

**DISCLOSURES WITH RESPECT TO EMPLOYEE STOCK OPTION SCHEMES OF THE COMPANY PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AS ON MARCH 31, 2025**

The Company currently administers ESOP Scheme 2009 through Saksoft Employees Welfare Trust. During the year under review, there were no changes to the aforesaid Scheme and the same are in compliance with the Companies Act, 2013 read with rules thereunder and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other SEBI Regulations, if any.

**Disclosure pursuant to Regulation 14 read with Part F of Schedule I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

- A. Relevant disclosures in terms of 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.**

For details, shareholders may refer to the audited financial statement which forms part of the Annual Report FY2024-25.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

Diluted EPS as per Standalone financial statement for ESOP Schemes for the year ended March 31, 2025 is as under: INR 4.64

**C. Details related to ESOP Schemes**

**ESOP Scheme 2009**

- I. Description including the general terms and conditions of ESOP Scheme 2009 is as follows:

Sl. No.	Particulars	ESOP Scheme 2009
(a)	Date of shareholders' approval	December 7, 2009 - Initial Approval August 5, 2013 - Increasing the quantum of options from 5,00,000 to 10,00,000 September 26, 2014 - Increase the exercise period to 10 (ten) years from the date of vesting August 19, 2019 - Increasing the quantum of Options from 10,00,000 to 15,00,000* October 22, 2023 - Modified the mode of implementation of the Scheme from direct route to trust route *Post the share split that happened on September 2022, the revised number of options is to be taken as 1,50,00,000.

(b)	Total number of options approved under ESOP	1,50,00,000
(c)	Vesting requirements	Vesting will commence one year after the date of Grant at the rate of 25% of Grant each year.
(d)	Exercise price or pricing formula	Market price on the previous market working day of the approval of grant
(e)	Maximum term of options granted	As determined by the Compensation Committee
(f)	Source of shares (primary, secondary or combination)	Secondary
(g)	Variation in terms of options	NIL

II. Method used to account for ESOP (Intrinsic or fair value): Fair

III. Where the company opts for expensing of the options using the intrinsic value of the 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 on EPS of the company shall also be disclosed: **NA**

IV. Option movement during FY25:

Particulars	No. of Shares
Number of options outstanding at the beginning of the period i.e. April 1, 2024	<b>45,74,000</b>
Number of options granted during the year	<b>4,68,750</b>
Number of options Cancelled/forfeited/ lapsed during the year	<b>11,85,000</b>
Number of options vested during the year	<b>12,43,750</b>
Number of options exercised during the year	<b>10,13,868</b>
Number of shares arising as a result of exercise of options	<b>10,13,868</b>
Bonus impact on Options outstanding at the beginning of the Year and adjusted for Exercised and Lapsed Options	<b>8,59,675</b>
Money realized by exercise of options, if scheme is implemented directly by the Company (INR)	<b>NA</b>
Loan repaid by the Trust during the year from exercise price received	<b>NA</b>
Number of options outstanding at the end of the year i.e. March 31, 2025	<b>37,03,557</b>
Number of options exercisable at the end of the year i.e. March 31, 2025	<b>23,91,057</b>

V. 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: -

Weighted-average exercise price during the year: Rs. 30.83

Weighted-average fair value of options granted during the year: Rs. 213.79

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 as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Name of the Senior Managerial Personnel	Designation	Number of Options granted during the year	Exercise Price of Options granted
1	Venkatesh Agarwal	Sr Vice President	93,750	214.28
2	Meera Venkatramanan	Company Secretary	25,000	214.28

b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year:

Sl. No.	Name of the Employee	Designation	Number of Options granted during the year	Exercise Price of Options granted
1	Ankita Agarwal	Assistant Company Secretary	25000	214.28
2	Neeraj Kumar	BU Head - Microsoft Technologies	25000	214.28
3	Swetaleen Tripathi	Senior Manager- Finance	25000	214.28
4	Gaurav Singh	VP Sales	25000	214.28
5	Sandeep Aggarwal	VP Sales	25000	214.28
6	Ganesh Kini Mangeshwar	Sr Vice President Sales - US Region	62500	214.28
7	Yogendra Sharma	Delivery Manager	25000	212.88
8	Gautam Vamireddy	Senior Vice President – Sales	62500	212.88
9	Ramayya Gudur	Senior Vice President – Sales	75000	212.88

c. 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**

i. A description of the method and significant assumptions used during the year to estimate the fair value of options including the 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; -

The following are considered as input in the model: Stock Price (S), Strike Price (X), Volatility ( $\sigma$ ), Risk-free Rate, Time to expiration (T), Dividend Yield

b) the method used and the assumptions made to incorporate the effects of expected early exercise;-

Black-Scholes Model has been considered to arrive at the option valuation. Time to expiration has been considered as 5.5 years from the date of grant as per the discussions with the management (which is the mid - point from the vesting date till last date to exercise).

c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and-

Volatility is based on Historical volatility for 5 years.

d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition –

No parameters other than as mentioned above have been considered.