

**Disclosures with respect to Employees' Stock Option Scheme, 2014 of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2020.**

- (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 audited financial statement prepared as per Indian Accounting Standard (Ind- AS) for the year 2019-20.

- (B) Diluted EPS on issue of shares pursuant to the scheme in accordance with Ind AS 33 - Earnings Per Share issued by ICAI.

Diluted EPS for the year ended March 31, 2020 is ₹ 0.61/- calculated in accordance with Ind- AS 33 (Earnings per Share).

- (C) Details related to Employee Stock Options Scheme – 2014.

- (i) General terms and conditions of ESOS – 2014 is as follows:

1)	Date of shareholder's approval	23 <sup>rd</sup> May, 2014										
2)	Total number of options approved under ESOS	50179724 options (which includes 25005612 options which resulted from an adjustment made on account of issue of bonus shares approved by the shareholders on December 16, 2017).										
3)	Vesting requirement	<p>Subject to the terms of ESOP scheme 2014, the Options will vest according to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Period of Vesting</th> <th>% of securities which will be vested</th> </tr> </thead> <tbody> <tr> <td>End of 2<sup>nd</sup> year from the date of granting</td> <td>25%</td> </tr> <tr> <td>End of 3<sup>rd</sup> year from the date of granting</td> <td>25%</td> </tr> <tr> <td>End of 4<sup>th</sup> year from the date of granting</td> <td>25%</td> </tr> <tr> <td>End of 5<sup>th</sup> year from</td> <td>25%</td> </tr> </tbody> </table>	Period of Vesting	% of securities which will be vested	End of 2 <sup>nd</sup> year from the date of granting	25%	End of 3 <sup>rd</sup> year from the date of granting	25%	End of 4 <sup>th</sup> year from the date of granting	25%	End of 5 <sup>th</sup> year from	25%
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		the date of granting
		Note: The NRC Committee in its absolute discretion may for any security holder, permit the security awarded, to be exercised within such time and as per such terms and conditions as it may determine.
4)	Exercise price or pricing formula	Options shall be granted at the price equals to 50% of the market price of the scrip of Vakrangee Limited (on the highest traded stock exchange on the date prior to the date of the meeting of the Board/Nomination & Remuneration & Compensation Committee at which the Securities are granted or at such price as the Board/Remuneration & Compensation Committee may determine.
5)	Maximum term of options granted	Nomination & Remuneration & Compensation Committee has been empowered to determine the Exercise Period within which the Security holder should Exercise the Security and that Security would lapse on failure to Exercise the same within the Exercise Period.
6)	Source of shares (primary, secondary or combination)	Primary
7)	Variation in terms of options	No material variations have been carried out during F.Y. 2019-20.

(ii) Options movement during the year 2019 - 20 is as follows:

Particulars	Details
Number of options outstanding at the beginning of year	1,77,89,650
Number of options granted during the year	19,61,400
Number of options forfeited / lapsed during the year	1,26,89,700
Number of options vested during the year	18,13,475
Number of options exercised during the year	6,02,550
Number of shares arising as a result of exercise of options	6,02,550
Number of options adjusted on account of bonus issue	Nil
Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,84,25,280
Loan repaid by the Trust during the year from exercise price received	Nil
Number of options outstanding at the end of the year	64,58,800
Number of options exercisable at the end of the year	18,13,475

- (D) Method used to account for ESOS – Fair Value
- (E) 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. - Disclosed in notes to financial statements. (Note No. 42)
- (F) Below are the Employee wise details of options granted during the year.

1)	Key managerial personnel and senior managerial personnel	Nil
2)	Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year	Nil
3)	Identified employees who were granted option, 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	NIL

- (G) A description of the method and significant assumptions used during the year to estimate the fair value of options: Disclosed in notes to financial statements. (Note No. 42)