

FOR THE YEAR ENDED 31ST DECEMBER, 2021

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

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:

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 is given in the Note no. 36 of the Standalone Financial Statements forming part of Annual Report for the year ended 31st December 2022.

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:

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 is given in Note no. 32 of the Standalone Financial Statements forming part of Annual Report for the year ended 31st December 2022.

C. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

Employee Stock Option Scheme (ESOS 2007) & Employee Stock Option Scheme (ESOS 2015)

The Company instituted the Employees Stock Options Scheme 2007 (ESOS 2007) for employees in pursuance of a special resolution passed by the shareholders approving the scheme on July 25, 2007, amended by special resolution dated July 29, 2008, August 02, 2011 and further amended pursuant to the Integrated scheme of Amalgamation and Composite Scheme of Amalgamation in terms of High Court dated October 13, 2014.

Further, the Company instituted the Employees Stock Options Scheme 2015 (ESOS 2015) for eligible employees in pursuance of a special resolution passed by the shareholders approving the scheme on September 15, 2015.

Pursuant to the schemes, the Company has granted options to eligible employees at various exercise prices per equity share of ₹10 each. Under the terms of scheme, the vesting period will be spread equally over 4 years (ESOS 2007) and 3 years (ESOS 2015). Options will vest at 25% (ESOS 2007) and 33% (ESOS 2015) from the grant date. When exercisable, each option is convertible into one equity share of the Company.

The other details relating to the aforesaid schemes are as tabulated below:

		Employees Stock Option Scheme 2007												Employees Stock Option Scheme 2015	
a)	Date of shareholders' approval	25 th July, 2007 29 th July, 2008 and 2 nd August 2011												15 th September, 2015	
b)	Total number of options approved under ESOS	4,393,489												3,231,147	
c)	Vesting requirements	The Options granted would vest within such time from the date of Grant and in such number of installments and subject to such terms as the Remuneration /Compensation Committee/Nomination and Remuneration Committee may decide, in its absolute discretion from time to time, of the Grant of the Options, subject to a minimum vesting period of one year.													
d)	The Exercise Price or pricing formula	1 st Tranche	2 nd Tranche		3 rd Tranche	4 th Tranche	5 th Tranche	6 th Tranche	7 th Tranche	8 th Tranche	Stock options Granted pursuant to the Composites Scheme & Integrated Scheme of Amalgamation			1 st Tranche	2 nd Tranche
	No. of Options granted	3,84,000	3,91,000	12,000	2,50,000	2,45,000	5,00,000	93,000	20,00,000	5,89,883	20,697	1,51,940	54,670	1,241,280	350,000
	price per share	Rs. 197/- at a fixed price as per the Scheme	Rs. 83/- at a fixed price as per the scheme	Rs. 197/- at a fixed price as per the scheme	at a Discount of 15% on the average price preceding the specified date – 9 th May, 2008	at a Discount of 15% on the average price preceding the specified date – 29 th July, 2008	at a Discount of 15% on the average price preceding the specified date – 26 th August, 2008	at a Discount of 15% on the average price preceding the specified date – 12 th May, 2010	at a Discount of 15% on the average price preceding the specified date – 1 st April, 2011	at a Discount of 15% on the average price preceding the specified date – 20 th January, 2012	at Rs. 52. 67/- to eligible stock option holders of MCL (Amalgamated Co.)	at Rs. 34.86/- to eligible stock option holders of MUSCO (Amalgamated Co.)	at Rs. 25.70/- to eligible stock option holders of MUSCO (Amalgamated Co.)	Rs. 150/- at a fixed price	Rs. 150/- at a fixed price
		Average price – Average of the daily high and low of the prices for the Company's Equity Shares quoted on Bombay Stock Exchange Limited during the 15 days preceding the specified date.									In terms of the Composites Scheme & Integrated scheme the exercise price of the options granted was adjusted so			The Exercise Price for the purpose for Grant of Options was decided by the Board on	

		Employees Stock Option Scheme 2007		Employees Stock Option Scheme 2015
			that the total exercise price payable by an Eligible Employees under the erstwhile Stock Option Scheme of Amalgamated Companies is equivalent to the exercise payable for the options granted by the Company.	recommendation of the Nomination and Remuneration Committee (the Committee) at the time of Grant of Options.
		Specified date - Date on which the Remuneration/Compensation Committee granted the Options.	-----	
e)	Maximum term of Options granted	<p>The options granted vest in four equal tranches of 25% each on expiry of 12 months, 24 months 36 months and 48 months respectively from the date of grant.</p> <p>Options vested shall be exercised over a period of Five (5) years from the date of vesting of Options or such other extended period as may be decided by the Remuneration/Compensation.</p> <p>The Options remaining unexercised at the end of five (5) years from the date of each vesting (or such extended period/s as may have been decided by the Remuneration/Compensation Committee), shall lapse.</p>		<p>The options granted vest in three equal tranches of 33.33% each on expiry of 12 months, 24 months and 36 months respectively from the date of grant.</p> <p>Options vested shall be exercised over a period of four (4) years from the date of vesting of Options or such other extended period as may be decided by the Nomination and Remuneration Committee.</p> <p>The Options remaining unexercised at the end of four (4) years from the date of each vesting (or such extended period/s as may have been decided by the Nomination and Remuneration Committee), shall lapse</p>

		Employees Stock Option Scheme 2007	Employees Stock Option Scheme 2015
f)	Source of shares	Primary	Primary
g)	Variation of terms of options	During the year under no variations made under ESOS-2007.	During the year under no variations made under ESOS-2015.
h)	Method used to account for ESOS - Intrinsic or fair value.	Intrinsic value	Fair Value
i)	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised 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.	*	The Company has adopted IND AS (Indian Accounting Standard) w.e.f. 1 st January, 2016. According to Para 10 and 11 of the IND AS 102 Share Based Payment, for ESOS- 2015 the Company has adopted the Fair Value Method to value its options.
j)	Number of Options outstanding at the beginning of the period	189	3,63,865
k)	Number of Options granted during the year	Nil	Nil
l)	Number of Options forfeited/lapsed during the year	189	4,443
m)	Number of Options vested during the year	Nil	Nil
n)	Number of Options exercised during the year	Nil	40,273
o)	Number of shares arising as a result of exercise of option	Nil	40,273
p)	Money realised by exercise of options	Nil	Rs. 6.04 Million
q)	Loan repaid by the Trust during the year from exercise price received	Not applicable, since the scheme is directly implemented by the Company.	Not applicable, since the scheme is directly implemented by the Company.
r)	Total number of options outstanding at the end of the year	Nil	3,19,149
s)	Total number of options exercisable at the end of the year	Nil	3,19,149
t)	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.	Not applicable since no fresh grant was made during the year	Not applicable since no fresh grant was made during the year
u)	Employee-wise details of Options granted to:	Not applicable, since the scheme is directly implemented by the Company.	Not applicable, since the scheme is directly implemented by the Company.
	i) Senior managerial personnel		
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year,		

	iii) 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.		
v)	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information: i) values of share price ii) exercise price iii) expected volatility iv) expected option life v) expected dividends vi) risk-free interest rate, and vii) The price of the underlying share in market at the time of option grant.	Not applicable since no fresh grant was made during the year	Not applicable since no fresh grant was made during the year
w)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Not Applicable	Not Applicable
x)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;	Not Applicable	Not Applicable
y)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Not Applicable	Not Applicable
z)	Disclosures in respect of grants made in three years prior to IPO under each ESOS	Not applicable	Not applicable

* denotes amount less than Rs. 50,000/- towards difference between the employee compensation cost computed using the intrinsic value of the Options and the fair value of the Options.

A. Details related to ESPS:

The Company does not have any ESPS scheme within the meaning of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 hence, details relating to ESPS is not applicable.

B. Details related to SAR:

The Company does not have any SAR scheme within the meaning of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 hence, details relating to SAR is not applicable.

C. Details related to GEBS / RBS:

The Company does not have any GEBS / RBS scheme within the meaning of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 hence, details relating to GEBS / RBS is not applicable.

D. Details related to Trust:

Not applicable. There are no schemes in the Company which are administered through Trusts.

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