

Disclosures relating to Employee Stock Option Scheme(s) in respect of Options granted till 31st March, 2024

| Sr. No | Particulars | FVIL ESOP-2011 | FCEL ESOP-2014 |
|--------|---|--|--|
| A | Disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time. | Refer Note 34 in Notes to Financial Statements | |
| B | Diluted Earnings Per Share (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 | ₹ (0.96) | |
| C | Details related to ESOS | | |
| (i) | A description of each ESOS that existed at any time during the year including the general terms and conditions of each ESOS | | |
| (a) | Date of Shareholders' Approval | 10 th August, 2010 and 16 th January, 2012 | 12 th January, 2015 and 12 th May, 2015 |
| (b) | Total Number of Options approved under ESOS | 5,00,00,000 | Primary Route: 3,19,50,000 Secondary Route: 7,98,00,000 |
| (c) | Vesting Requirements | | |
| | At the end of two year from the date of Grant | 30% of options granted | |
| | At the end of three year from the date of Grant | 50% of options granted | |
| | | At the end of one year from the date of Grant | 30% of options granted |
| | | At the end of two year from the date of Grant | 30% of options Granted |
| | | At the end of three year from the date of Grant | 40% of options granted |
| | | At the end of one year from the date of Grant | 20% of options granted |
| | | At the end of two year from the date of Grant | 30% of options granted |
| | | At the end of three year from the date of Grant | 50% of options granted |
| (d) | Exercise price or Pricing formula | ₹ 6/- | <p>Primary Route : The exercise price per Option shall not be less than the face value of Equity Shares and shall not exceed market price of the Equity Share of the Company as on date of grant of Options, as may be decided by Nomination and Remuneration / Compensation Committee.</p> <p>Secondary Route : The exercise price per Option shall not exceed market price of the Equity Share of the Company as on date of grant of Options or the cost of acquisition of such shares to the Company applying FIFO basis, whichever is higher, as may be decided by Nomination and Remuneration / Compensation Committee.</p> |

| Sr. No | Particulars | FVIL ESOP-2011 | FCEL ESOP-2014 | |
|--------|---|--|--|-----------------------------------|
| (e) | Maximum term of Options granted | Three Years from the date of Vesting | Three Years from the date of Vesting | |
| (f) | Source of Shares (primary, secondary or combination) | Primary | Primary & Secondary | |
| (g) | Variation of terms of Options | Nil | Nil | |
| (ii) | Method used to account for ESOS - Intrinsic or fair value | Fair Value | Fair Value | |
| (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) | Option Movement during the year (for each ESOS) | | | |
| | | FVIL ESOP-2011 (Primary Route) | FCEL ESOP-2014 (Secondary Market Route) | FCEL ESOP-2014 (Primary Route) |
| a) | Number of Options outstanding at the beginning of the Period | Nil | 7,00,000 | Nil |
| b) | Number of Options granted during the year | Nil | Nil | Nil |
| c) | Number of Options forfeited / lapsed during the year | Nil | Nil | Nil |
| d) | Number of Options vested during the year. | Nil | Nil | Nil |
| e) | Number of Options exercised during the year | Nil | Nil | Nil |
| f) | Number of shares arising as a result of exercise of Options | Nil | Nil | Nil |
| g) | Money realized by exercise of Options | Nil | Nil | Nil |
| h) | Loan repaid by the Trust during the year from exercise price received | Not Applicable | Nil | Not Applicable |
| i) | Number of options outstanding at the end of the year | Nil | 7,00,000 | Nil |
| j) | Number of Options exercisable at the end of the year. | Nil | 3,50,000 | Nil |
| Sr. No | Particulars | FVIL ESOP-2011 | FCEL ESOP-2014 | |
| 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. | Refer Note 34 in Notes to Financial Statements | | |
| vi) | Employee wise details of options granted to: | | | |
| (a) | Senior Managerial Personnel (Directors and Key Managerial Personnel) | Nil | | |

| Sr. No | Particulars | FVIL ESOP-2011 | FCEL ESOP-2014 |
|--------|--|---|----------------|
| (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 from 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 34 in Notes to Financial Statements | |
| (b) | the method used and the assumptions made to incorporate the effects of expected early exercise; | The fair value of each Option is estimated using the Black Scholes Option Pricing model. | |
| (c) | how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and | The volatility used in the Black Scholes Option Pricing model is the annualized 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. The Company has incorporated the early exercise of Options by calculating expected life on past exercise behaviour. | |
| (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 grant and vest. | |

Details related to Trust:

The details *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the Future Consumer Enterprise Limited Employee Stock Option Plan -2014 are as under:

(i) General information on all schemes

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1 | Name of the Trust | Future Consumer Enterprise Employees Welfare Trust |
| 2 | Details of the Trustee(s) | Vistra ITCL (India) Limited (formerly known as IL & FS Trust Company 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 | ₹ 3,844.34 lakhs |
| 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. | Nil |
| 6 | Any other contribution made to the Trust during the year | Nil |

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

| | | |
|-----|---|---|
| (a) | Number of shares held at the beginning of the year; | 10,497,293 |
| (b) | Number of shares acquired during the year through: | |
| | (i) primary issuance | Nil |
| | (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 | Nil |
| (c) | Number of shares transferred to the employees / sold along with the purpose thereof | 72,80,000 equity shares. The excess shares held by Trust which were not backed by grant have been sold. |
| (d) | Number of shares held at the end of the year | 32,17,293 |

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

| Sr. No | Particulars | 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 was obtained |
|--------|--|------------------|---|
| a) | Held at the beginning of the year | 10,497,293 | 0.63% |
| b) | Acquired during the year | Nil | - |
| c) | Sold during the year | 72,80,000 | 0.44% |
| d) | Transferred to the employees during the year | Nil | - |
| e) | Held at the end of the year | 32,17,293 | 0.44% |