

DISCLOSURE AS REQUIRED UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

The following table sets forth the particulars of stock options granted under ESOP Scheme 2011 and ESOP Scheme 2015 as on March 31, 2022:-

Particulars	ESOP 2011*	ESOP 2015
Date of shareholder's approval	August 24, 2011 [#]	July 17, 2015
Total number of options approved.	16,00,000 [#]	16,00,000
Number of options outstanding at the beginning of the year	Nil	10,64,048
Options granted during the year	Nil	3,62,500
Pricing formula	<p>The exercise price shall be equal to the lower of the following:</p> <p>a) the latest available closing market price (at a stock exchange where there is highest trading volume on said date) on the date prior to the date on which the Remuneration Committee finalizes the specific number of options to be granted to the employees or</p> <p>b) Average of the two weeks high and low price of the share preceding the date of grant of option on the stock exchange on which the shares of the company are listed.</p>	<p>The exercise price shall be equal to the lower of the following:</p> <p>a) the latest available closing market price (at a stock exchange where there is highest trading volume on said date) on the date prior to the date on which the Remuneration Committee finalizes the specific number of options to be granted to the employees or</p> <p>b) Average of the two weeks high and low price of the share preceding the date of grant of option on the stock exchange on which the shares of the company are listed.</p>
Options vested as on 31.03.2022 (net)	Nil	1,26,410
Options exercised and allotted during the year	Nil	2,12,600
The total number of equity shares arising as a result of exercise of options	Nil	NA
Options lapsed/forfeited /expired during the year	Nil	1,80,207
Money realized during the financial year 2021-2022 by exercise of options (nominal value)	Nil	21,10,190

Total number of options outstanding at the end of the year	Nil	10,33,741
Total Number of options exercisable at the end of the year	Nil	1,26,410
Source of Shares	Primary	Secondary acquisition through Trust route
Loan repaid by the Trust during the year from exercise price received	NA	Nil
Variation in terms of options during the year	NA	NA
<u>Details of options granted to Employee:</u>		
(i) Senior Managerial Personnel	NA	Refer to annexure 1
(ii) Any other employee receiving a grant in any one year of option amounting to 5% or more	Fiscal 2012-13:- Scott Houchin Fiscal 2013-14:- Nil Fiscal 2014-15:- Nil Fiscal 2015-16:-Nil	Fiscal 2016-17:-Nil Fiscal 2017-18:-Nil Fiscal 2018-19:-Nil Fiscal 2019-20:- John Flowers Fiscal 2020-21:-Nil Fiscal 2021-22:- Nil
(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.	Nil	Nil
Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS 20 'Earning Per Share')	Rs.103.36 for the year ended on March 31, 2022	
Method used to account ESOPs	Fair Value	
Difference, if any, between the employees compensation cost calculated using the intrinsic value of stock	-	

options and the employee compensation cost recognised if the fair value of the options had been used and the impact of this difference on profits and EPS of the Company.	
Vesting Schedule/Requirements and maximum term of options granted	Options granted under the respective ESOP Scheme(s) / Plans(s) would vest not earlier than one year and not later than five years from date of grant of such options.

#The date of approval and the number of options approved mentioned herein are as initially approved by the shareholders. ESOP 2011 Scheme was subsequently amended to increase the number of options to 2,600,000 stock options vide resolution passed at Thirteenth Annual General Meeting held on August 22, 2013.

*Pursuant to Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the number of options have been suitably adjusted, as required, for Bonus issue in December 2015 in the ratio of 1:3, i.e. one bonus option for every three options held.

Details of Senior Managerial Personnel to whom ESOPs were granted during the year

Name of employee	Designation	No. of options Granted	Exercise Price (Rs.)
Ben Sciortino	Principal	6,780	1,225.48
Brian McIlhenny	Principal	6,780	1,225.48
Carter Forringer	Principal	6,780	1,225.48
Jagjit Singh	Principal	6,780	1,225.48
John Stephens	Principal	6,780	1,225.48
Mahesh Muthu	Principal	6,780	1,225.48
Prital Shah	Principal	6,780	1,225.48
Michael Murphy	Principal	10,170	1,225.48
Amir Bharwani	Principal	4,520	1,225.48
Amit Bakshi	Principal	4,520	1,225.48
Hoshi Mistry	Principal	4,520	1,225.48
Rohitash Gupta	Principal	4,520	1,225.48
Sanjay Kukreja	Principal	4,520	1,225.48
Srinivasan Nadadhur	Principal	4,520	1,225.48
John Flowers	Managing Principal	11,060	1,225.48
Robert Horan	Managing Principal	11,060	1,225.48
Scott Houchin	Managing Principal	11,060	1,225.48
David Lesniak	Managing Principal	16,590	1,225.48

Employees Stock Option Plan (ESOP)

Employees Stock Option Scheme 2011

The Company instituted ESOP 2011 scheme under which 16,00,000 stock options have been allocated for grant to the employees. The Scheme was approved by the shareholders at the Eleventh Annual General Meeting held on August 24, 2011. The Scheme was subsequently amended to increase the number of options to 26,00,000 stock options vide resolution passed at Thirteenth Annual General Meeting held on August 22, 2013.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year under ESOP 2011 scheme:

	Year ended March 31, 2022		Year ended March 31, 2021	
	No. of Options	Weighted Average exercise price (Rs.)	No. of Options	Weighted Average exercise price (Rs.)
Stock Options outstanding at the beginning of the year	-	-	1,36,053	1196.25
Adjusted for bonus	-	-	-	-
Granted during the year	-	-	-	-
Forfeited / cancelled*	-	-	1,36,053	1196.25

Exercised	-	-	-	-
Balance as at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-
Number of shares arising as a result of exercise of options		-		-
Money realized by exercise of options (INR), if scheme is implemented directly by the company		-		-
Loan repaid by the Trust during the year from exercise price received		NA		NA

Employees Stock Option Scheme 2015

Pursuant to the applicable requirements of the erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Company had framed and instituted Employee Stock Option Plan 2015 ("ESOP 2015") to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company.

ESOP 2015 envisages an ESOP Trust, which is authorized for secondary acquisition. During the year under review, ESOP Trust has bought shares from the open market.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year under ESOP 2015 scheme

	Year ended March 31, 2022		Year ended March 31, 2021	
	No. of Options	Weighted Average exercise price (Rs.)	No. of Options	Weighted Average exercise price (Rs.)
Stock Options outstanding at the beginning of the year	10,64,048	864.21	9,30,698	1082.00
Adjusted for bonus	-		-	-
Granted during the year	3,62,500	1225.48	3,18,080	413.03
Forfeited / cancelled*	1,80,207	1172.03	1,84,730	1185.44
Exercised*	2,12,600	1338.08	-	-
Balance as at the end of the year	10,33,741	839.78	10,64,048	864.21
Exercisable at the end of the year	1,26,410		2,12,827	
Number of shares arising as a result of exercise of options		-		-

Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	-
Loan repaid by the Trust during the year from exercise price received	NA	NA

The weighted average remaining contractual life for the share options outstanding as at March 31, 2022 was 3.99 years (March 31, 2021: 3.77 years).

The range of exercise prices for options outstanding at the end of the year was Rs. 413.03 to Rs. 1379.15 (March 31, 2021: Rs. 413.03 to Rs. 1,379.15).

The weighted average fair value of options granted during the year was Rs. 304.29 (March 31, 2021: Rs 85.29).

The average vesting period is 3 years and exercise period is 3 years.

The following table list the inputs to the models used for fair valuation of the options granted in the year ended 31 March 2022:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Date of grant	June 10, 2021	June 9, 2020
Dividend yield (%)	7.08%	7.49%
Expected volatility (%)	40.30%	35.83%
Risk-free interest rate (%)	5.50%	5.38%
Expected life of options granted (years)	4.31	4.31
Model used	Black and Scholes	Black and Scholes
Stock price (Rs.)	1,292.80	413.03
Exercise Price (Rs.)	1,225.48	413.03

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Details Related to Trust

The Company has formulated Employee Stock Option Scheme 2015 ('ESOP 2015') which envisages an ESOP Trust, which is authorized for secondary acquisition. Details of the Trust are as below:

Sr No.	Particulars	Details						
(i)	General Information							
1	Name of the Trust	eClerx Employee Welfare Trust						
2	Details of the Trustee(s)	Barclays Wealth Trustees (India) Private Limited						
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	Rs. 1,200,000,000/- & Interest of Rs. 21,700,746/-						
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	NA						
6	Any other contribution made to the Trust during the year	NA						
(ii)	Brief details of transactions in the shares by the Trust							
1	No. of shares held at the beginning of the year	8,83,605 shares						
2	No of shares acquired during the year: <ul style="list-style-type: none"> • Primary Issue • Secondary Issue 	<table border="1"> <thead> <tr> <th>No. of shares</th> <th>As a % of paid-up equity capital as at the end of previous FY</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>74,440</td> <td>0.22%</td> </tr> </tbody> </table>	No. of shares	As a % of paid-up equity capital as at the end of previous FY	Nil	Nil	74,440	0.22%
No. of shares	As a % of paid-up equity capital as at the end of previous FY							
Nil	Nil							
74,440	0.22%							
3	Weighted average cost of acquisition per share	Rs. 1680.77						
4	Number of shares transferred to the employees / sold along with the purpose thereof	2,11,019* shares sold and transferred to employees in order to satisfy exercises of ESOPs vested under ESOP Scheme 2015.						
6	No. of shares held at the end of the year	7,28,335 shares						

*Above no. of shares does not include 1,581 shares since as on March 31, 2022, they were being transferred to respective employees against the exercises done during the year, which was completed soon after March 31, 2022 post following the standard procedure.