

Disclosure under Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) for FY25

During Financial Year 2025, the Company had one Plan i.e. the Employee Stock Option Scheme 2016.

During the financial year under review there has been no material change in the Employee Stock Option Schemes (‘ESOP Schemes’) of the Company and the same is 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.

| Sl. No. | Particulars | | | | | | | | | | | | | | | | | |
|---------|--|--|------------|-------|---------------|---------------|---------|-----------|---|---------|------------|--|-----------|-----------|--|--|-----------|--|
| 1. | A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including: | | | | | | | | | | | | | | | | | |
| | a) Date of shareholders' approval | 27-Jul-2016 | | | | | | | | | | | | | | | | |
| | b) Total number of options approved under ESOS | 6,870,296 | | | | | | | | | | | | | | | | |
| | c) Vesting requirements | <table><tr><th>Grant</th><th>Date of Grant</th><th>Vesting terms</th></tr><tr><td>Grant-V</td><td>20-Apr-21</td><td>The options will vest over a period of up to four years</td></tr><tr><td>Grant-V</td><td>20-Oct -22</td><td>The options will vest over a period of up to three years</td></tr><tr><td>Grant-V</td><td>12-Dec-23</td><td>The options will vest over a period of up to two years</td></tr><tr><td>Grant-V</td><td>04-Oct-24</td><td>The options will vest on October 5, 2025</td></tr></table> | | Grant | Date of Grant | Vesting terms | Grant-V | 20-Apr-21 | The options will vest over a period of up to four years | Grant-V | 20-Oct -22 | The options will vest over a period of up to three years | Grant-V | 12-Dec-23 | The options will vest over a period of up to two years | Grant-V | 04-Oct-24 | The options will vest on October 5, 2025 |
| Grant | Date of Grant | Vesting terms | | | | | | | | | | | | | | | | |
| Grant-V | 20-Apr-21 | The options will vest over a period of up to four years | | | | | | | | | | | | | | | | |
| Grant-V | 20-Oct -22 | The options will vest over a period of up to three years | | | | | | | | | | | | | | | | |
| Grant-V | 12-Dec-23 | The options will vest over a period of up to two years | | | | | | | | | | | | | | | | |
| Grant-V | 04-Oct-24 | The options will vest on October 5, 2025 | | | | | | | | | | | | | | | | |
| | d) Exercise price or pricing formula | INR 5 per option | | | | | | | | | | | | | | | | |
| | e) Maximum term of options granted | <table><tr><th>Grant</th><th>Date of Grant</th><th>Term</th></tr><tr><td>Grant-V</td><td>20-Apr-21</td><td rowspan="3">Vested options can be exercised on or after June 1, 2025, and before June 01, 2027.</td></tr><tr><td>Grant-V</td><td>20-Oct -22</td></tr><tr><td>Grant-V</td><td>12-Dec-23</td></tr><tr><td>Grant-V</td><td>04-Oct-24</td><td>Vested options can be exercised on or after October 5, 2025, and before June 01, 2027.</td></tr></table> | | Grant | Date of Grant | Term | Grant-V | 20-Apr-21 | Vested options can be exercised on or after June 1, 2025, and before June 01, 2027. | Grant-V | 20-Oct -22 | Grant-V | 12-Dec-23 | Grant-V | 04-Oct-24 | Vested options can be exercised on or after October 5, 2025, and before June 01, 2027. | | |
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| Grant-V | 20-Oct -22 | | | | | | | | | | | | | | | | | |
| Grant-V | 12-Dec-23 | | | | | | | | | | | | | | | | | |
| Grant-V | 04-Oct-24 | Vested options can be exercised on or after October 5, 2025, and before June 01, 2027. | | | | | | | | | | | | | | | | |
| | f) Source of shares (primary, secondary or combination) | Primary | | | | | | | | | | | | | | | | |
| | g) Variation of terms of options | The Nomination and Remuneration Committee has allowed the exercise of stock options vested as of January 27, 2025, prior to the commencement of the original exercise window, which was scheduled to begin on or after June 1, 2025. | | | | | | | | | | | | | | | | |
| 2. | Method used to account for ESOS – Intrinsic or fair value | | Fair value | | | | | | | | | | | | | | | |

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|-----------|--|--|-------|------------|------------|---------|-----------|--------|
| | 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 | | | | | | |
| 3. | Option movement during the year (For each ESOS): | | | | | | | |
| | a) Number of options outstanding at the beginning of the period | 1,219,983 | | | | | | |
| | b) Number of options granted during the year | 1,000 | | | | | | |
| | c) Number of options forfeited/lapsed during the year | 36,362 | | | | | | |
| | d) Number of options vested during the year | 3,47,380 | | | | | | |
| | e) Number of options exercised during the year | 3,87,216 Includes 120,146 options exercised but not allotted during the year ended March 31, 2025. | | | | | | |
| | f) Number of shares arising as a result of exercise of options | 2,67,070 | | | | | | |
| | g) Money realized by exercise of options (INR), if scheme is implemented directly by the Company | 13,35,350 | | | | | | |
| | h) Loan repaid by the Trust during the year from exercise price received | Nil | | | | | | |
| | i) Number of options outstanding at the end of the year | 9,17,551 | | | | | | |
| | j) Number of options exercisable at the end of the year | 5,78,965 | | | | | | |
| 4. | Weighted-average exercise prices and weighted average fair values of options. | Weighted average exercise price per Option: INR 5 per option. Weighted average fair value per Option: <table border="1" data-bbox="706 1822 1205 1894"> <thead> <tr> <th>Grant</th><th>Grant date</th><th>Fair value</th></tr> </thead> <tbody> <tr> <td>Grant-V</td><td>20-Apr-21</td><td>357.19</td></tr> </tbody> </table> | Grant | Grant date | Fair value | Grant-V | 20-Apr-21 | 357.19 |
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| Grant-V | 20-Apr-21 | 357.19 | | | | | | |

| Sl. No. Particulars | | | | | |
|---------------------|--|---|--------------------------|------------------------|-------------------------------------|
| | | Grant-V | 20-Oct -22 | 411.65 | |
| | | Grant-V | 12-Dec-23 | 450.98 | |
| | | Grant-V | 04-Oct-24 | 398.62 | |
| 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 | Name | Designation | No. of options granted | Exercise price of each option |
| | | Vijayant Kumar | Associate Vice President | 1,000 | INR 5 (face value) per equity share |
| | 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 which takes into account the exercise price, the term of the option, the market price being the latest available closing price prior to the date of the grant and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. | | | |
| | a) the weighted-average values of share price | Weighted average exercise price per Option: INR 348.03 | | | |
| | b) the weighted-average values of exercise price | Weighted average exercise price per Option: INR 5 per option. | | | |
| | 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 | | | |
| | | | | | |

| Sl. No. | Particulars | | | | | |
|---------|---|-------------------|--|---|-----------------------|--------------------------------|
| | Grant | Grant Date | Volatility | Average life of the options (in Years) | Dividend Yield | Risk-free interest rate |
| | Grant-V | 20-Apr-21 | 46.02% | 5.12 | 0.00% | 5.55% |
| | Grant-V | 20-Oct -22 | 39.02% | 3.62 | 0.00% | 7.39% |
| | Grant-V | 12-Dec-23 | 34.06% | 2.21 | 0.00% | 7.28% |
| | Grant-V | 04-Oct-24 | 33.99% | 1.83 | 0.00% | 6.66% |
| | 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. 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 | | | |
| 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. | | All such options granted in three years prior to IPO under the Employee Stock Option Scheme, have been either exercised or lapsed in accordance with the terms of the respective plan as on March 31, 2025. | | | |
| 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”. | | Standalone: INR 8.88 per share Consolidated: INR 0.81 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, 2025, which is available on the website of the Company viz., www.sisindia.com . | | | |