

**Disclosure under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) for FY20**

Sl. N	Particulars	
<b>1.</b>	<b>A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:</b>	
	a) Date of shareholders’ approval	27-Jul-2016  <i>Note: Shareholders of the Company have approved ESOP 2016 Scheme on July 27, 2016. Pursuant to the approval, the erstwhile ESOP 2008 scheme is terminated and the options granted under ESOP 2008 Scheme are governed by the ESOP 2016 Scheme except for the terms related to vesting and exercise which are subject to the conditions as specified in the individual notice of grants.</i>
	b) Total number of options approved under ESOS	6,870,296
	c) Vesting requirements	The options will vest over a period of up to four years.
	d) Exercise price or pricing formula	INR 5 per option
	e) Maximum term of options granted	<b>Grant I to III:</b> Vested options can be exercised after August 1, 2020 and within a period of 2 years from that date.  <b>Grant IV (A):</b> Vested options can be exercised after October 3, 2021 and within a period of 2 years from that date.  <b>Grant IV (B):</b> Vested options can be exercised after October 3, 2020 and within a period of 2 years from that date.
	f) Source of shares (primary, secondary or combination)	Primary
	g) Variation of terms of options	None
<b>2.</b>	<b>Method used to account for ESOS – Intrinsic or fair value</b>	Fair value
	a) The difference between the employee compensation cost so computed using Intrinsic Value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options.	Not Applicable
	b) The impact of this difference on profits and on EPS of the Company	Not Applicable
<b>3.</b>	<b>Option movement during the year (For each ESOS):</b>	
	a) Number of options outstanding at the beginning of the period	2,425,786
	b) Number of options granted during the year	Nil
	c) Number of options forfeited/lapsed during the year	27,920

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	d) Number of options vested during the year	731,122																		
	e) Number of options exercised during the year	12,628																		
	f) Number of shares arising as a result of exercise of options	12,628																		
	g) Money realized by exercise of options (INR), if scheme is implemented directly by the Company	10,740																		
	h) Loan repaid by the Trust during the year from exercise price received	Not Applicable																		
	i) Number of options outstanding at the end of the year	2,385,238																		
	j) Number of options exercisable at the end of the year	Nil																		
4.	Weighted-average exercise prices and weighted average fair values of options.	<p>Weighted average exercise price per Option: INR 5 per option.</p> <p>Weighted average fair value per Option:</p> <table border="1"> <thead> <tr> <th>Grant</th> <th>Grant date</th> <th>Market price</th> </tr> </thead> <tbody> <tr> <td>Plan I ESOP 2008 Grant V (a)</td> <td>04-Apr-16</td> <td>107.96</td> </tr> <tr> <td>Plan II (ESOP 2016): Grant I</td> <td>01-Aug-16</td> <td>107.96</td> </tr> <tr> <td>Plan II (ESOP 2016): Grant II</td> <td>03-Jan-18</td> <td>568.93</td> </tr> <tr> <td>Plan II (ESOP 2016): Grant III</td> <td>29-Jan-18</td> <td>604.68</td> </tr> <tr> <td>Plan II (ESOP 2016): Grant IV</td> <td>13-Dec-18</td> <td>386.45</td> </tr> </tbody> </table>	Grant	Grant date	Market price	Plan I ESOP 2008 Grant V (a)	04-Apr-16	107.96	Plan II (ESOP 2016): Grant I	01-Aug-16	107.96	Plan II (ESOP 2016): Grant II	03-Jan-18	568.93	Plan II (ESOP 2016): Grant III	29-Jan-18	604.68	Plan II (ESOP 2016): Grant IV	13-Dec-18	386.45
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5.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –																			
	a) Senior managerial personnel;	None																		
	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; and	None																		
	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.	None																		
6.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	The fair value at grant date is determined using the Black Scholes Model.																		
	a) the weighted-average values of share price	Weighted average exercise price per Option: INR 835.74 (Pre-split)																		
	b) the weighted-average values of exercise price	Weighted average exercise price per Option: INR 5 per option.																		

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	c) the weighted-average values of expected volatility	Refer below table																																																						
	d) the weighted-average values of expected option life	Refer below table																																																						
	e) the weighted-average values of expected dividends	Refer below table																																																						
	f) the weighted-average values of the risk-free interest rate	Refer below table																																																						
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	g) The method used and the assumptions made to incorporate the effects of expected early exercise	Not Applicable																																																						
	h) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options and is based on the daily volatility of the Company's stock price on NSE. There are no market conditions attached to the grant and vest.																																																						
	i) 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																																																						

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7.	Disclosures in respect of grants made in three years prior to IPO under each ESOS 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.  Details of grants made in three years prior to IPO under ESOP 2008 and ESOP 2016 as follows. <b>ESOP 2008</b>																															
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8.	Diluted Earnings Per Share (EPS) on issue of shares pursuant to issue of shares on exercise of option calculated in accordance with Ind AS 33 – “Earnings Per Share”.	INR 5.79 per share.																														
9.	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	The same has been appropriately disclosed in the note 28 of the Standalone financial statements for the year ended March 31, 2020, which is available on the website of the Company viz., <a href="http://www.sisindia.com">www.sisindia.com</a> .																														

*Pursuant to an Ordinary Resolution passed by the shareholders by way of postal ballot on December 17, 2019, the Company has sub-divided each equity share of face value of INR 10 each, fully paid up, into 2 (two) equity shares of face value of INR 5 each, fully paid up, effective January 16, 2020, which was the record date. Accordingly, options reflect the effect of sub-divisions.*