

Disclosures under IndoStar ESOP Plan 2012, IndoStar ESOP Plan 2016, IndoStar ESOP Plan 2016-II, IndoStar ESOP Plan 2017 and IndoStar ESOP Plan 2018 ( together referred as "ESOP Plans") in terms of Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, for financial year ended March 31, 2025					
Sr. No.	Particulars	Disclosures			
A	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 "Note 39: Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2025.			
B	Diluted EPS on issue of shares pursuant to all the ESOP Plans covered under the SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Diluted EPS for the financial year 2024-25 : INR 3.74 The same is disclosed at "Note 31 : Earnings per share (EPS)" to the standalone audited financial statements of the Company for the financial year ended March 31, 2025.			
C	<b>Details related to ESOP Plans</b>	<b>IndoStar ESOP Plan 2012</b>	<b>IndoStar ESOP Plan 2016</b>	<b>IndoStar ESOP Plan 2016 - II</b>	<b>IndoStar ESOP Plan 2017</b>
(i)	Description of ESOP Plans				<b>IndoStar ESOP Plan 2018</b>
	(a) Date of Shareholder's approval	July 30, 2012	May 9, 2016	October 17, 2016	April 28, 2017
	(b) Total number of options approved under ESOP Plan	15,00,000 (Fifteen Lakh) options	27,00,000 (Twenty Seven Lakh) options	30,00,000 (Thirty Lakh) options	20,00,000 (Twenty Lakh) options
	(c) Vesting Requirements	<p>Vesting Criteria will be specified for each Option Holder by the Nomination and Remuneration Committee ("NRC") at the time of grant of Options.</p> <p>For valid vesting of Options, the concerned Option Holder is required to be an Eligible Employee on the respective Vesting Date, meet the vesting criteria, if any and must neither be serving his/her notice period for termination of service nor be subject to any disciplinary proceedings pending against him/her.</p> <p>The NRC would be entitled to make vesting of options conditional upon fulfillment of certain conditions, including the following: (a) performance, milestone-based criteria as determined by NRC; (b) time based criteria based on Option Holder continuing to be an Employee of the Employer Company as on certain specified dates/periods as may be decided by NRC and (c) in case of change in control of the Company.</p> <p>Unless the NRC provides otherwise, the Vesting of Options granted hereunder shall be stalled / blocked during any unauthorised and unpaid leave of absence for such period as may prescribed by NRC or for any Cause as deemed fit by the NRC.</p>			
	(d) Exercise price or pricing formula	Options can be Exercised at any of the following Exercise Price, as may be determined by the NRC at its sole discretion at the time of grant of			
	(e) Maximum term of options granted	Options granted under the ESOP Plans would vest not less than 1 (one) year from the date of grant of Options. Options shall be capable of being exercised within a period as may be determined by the NRC at its sole discretion but within 4 years from the Date of Vesting.			
	(f) Source of shares (primary, secondary or combination)	Primary			
	(g) Variation in terms of options	As approved by the Shareholders of the Company by passing Special Resolution(s) through postal ballot means on June 29, 2024 and May 24, 2025			
ii	Method used to account for ESOP - Intrinsic or Fair value	The Company followed Fair Value Method for computing cost of Options.			
iii	Where the Company opts for expensing of options using the intrinsic value of 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 Earnings per share (EPS) of the Company shall also be disclosed	Not Applicable			

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iv	Option movement during the financial year ended March 31, 2025:	ESOP 2012	ESOP 2016	ESOP 2016 - II	ESOP 2017	ESOP 2018
	Number of Options outstanding at the beginning of the year	31,750	1,339,500	10,000	1,180,250	3,677,136
	Number of Options granted during the year	-	0	0	500,000	1,947,424
	Number of Options forfeited/ lapsed during the year	6,750	258,500	0	0	434,756
	Number of Options vested during the year	7,500	215,400	-	168,750	655,386
	Number of Options exercised during the year	-	4,500	-	-	13,652
	Number of Shares arising as a result of exercise of Options	-	4,500	-	-	13,652
	Money realised by exercise of options (INR), if scheme is implemented directly by the Company	-	625,500	-	-	2,599,326
	Loan repaid by the trust during the year from exercise price received	NA	NA	NA	NA	NA
	Number of options outstanding at the end of the year	25,000	1,076,500	10,000	1,680,250	5,176,152
	Number of options exercisable at the end of the year	14,250	359,950	10,000	155,250	114,450
v	Weighted average exercise prices and the weighted average fair values of options shall be disclosed for options whose exercise price either equals or exceeds or is less than the market price of the stock	-	263.20	-	-	264.64
vi	<b>Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –</b>					
	(a) Senior Managerial Personnel during the financial year ended March 31, 2025	<a href="#">Please refer Note No. 1</a>				
	(b) Any other employee who receives a grant in the financial year ended March 31, 2025 of Option amounting to 5% or more of options granted during that year.	<a href="#">Please refer Note No. 2</a>				
	(c) Identified employees who were granted options, during the year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant;	<a href="#">Please refer Note No. 3</a>				
vii	<b>A description of the method and significant assumptions used during the year to estimate the fair values of options, including following information:</b>					
	(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	Please refer "Note 39 : Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2025.				
	(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	Expected volatility is a measure of the amount by which the equity share price is expected to fluctuate during the period. The measure of volatility used in Black-Scholes option pricing model is the variance in the value of the underlying asset over the life of the option. Expected volatility has been computed by considering historical volatility of the equity shares of comparable companies based on the life of options. Please refer "Note 39 : Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2025.				
	d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in point (a) above. Please refer "Note 39 : Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2025				
	<b>Disclosures in respect of grants made in three years prior to IPO under each ESOP Plans:</b>					
i	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.	Please refer disclosure made above and also "Note 39 : Employee stock options plans" to the standalone audited financial statements of the Company for the financial year ended March 31, 2025				

**Note 1**

**Options granted to Senior Management Personnel during the year ended March 31, 2025**

Sr. No.	Name	Designation	ESOP Plan	Excercise Price	Options granted during the year ended March 31, 2025
1	Karthikeyan Srinivasan	Chief Executive Officer	ESOP Plan 2018	INR 253.35	100000
2	Jayesh Jain	Chief Financial Officer	ESOP Plan 2017	INR 235.05	500000
3	Randhir Singh	Managing Director & Executive Vice Chairman	ESOP Plan 2018	INR 250.00	1700000

**Note 2**

Employees who have received a grant in financial year ended March 31, 2025 of Options amounting to 5% or more of options granted during the year

Sr.No.	Name of the employee	Designation	ESOP Plan	Options granted during financial year ended March 31, 2025
1	Randhir Singh	Managing Director & Executive Vice Chairman	ESOP Plan 2018	1,700,000
2	Jayesh Jain	Chief Financial Officer	ESOP Plan 2017	500,000



**Note 3**

**Employees who were granted options, during the financial year ended March 31, 2025, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant**

<b>Sr.No.</b>	<b>Name of the employee</b>	<b>Designation</b>	<b>ESOP Plan</b>	<b>Options granted during financial year ended March 31, 2025</b>
1	Randhir Singh	Managing Director & Executive Vice Chairman	ESOP Plan 2018	1,700,000