

## Annexure IV

DISCLOSURES IN COMPLIANCE WITH REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND RULE 12 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014

**1 Disclosure in terms of Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time**

Disclosed in the notes to financial statements - Refer to Note 47 of Standalone Financial Statements 2022-23 which forms the part of this Annual Report

**2 Material Changes in the Scheme**

No material change has been carried out during the Financial Year under review. The Scheme was primarily adopted as per the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and the same was aligned as per the provisions and requirements under the SEBI (Share Based Employee Benefits) Regulations, 2015 and SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021.

**3 Diluted EPS on issue of shares pursuant to ESOS: ₹ 4.12 (standalone)**

**4 (i) Details related to ESOS**

| Sr. No.        | Particulars  | ESOS 2013  |                |             |             |                 |           |               |
|----------------|--|--|----------------|-------------|-------------|-----------------|-----------|---------------|
| 1              | Details of the Shareholders Approval   | May 14, 2013, July 26, 2016, April 30, 2017, December 09, 2017 and August 12, 2020   |                |             |             |                 |           |               |
| 2              | Total number of Options approved under the scheme  | 1,61,50,000 no. of options   |                |             |             |                 |           |               |
|                | Additional options granted on account of Corporate Action of Bonus Issue   | 33,66,710 no. of options   |                |             |             |                 |           |               |
| 3              | Vesting requirements   | Options are granted with a vesting period of 4 years and vesting shall be on time and performance basis subject to the fulfillment of terms and conditions attached to the Grant.  |                |             |             |                 |           |               |
| 4              | Exercise Price / Pricing Formula   | The Company has granted options both at Market price and face value, as detailed below: <table border="1" data-bbox="663 1418 1441 1535"> <thead> <tr> <th>No. of options</th> <th>Particulars</th> </tr> </thead> <tbody> <tr> <td>1,24,55,510</td> <td>At Market Price</td> </tr> <tr> <td>75,45,508</td> <td>At Face Value</td> </tr> </tbody> </table> | No. of options | Particulars | 1,24,55,510 | At Market Price | 75,45,508 | At Face Value |
| No. of options | Particulars  |  |                |             |             |                 |           |               |
| 1,24,55,510    | At Market Price  |  |                |             |             |                 |           |               |
| 75,45,508      | At Face Value  |  |                |             |             |                 |           |               |
| 5              | Maximum Term of Options granted  | As per the terms attached to each of the grants, the total term of the options for the grants 1 & 2 is 9 years and for the grants 3 to 25 is 10 years. (Exercise period will be for a period of 6 years from each year of vesting)   |                |             |             |                 |           |               |
| 6              | Source of Shares   | Primary  |                |             |             |                 |           |               |
| 7              | Variation in terms of options  | No Variation   |                |             |             |                 |           |               |
| 8              | Method used for accounting of ESOS   | Fair Value Method  |                |             |             |                 |           |               |
| 9              | <b>For Options granted during the year weighted average exercise prices and weighted average fair value of the options shall be disclosed separately for options whose exercise price either equals or is less than the market price of the stock.</b> |  |                |             |             |                 |           |               |

| Sr. No.   | Particulars   | ESOS 2013 |
|-----------|---|-----------|
| <b>I</b>  | <b>Weighted average exercise price of Options whose</b> | ₹         |
| a         | Exercise price equals market price                      | Nil       |
| b         | Exercise price is greater than market price             | Nil       |
| c         | Exercise price is less than market price                | 1/-       |
| <b>II</b> | <b>Weighted average fair value of options whose</b>     | ₹         |
| a         | Exercise price equals market price                      | Nil       |
| b         | Exercise price is greater than market price             | Nil       |
| c         | Exercise price is less than market price                | 230.79    |

**4 (ii) Employee-wise details of options granted during the financial year 2022-23 to:**

|       |  |                                |   |
|-------|--|--------------------------------|---|
| (i)   | <b>Senior Managerial Personnel</b>   |                                |   |
|       | <b>Name of employee &amp; Designation</b>  | <b>No. of options</b>          | <b>Exercise Price per Option (in ₹)</b> |
| a     | Arif Mohammad Kooliyat, Vice President NPD   | 34,275                         | 1/-                                     |
| b     | Karan Sood, Senior General Manager GTM   | 27,488                         | 1/-                                     |
| c     | Mehul Mohta, Head Category Strategy  | 77,134                         | 1/-                                     |
| d     | Vikas Kumar Tak, Company Secretary and Compliance Officer  | 19,029                         | 1/-                                     |
| (ii)  | Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year  |                                |   |
|       | <b>Name of employee &amp; Designation</b>  | <b>Total number of Options</b> | <b>Exercise Price per Option (in ₹)</b> |
| a     | Arif Mohammad Kooliyat, Vice President NPD   | 34,275                         | 1/-                                     |
| b     | Karan Sood, Senior General Manager GTM   | 27,488                         | 1/-                                     |
| c     | M Kesavan, Head Supply Chain (BP)  | 22,075                         | 1/-                                     |
| d     | Mehul Mohta, Head Category Strategy  | 77,134                         | 1/-                                     |
| e     | Mr. Biju M V, Deputy General Manager - MED   | 15,751                         | 1/-                                     |
| f     | Mr. Sumit Jha, Senior General Manager- Marketing   | 49,042                         | 1/-                                     |
| g     | Nimesh Chandrakant Shah, Senior General Manager, Marketing   | 57,132                         | 1/-                                     |
| h     | Vikas Kumar Tak, Company Secretary and Compliance Officer  | 19,029                         | 1/-                                     |
| (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. |                                |   |
|       | <b>Name of employee &amp; Designation</b>  | <b>Total number of Options</b> |   |
|       |  | Nil                            |   |

**4 (iii) A description of the method and significant assumption used during the year to estimate the fair values of options.**

|    |  |  |
|----|--|--|
| a) | The fair value has been calculated using the Binomial Method. The assumptions used in the model are as follows                                 | Weighted Average Assumptions   |
|    | Price of the underlying shares in market at the time of Option granted (₹)   | 247.06   |
|    | Expected Volatility %  | 29.90 % to 31.91 %   |
|    | Riskfree Rate %  | 6.80 % to 7.24 %   |
|    | Exercise Price (₹)   | 1/-  |
|    | Expected Life (In Years)   | 4.01 to 7.01   |
|    | Expected Dividend %  | 0.48 % to 0.56 %   |
| b) | How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility | Volatility is based on historical prices for the period equivalent to the expected life of the options |
| c) | The method used and the assumptions made to incorporate the effects of expected early exercise;  | It is assumed that the options will be exercised within the exercise period                            |
| 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 features incorporated   |



