

DISCLOSURE PURSUANT TO REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AS ON MARCH 31, 2022

1. **Relevant disclosures in terms of the ‘Guidance note on accounting for employee share- based payments’ issued by Institute of Chartered Accountants of India (‘ICAI’) or any other relevant accounting standards as prescribed from time to time.**

The disclosures are provided in Note no. 36 of the Notes to Financial Statements of the Company for the year ended 31 March 2022.

2. **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 Central Government or any other relevant accounting standards as issued from time to time.**

Diluted Earnings Per Share in accordance with “Accounting Standard 20 - Earnings Per Share” for the year ended March 31, 2022 stood at Rs. 2.15 (as per the Financials Statements).

3. **Details related to QDML ESOP Plan 2020**

The Board of Directors in their meeting held on November 14, 2020 had introduced the QDML ESOP Plan 2020 to attract, reward and retain talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the organizational goals.

The Members of the Company vide Special Resolution through Postal Ballot on January 16, 2021 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (‘SEBI SBEB Regulations’).

- (i) Description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including:

Sr. No.	Particulars	QDML ESOP PLAN 2020
1.	Date of shareholders’ approval	January 16, 2021
2.	Total number of options approved	Initially 12,59,489 number of options were approved by the Members vide Shareholder’s approval dated January 16, 2021. However, due to bonus issue in the ratio of 1:1, number of options granted has increased to 25,18,978.
3.	Vesting Requirement	The maximum vesting period may extend up to 10 (Ten) years from the date of grant of Options or such other period as may be decided by the Board.
4.	Exercise price or pricing formula	Subject to the SBEB Regulations, the exercise price shall be fixed by the Nomination and Remuneration Committee at its discretion and will be specified in the grant letter but the same shall not be higher than the market price (i.e. latest available closing price on a recognized stock exchange having highest trading

		volume on which the equity shares of the Company are listed) of the equity shares at the time of grant and not less than the face value of the equity shares of the Company. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the SBEB Regulations.
5.	Maximum term of options granted (years)	Exercise Period would commence from the vesting date and would expire not later than 8 (Eight) years or such other period as may be decided by the Nomination and Remuneration Committee. The Options shall lapse if not exercised within the Exercise Period.
6.	Source of shares	Primary issuance.
7.	Variation in terms of ESOP	Nil

(ii) Method used to account for ESOP

In compliance with Ind AS 102, the cost of equity-settled employee share-based payments is recognised based on the fair value of the options as on the grant date. The Company has considered fair value of the options using the Black-Sholes model.

(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.

Not Applicable

(iv) Details of Options (Option Movement during the year):

Sr. No.	Particulars	Details
i.	Number of options outstanding at the beginning of the period	645,000
ii.	Number of options granted during the year	Nil
iii.	Number of options forfeited/lapsed during the year	112,500
iv.	Number of options vested during the year	55,500
v.	Number of options exercised during the year	16,000
vi.	Number of shares arising as a result of exercise of options	16,000
vii.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	433,600
viii.	Loan repaid by the trust during the year from exercise price received	NA

ix.	Number of options outstanding at the end of the year	516,500
x.	Number of options exercisable at the end of the year	39,500

- (v) Weighted-average exercise prices and weighted-average fair values of options whose exercise price equals or exceeds or is less than the market price of the stock:

Not applicable. As there were no options granted during the financial year 2021-22.

- (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: There is no ESOP granted during the financial year 2021-22.
- 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: Nil
- 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

- (vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

Not applicable. As there were no options granted during the financial year 2021-22.