

Disclosures pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021

SEBI vide its notification dated August 13, 2021 had issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ('SEBI Regulations').

The disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 for the 2015 Plan and 2019 Plan are as follows :

S.No.	Particulars	Details
1.	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	There is no material change in the scheme during the financial year 2022-23 and the scheme is in compliance with the regulations.
2.	Further, the following details, inter alia, shall be disclosed on the Company's website and a web-link thereto shall be provided in the report of Board of Directors.	
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:	Disclosed in Page 140 [Note 1(P)(iv)], Page 174 [Note 28(E)] and Page 177(Note 32) - Notes to Standalone Financial Statements of the Company for the financial year ended on March 31, 2023. Disclosed in Page 212 [Note 1(P)(iv)], Page 248 [Note 29(C)] and Page 254 (Note 35) Notes to Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023.
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:	Disclosed in Page 179, Note 33 of the Standalone Financial Statements and in Page 258, Note 37 of the Consolidated Financial Statements for the financial year ended on March 31, 2023.
C.	Details related to ESOP:	
	(i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including –	Annexure A
	(ii) Method used to account for ESOP - Intrinsic or fair value.	Fair Value
	(iii) Where the company opts for expensing of the options	Not Applicable

	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.	
	(iv) Option movement during the year (For each ESOP):	Annexure B
	(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.	<p>The weighted average share price at the date of exercise of these options during the year ended 31 March 2023 was Rs. 3,798.21</p> <p>The weighted average exercise price during the financial year 2022-23 is Rs. 99.78.</p> <p>The weighted average fair value of options granted during the year was Rs. 3,340</p>
	(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted	Annexure C
	(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Annexure D
D.	Details related to ESPS	Not Applicable
E.	Details related to SAR	Not Applicable
F.	Details related to GEBS / RBS	Not Applicable
G.	Details related to Trust	Not Applicable

Annexure A

Description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including –

S.No.	Particulars	Details
1.	Date of shareholders' approval	The ESOP 2005 is established as per the approval granted by the shareholders by a special resolution through postal ballot on May 18, 2005 and further amended as per the approvals granted by the shareholders by special resolutions on March 27, 2020.
2.	Total number of options approved under ESOP	A special resolution has been passed by the shareholders of the Company on May 18, 2005 to issue 3,850,000 Employee Stock Options to Employees. Further as on August 30, 2007, pursuant to a Corporate Action (i.e. a bonus issue), the number of options were increased from 3,850,000 to 5,540,175. A special resolution has been passed by the shareholders of the Company on March 27, 2020 to issue additional 900,000 Employee Stock Options to Employees.
3.	Vesting requirements	The Employee Stock Options granted under ESOP 2005 shall vest in a minimum period of 1 year and a maximum of 7 years from the date of Grant of the Option
4.	Exercise price or pricing formula	Each Option is exercisable for one (1) equity Share or security convertible to one (1) equity Share of face value of Rs. 10/- each fully paid up on payment to the Company for such Shares at a price to be determined in accordance with ESOP 2005.
5.	Maximum term of options granted	As per respective grant letters.
6.	Source of shares (primary, secondary or combination)	Primary Issuance.
7.	Variation in terms of options	No variation in the scheme during financial 2022-23

Annexure B

Option movement during the year (For each ESOP):

.No.	Particulars	Details
1.	Number of options outstanding at the beginning of the period	13,40,822
2.	Number of options granted during the year	2,76,480
3.	Number of options forfeited / lapsed during the year	1,04,953
4.	Number of options vested during the year	1,50,703
5.	Number of options exercised during the year	1,73,928
6.	Number of shares arising as a result of exercise of options	1,73,928
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,73,53,948*
8.	Loan repaid by the Trust during the year from exercise price received	Not Applicable
9.	Number of options outstanding at the end of the year	13,38,421
10.	Number of options exercisable at the end of the year	1,65,644

**(15,030 shares allotted at Rs. 1049 and 158,898 shares allotted at Rs. 10)*

Annexure C

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

The statement containing Employee wise details (name of employee, designation, number of options granted during the year, exercise price) forms part of the disclosure.

Any member interested in obtaining a copy of the said statement may write to the Company Secretary and the said annexure is also open for inspection at the Registered Office of the Company.

Annexure D

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

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;

Disclosed in Page 177, Note 32 of Standalone Financial Statements and Page 254, Note 35 of Consolidated Financial Statements for the Financial year ended on March 31, 2023.

The method used and the assumptions made to incorporate the effects of expected early exercise;

The fair value at grant date is determined using the Black Scholes Model as per an independent valuer's report, having taken into consideration the market price being the latest available closing price prior to the date of the grant, exercise price being the price payable by the employees for exercising the option and other assumptions as annexed below:

Grant Year	Market Price at the grant date	Fair Value at grant date	Exercise Price	Volatility*	Average Life of the Options (in Years)	Risk Less Interest Rate	Dividend yield rate
FY 2021-22	3107.65 to 5931.15	3,040 to 5,811	10	43.39% to 58.42%	0.94 to 4.48	3.84% to 6.33%	0.33% to 0.58%
FY 2022-23	3235.95 to 3884.45	3165.96 to 3836.15	10	42.94% to 46.93%	1.03 to 3.53	5.86% to 7.16%	0.39 % to 0.53 %

* The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility

Disclosed in Page 177, Note 32 of Standalone Financial Statements and Page 254, Note 35 of Consolidated Financial Statements for the Financial year ended on March 31, 2023.

Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.

Disclosed in Page 177, Note 32 of Standalone Financial Statements and Page 254, Note 35 of Consolidated Financial Statements for the Financial year ended on March 31, 2023.