

| Disclosures under IndoStar ESOP Plan 2012, IndoStar ESOP Plan 2016, IndoStar ESOP Plan 2016-II, IndoStar ESOP Plan 2017 and IndoStar ESOP Plan 2018 (together referred as "ESOP Plans") in terms of Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI ESOP Regulations), for financial year ended March 31, 2021 | | | | | | |
|---|---|--|---------------------------------------|---------------------------------|---------------------------------|--------------------------------|
| Sr. No. | Particulars | Disclosures | | | | |
| A | 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 | Please refer "Note 38: Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2021. | | | | |
| B | Diluted EPS on issue of shares pursuant to all the ESOP Plans covered under the SEBI ESOP Regulations in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as issued from time to time | Diluted EPS for the financial year 2020-21: INR - (23.14) The same is disclosed at "Note 30: Earnings per share (EPS)" to the standalone audited financial statements of the Company for the financial year ended March 31, 2021 | | | | |
| C | Details related to ESOP Plans | ESOP 2012 | ESOP 2016 | ESOP 2016 - II | ESOP 2017 | ESOP 2018 |
| (i) | Description of ESOP Plans | | | | | |
| | (a) Date of Shareholder's approval | July 30, 2012 | May 9, 2016 | October 17, 2016 | April 28, 2017 | December 15, 2017 |
| | (b) Total number of options approved under ESOP Plan | 15,00,000 (Fifteen Lakh) options | 27,00,000 (Twenty Seven Lakh) options | 30,00,000 (Thirty Lakh) options | 20,00,000 (Twenty Lakh) options | 60,00,000 (Sixty Lakh) options |
| | (c) Vesting Requirements | <p>Vesting Criteria will be specified for each Option Holder by the Nomination and Remuneration Committee ("NRC") at the time of grant of Options.</p> <p>For valid vesting of Options, the concerned Option Holder is required to be an Eligible Employee on the respective Vesting Date and must neither be serving his/her notice period for termination of service nor be subject to any disciplinary proceedings pending against him/her.</p> <p>Unless the NRC provides otherwise, the Vesting of Options granted hereunder shall be stalled / blocked during any unauthorised and unpaid leave of absence for such period as may prescribed by NRC or for any Cause as deemed fit by the NRC.</p> | | | | |
| | (d) Exercise price or pricing formula | <p>Options can be Exercised at any of the following Exercise Price, as may be determined by the NRC at its sole discretion at the time of grant of Options:</p> <p>(i) Fair Market Value rounded to the nearest rupee; or</p> <p>(ii) Market Price rounded to the nearest rupee; or</p> <p>(iii) such price as may be determined by the NRC.</p> <p>However, the Exercise Price shall not be less than the Fair Market Value of the Shares.</p> | | | | |
| | (e) Maximum term of options granted | Options granted under the ESOP Plans would vest not less than 1 (one) year from the date of grant of Options. Options shall be capable of being exercised within a period of 4 years from the Date of Vesting. | | | | |
| | (f) Source of shares (primary, secondary or combination) | Primary | | | | |
| | (g) Variation in terms of options | ESOP Plan 2012, ESOP Plan 2016, ESOP Plan 2016 - II, ESOP Plan - 2017 and ESOP Plan 2018 were amended pursuant to resolution passed by Nomination & Remuneration Committee and Board of Directors at their respective meeting held on 12 August 2020 and Members of Company at the Annual General Meeting held on 24 September 2020 by deleting the maximum period within which options should vest with option grantees. | | | | |
| ii | Method used to account for ESOP- Intrinsic or fair value | The Company followed Fair Value Method for computing cost of Options. | | | | |
| iii | Where the Company opts for expensing of options using the intrinsic value of 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 Earnings per share (EPS) of the Company shall also be disclosed | NA | | | | |
| iv | Option movement during the financial year ended March 31, 2021: | ESOP 2012 | ESOP 2016 | ESOP 2016 - II | ESOP 2017 | ESOP 2018 |
| | Number of Options outstanding at the beginning of the year | 74,700 | 25,03,277 | 25,50,500 | 17,44,500 | 14,58,000 |
| | Number of Options granted during the year | - | - | - | - | 15,75,000 |
| | Number of Options forfeited/ lapsed during the year | - | 17,35,777 | 13,84,500 | 15,000 | 10,000 |
| | Number of Options vested during the year | 1,500 | 60,800 | 4,03,000 | 60,200 | 80,000 |
| | Number of Options exercised during the year | 64,000 | 2,55,000 | 7,88,000 | 0 | 0 |
| | Number of Shares arising as a result of exercise of Options | 64,000 | 2,55,000 | 7,88,000 | 0 | 0 |



| | | | | | |
|---|-----------|-------------|--------------|-----------|-----------|
| Money realised by exercise of options (INR), if scheme is implemented directly by the Company | 95,59,680 | 5,73,75,000 | 20,09,40,000 | NA | NA |
| Loan repaid by the trust during the year from exercise price received | NA | NA | NA | NA | NA |
| Number of options outstanding at the end of the year | 10,700 | 5,12,500 | 3,78,000 | 17,29,500 | 30,23,000 |

| | | | | | | |
|-----|---|---|----------|----------|--------|----------|
| | Number of options exercisable at the end of the year | 5,450 | 3,31,200 | 3,00,300 | 90,300 | 1,13,500 |
| v | Weighted average exercise prices and the weighted average fair values of options shall be disclosed for options whose exercise price either equals or exceeds or is less than the market price of the stock | 284.55 | 331.06 | 309.72 | NA | NA |
| vi | Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to – | | | | | |
| | (a) Senior Managerial Personnel during the financial year ended March 31, 2021 | Please refer Note No. 1 | | | | |
| | (b) Any other employee who receives a grant in the financial year ended March 31, 2021 of Option amounting to 5% or more of options granted during that year. | Please refer Note No. 2 | | | | |
| | (c) Identified employees who were granted options, during the year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant; | Please refer Note No. 3 | | | | |
| vii | A description of the method and significant assumptions used during the year to estimate the fair values of options, including following information: | | | | | |
| | (a) 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 | Please refer "Note 38: Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2021. | | | | |
| | (b) the method used and the assumptions made to incorporate the effects of expected early exercise | NA | | | | |
| | (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and | Expected volatility is a measure of the amount by which the equity share price is expected to fluctuate during the period. The measure of volatility used in Black-Scholes option pricing model is the variance in the value of the underlying asset over the life of the option. Expected volatility has been computed by considering historical volatility of the equity shares of comparable companies based on the life of options. Please refer "Note 38: Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2021. | | | | |
| | d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition | No other feature has been considered for fair valuation of options except as mentioned in point (a) above. Please refer "Note 38: Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2021 | | | | |
| | Disclosures in respect of grants made in three years prior to IPO under each ESOP Plans: | | | | | |
| i | Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made. | Please refer disclosure made above and also "Note 38: Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2021 | | | | |