

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, 2023.

(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 2022-23.

(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, 2023 is ₹ 0.01/- 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 rd 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 2nd year from the date of granting</td> <td>25%</td> </tr> <tr> <td>End of 3rd year from the date of granting</td> <td>25%</td> </tr> <tr> <td>End of 4th year from the date of granting</td> <td>25%</td> </tr> <tr> <td>End of 5th year from</td> <td>25%</td> </tr> </tbody> </table>	Period of Vesting	% of securities which will be vested	End of 2 nd year from the date of granting	25%	End of 3 rd year from the date of granting	25%	End of 4 th year from the date of granting	25%	End of 5 th 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	Unless otherwise any changes made by the Nomination and Remuneration and Compensation Committee, options shall be granted at the price as decided by the Nomination and Remuneration and Compensation Committee from time to time upon grant of options.	
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. 2022-23.	

(ii) Options movement during the year 2022 - 23 is as follows:

Particulars	Details
Number of options outstanding at the beginning of year	15,35,200
Number of options granted during the year	2,71,800
Number of options forfeited / lapsed during the year	2,00,475
Number of options vested during the year	3,30,200
Number of options exercised during the year	13,500
Number of shares arising as a result of exercise of options	13,500
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	1,95,415
Loan repaid by the Trust during the year from exercise price received	Nil
Number of options outstanding at the end of the year	15,93,025
Number of options exercisable at the end of the year	3,30,200

- (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. 44)
- (F) Below are the Employee wise details of options granted during the year.

1)	Key managerial personnel and senior managerial personnel	75,000			
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	Name	Designation	No. of Options granted	Exercise Price per option
		Mr. Sushant R Singh	Sr. Vice President - ATM	25,000	Rs. 23.55
		Mr. Kiran Vasant Doke	Vice President - BFSI	25,000	Rs. 23.55
		Mr. Prashant Thakur	Sr. Vice President - Technology	25,000	Rs. 34.55
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. 44)