial personnel**

Sr. No.	Name of employee	Designation	Number of options granted during the year	Exercise Price Per Option (in Rs.)
1	Rajan Venkatesan	Chief Financial Officer	50,000	76/-
2	Rajan Sethuraman	Chief Executive Officer	10,00,000	Pursuant to grant of Bonus options, the Corporate Action benefit passed on

b) **Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year:**

Sr. No.	Name of employee	Designation	Number of options granted during the year	Exercise Price Per Option (in Rs.)
1	Mahadevan	Director	12,60,000	Pursuant to grant of Bonus options, the Corporate Action benefit passed on.
2	Rajan Sethuraman	Chief Executive Officer	10,00,000	Pursuant to grant of Bonus options, the Corporate Action benefit passed on.
3	Krishnan Bhavani Venkata	Chief Client Officer	25,87,500	Pursuant to grant of Bonus options, the Corporate Action benefit passed on.
4	FNU Shalabh	Chief Growth Officer	6,00,000	Pursuant to grant of Bonus options, the Corporate Action benefit passed on.



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- 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:**

Sr. No.	Name of employee	Designation	Number of options granted during the year	Exercise Price Per Option (in Rs.)
1	Bhavani Venkata Krishnan	Chief Client Officer	25,87,500	Pursuant to grant of Bonus options, the Corporate Action benefit passed on.

- vii. **Method and Assumptions used to estimate the fair value of options granted during the year:**

The method used for valuation of ESOP is Fair Value Method. The Assumptions used in the model are as follows:

Sr. No.	Particulars	Grant I
1	Risk Free Interest Rate	4.03%
2	Expected Tenure	4 Years
3	Expected Volatility	15.65%

Dividend yield is taken as 0% since the company has not declared any dividend in last 5 financial years.

Volatility rate has been calculated by considering BSE, Sensex Index for the period from 3<sup>rd</sup> October 2016 to 30<sup>th</sup> September 2021.