

## ESOP DISCLOSURES AS ON MARCH 31, 2023

### DISCLOSURES BY BOARD OF DIRECTORS AS PER REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

**A. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time:**

Members may refer to the Note No. 29 of Audited Financial Statements prepared as per Indian Accounting Standard (Ind AS) for the year 2022-23.

**B. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Indian Accounting Standard (Ind AS) 33**

Diluted EPS for the year ended March 31, 2023 is (Rs.0.04)

**C. Details related to Employees’ Stock Option Plan (“ESOP”)**

i. The description including terms and a condition of ESOP is summarized as under:

	Particulars	Employees’ Stock Option Plan 2018*
(a)	Date of shareholders’ approval	April 17, 2018*
(b)	Total number of options approved under ESOP	85,00,000
(c)	Vesting requirements	Vesting period as decided and approved by the board in the letters issuing the options to employees. Since Board has the power to grant accelerated vesting of options.
(d)	Exercise price or pricing formula	The Exercise Price shall be determined by the Board of Directors at the time of Grant of Options.
(e)	Maximum term of options granted	<ul style="list-style-type: none"> <li>While in employment: Options can be exercised at any time after the date of Vesting.</li> <li>Death or Termination due to permanent disability: All Vested Options may be Exercised by the Employee in case of permanent disability and by Employee’s nominee or legal heirs in case of employee’s death, immediately after, but in no event later than six months from the date of death or permanent disability of the Employee.</li> </ul>
(f)	Source of shares	Primary
(g)	Variation in terms of options	None

\*The Suvidhaa Infoserve Private Limited - Employee Stock Options Plan 2018” was ratified vide Special Resolution passed in the 14<sup>th</sup> AGM September 28, 2021 and through Postal Ballot on February 23, 2022 by the members of the Company.

ii. Method of Accounting

The Company has calculated the employee compensation cost using the fair value method

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 for Employees Stock Option Plan (ESOP):

Particulars	SIPL-ESOP 2018
Number of options outstanding at the beginning of the period	17,27,500
Number of options granted during the year	Nil
Number of options forfeited / lapsed during the year	2,59,500
Number of options vested during the year	23,58,000
Number of options exercised during the year	41,55,000

Number of shares arising as a result of exercise of options	41,55,000
Money realized by exercise of options (INR), if scheme is implemented directly by the company	₹ 41,55,000/-
Loan repaid by the Trust during the year from exercise price received	N.A.
Number of options outstanding at the end of the year	19,87,000
Number of options exercisable at the end of the year	23,58,000

- vi. Weighted average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock

(i) Weighted average exercise price of Options outstanding at the end of the year whose:

Particulars	(Amount in ₹)
Exercise price equals market price	N.A.
Exercise price is greater than market price	N.A.
Exercise price is less than market price	1/-

(ii) Weighted average fair value of Options outstanding at the end of the year whose:

Particulars	(Amount in ₹)
Exercise price equals market price	N.A.
Exercise price is greater than market price	N.A.
Exercise price is less than market price	1/-

- vii. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -

a)	Details of Senior managerial personnel including Key Managerial Personnel w.r.t. grant of option for the year ended March 31, 2022	No Options were granted during the year under review.
b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	No employee of the Company received grant of options during the year amounting to 5% or more of options granted.
c)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding out-standing warrants and conversions) of the company at the time of grant.	Mr. Prashant Thakar, Executive Director & CFO of the Company was granted 50,00,000 options on December 27, 2018, the same was approved by the members of the Company vide special resolution through postal Ballot on February 23, 2022

- viii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

The Company uses fair valuation method using the following assumptions:

- Fair value of the options calculated by using Black-Scholes option pricing model.
- Time of Maturity/ Expected Life: Time of Maturity/ Expected Life of option is the period for which the Company expects the option to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised.

**Notes:**

In-principle approval for SIPL-ESOP-2018 was granted by National Stock Exchange of India Ltd. (NSE) vide NSE/LIST/29003 dated March 10, 2022 for 85,00,000 equity shares and the In-principle approval for SIPL-ESOP-2018 was granted by BSE Ltd. vide DCS/IPO/TL/ESOP-IP/2282/2021-22 dated March 30, 2022 for 85,00,000 equity shares.