

ANNEXURE – 10

Disclosure with respect to Employees Stock Option Scheme (ESOS) & Stock Appreciation Rights scheme (SAR) of the Company as on March 31, 2024 Pursuant to regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021:

Sl. No.	Particulars	TDPSL Equity Based Compensation Plan 2019	
		ESOP	ESAR
A	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.	Please refer to Note No. 1.13 and No. 51 of Standalone Financial Statements for the Financial Year ended on March 31, 2024	
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 ICAI or any other relevant accounting standards as prescribed from time to time.	Please refer to Note No. 1.24 and No. 39 of Standalone Financial Statements for the Financial Year ended on March 31, 2024.	
C	Details related to ESOS & SAR		
(I)	A description of each ESOS/SAR that existed at any time during the year, including the general terms and conditions of each ESOS/SAR, including –	The Company has a collective Scheme for ESOP and SAR namely, TDPSL Equity Based Compensation Plan 2019	
	(a) Date of shareholders' approval	12.08.2019	
	(b) Total number of options/SARs approved under ESOS/SAR	28,19,420 (i.e. 5,63,884 Options before sub-division)	19,96,080 (i.e. 3,99,216 ESAR before sub-division)
	(c) Vesting requirements	Stock Options/ESAR granted under TDPSL Equity Based Compensation Plan 2019 would vest not earlier than one year from the date of grant. The vesting shall happen every year equally with 33.33% of the number of options granted for 3 years from the date of grant of the options/ ESAR and would be subject to continued employment with the Company. Vesting of Stock options/ESAR would be subject to fulfilment of conditions as stated in the said plan and performance criteria as may be decided by Nomination and Remuneration Committee (NRC). The specific Vesting schedule and Vesting Conditions subject to which Stock Options/ESAR would vest are detailed in writing and provided to the Stock Option/ESAR Grantee at the time of the Grant of Options.	
	(d) Exercise/SAR price or pricing formula	The exercise price decided by NRC for each Option and ESAR is 67.25/- and face value of share i.e 10/- respectively. However, owing to subdivision of shares of the Company during FY 2022-23, the price of each stock option and ESAR has been adjusted to one fifth (1/5) of the exercise price fixed at the time of grant of such option. The exercise Price per ESOP is determined by the NRC considering the 50% discount on market price per share as on date of Grant of options (i.e. August 16, 2019)	
	(e) Maximum term of options/SAR granted	Stock Options/ESAR granted under TDPSL Equity Based Compensation Plan 2019 shall be capable of being exercised within a period not more than four years from the date of vesting of respective employees' stock options/ESAR.	

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	(f) Source of shares (primary, secondary or combination)	Secondary	Primary
	(g) Variation in terms of options /Scheme	None	
(ii)	Method used to account for ESOS/SAR - Intrinsic or fair value	Fair value	
(iii)	Where the company opts for expensing of the options/SAR using the intrinsic value of the options/SAR, 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/SAR shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable	
(iv)	Option/SAR movement during the year		
	Number of options/SAR outstanding at the beginning of the period i.e. 01.04.2023	154,065 Options (i.e. 30813 ESOPs before sub-division)	165,375 ESARs (i.e. 33075 ESARs before sub-division)
	Number of options/SAR granted during the year i.e.2023-24	Nil	98,910 ESAR
	Number of options/SAR forfeited / lapsed during the year i.e.2023-24	Nil	
	Number of options/SAR vested during the year i.e.2023-24	Nil	
	Number of options/SAR exercised during the year i.e. 2023-24	154,065 Options (i.e. 30813 ESOPs before sub-division)	137520 ESARs (adjusted post sub-division)
	Number of shares arising as a result of exercise of options during i.e.2023-24	During the year, 154065 equity shares held by TDPSL trust have been transferred to ESOP allottees. On account of exercise of ESAR, 127,466 Equity Shares of face value of Rs.2 each were issued & allotted by the Company.	
	Money realized by exercise of options (INR), if scheme is implemented directly by the company during 2022-23	Not applicable as the scheme is implemented by TDPSL Trust.	
	Loan repaid by the Trust during the year from exercise price received*	₹ 20.72/- Lakhs	
	Number of Stock options/SAR outstanding at the end of the year	Nil	1,26,765 ESARs
	Number of options/SAR exercisable at the end of the year	Nil	27855 ESARs
(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 for ESOP & ESAR is ₹ 67.25 and ₹ 2/- respectively. ₹ 159.35-weighted-average fair values	

Note: *The sources of repayment of loan by trust is from the dividend received in respect of shares held and exercised price paid by grantees. Any shortfall in the loan repayable by the trust represents the options cost already accounted by the Company.

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(vi) Employee wise details (name of employee, designation, number of options/SAR granted during the year, exercise price) of options//SAR granted to – Not applicable as during the year no options/SARs were granted.

- a) Any other employee who receives a grant in any one year of option//SAR amounting to 5% or more of option granted during that year – Not applicable
- b) Identified employees who were granted option/SAR, 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

(vii) 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;	Refer Note no.49 of Standalone Financials Statement.
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Not applicable
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Since each vest has been considered as a separate grant, the volatility for periods corresponding to the expected lives of different vests, prior to the grant date. Volatility has been calculated based on the daily closing market price of the Company's stock price on NSE over these years,
(d)	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	There are no market conditions attached to the grants or vests. There are no other specific features of the option except option grant price and Vesting period that were incorporated in to the measurement of fair value.

Details related to Trust:

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the TDPSL Equity Based Compensation Plan 2019 scheme under the regulations are as follows:

Sl. No.	Particulars	Details
1	Name of the Trust	TDPSL EMPLOYEE WELFARE TRUST
2	Details of the Trustee(s)	Mr. Ramakrishna Varna Mr. R Vasudeva Murthy
3	Amount of loan disbursed by company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Not applicable
6	Any other contribution made to the Trust during the year	Not applicable

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(ii) Brief details of transactions in shares by the Trust;

Sl. No.	Particulars	Details
1	Number of shares held at the beginning of the year;	3,75,883 Equity Shares
2	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	<p>Primary Issuance: During the year under ESAR, 127466 Equity Shares being 0.08% of paid up capital as on March 31, 2023 were issued & allotted by the Company to TDPSL Trust and thereafter it was transferred to ESAR allottees through off-market transaction.</p> <p>The weighted average cost of acquisition was 2/- per share.</p>
3	Number of shares transferred to the employees / sold along with the purpose thereof;	During the year, 281531 Equity shares having a face value of 2 each were transferred to employees by TDPSL Trust including 127466 shares which were issued & allotted by the Company on account of exercise by ESAR allottees.
4	Number of shares held at the end of the year.	Nil

(iii) In case of secondary acquisition of shares by the Trust

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval (i.e August 12, 2019) was obtained.
Held at the beginning of the year	0.50%
Acquired during the year	0%
Sold during the year	Nil
Transferred to the employees during the year	0.50%
Held at the end of the year	Nil

For and on behalf of the Board of Directors

Ahmedabad
May 23, 2024

Mohib N. Khericha
Chairman