c) **Employee Stock Option Plan 2020'**

During the financial year 2020-21, pursuant to the approval of the shareholders by way of Postal ballot on December 23, 2020, the Company had approved / adopted Atishay Limited – Employee Stock Option Plan 2020' (or 'AL- ESOP 2020'), under which eligible employees are granted an option to purchase shares subject to vesting conditions. Such AL- ESOP 2020' enable the Company to attract and retain the appropriate talent; motivate the employees with reward opportunities, create a sense of ownership amongst them, and promote increased participation by them in the growth of the Company. The Company has approved ESOP schemes for options not exceeding 10,00,000 (Ten Lakhs) equity shares of the face value of ₹ 10/- (Rupees Ten only) each at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of AL ESOP-2020 and in due compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other applicable laws, rules and regulations;

Further on January 22, 2024, pursuant to the approval of the Nomination and Remuneration Committee, Your Company has granted 250500 stock options to the eligible employees of the Company at the price of ₹ 10/- (Rupees Ten Only) per option under the AL-ESOP 2020.

The disclosures as required under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is attached to this report as **Annexure 1** and is also available on the Company's website viz., URL: https://www.atishay.com/wp-content/uploads/2024/04/Intimationgrantstockoption25012024.pdf

Please refer note No. 35 of Notes forming part of Standalone Financial Statements for further disclosures on ESOPs. The Company does not have any scheme to fund its employees for the purchase of shares of the Company.

Your Company has received the certificate from the Secretarial Auditor of the Company certifying that the ESOP scheme is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and is in accordance with the resolution passed by the members of the Company. The certificate would be placed at the Annual General Meeting for inspection by members.

The AL-ESOP 2020 complies with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and there have been no material changes to this plan during the financial year 2023-24.

Annexure 1

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as at March 31, 2024.

A) Relevant 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 by ICAI or any other relevant accounting standards in that regard from time to time are disclosed in Note No. 35 of Notes forming part of the Standalone Financial Statements.

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 Central Government or any other relevant accounting standards as issued from time to time. This has been disclosed in Note No. 35 forming part of the Standalone Financial Statements.

C) Description of AL-ESOP 2020

	Name of Directors	Designation
(i)	Description of each ESOP that existed at any time during the year	AL-ESOP 2020
a)	Date of shareholder's approval	December 23, 2020 (by Postal Ballot)
b)	Total number of options approved under ESOS	10,00,000
c)	Number of options granted to the Employees (Nomination and Remuneration Committee dated 22.01.2024)	2,50,500
d)	Number of options accepted by the employees	1,87,000
e)	Vesting requirements	Service only
f)	Exercise price (₹)	₹ 10
g)	Maximum term of options granted	3 years
h)	Source of shares	Primary/ fresh issue.
i)	Variation in terms of options	None
(ii)	Method used to account for ESOS - Intrinsic or 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, as the fair value method has been adopted for accounting ESOP expenses.
(iv)	Option movement during the year	
	Number of options outstanding at the beginning of the period	-
	Number of options granted during the year	187,000
	Number of options forfeited / lapsed during the year	-
	Number of options vested during the year.	-
	Number of options exercised during 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	Not applicable
	Number of options outstanding at the end of the year	187,000
	Number of options exercisable at the end of the year	187,000
(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: ₹ 10 The exercise price is less than the fair value of the share on the grant date. The fair values of options are as below, with the vesting date shown in brackets: • ₹ 45.5 (January 23, 2026) • ₹ 46.2 (January 23, 2027)

Annexure 1

Name of Directors		Designation
(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;	<table><tr><th>Name of Employee</th><th>Designation of employee</th><th>No. of options granted during the year</th><th>Exercise Price</th></tr><tr><td>Mr. Ajun Singh Dangi</td><td>Chief financial officer</td><td>20000</td><td>10/-</td></tr></table>
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; and	<table><tr><th>Name of Employee</th><th>Designation of employee</th><th>No. of options granted during the year</th><th>Exercise Price</th></tr><tr><td>Ms. Sakshi Saxena</td><td>EA to MD</td><td>10000</td><td>10/-</td></tr></table>Apart from this, no option granted to any other employee more than 5 % or more of the options granted during the year.
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:	The Securities Exchange Board of India (SEBI) has prescribed two methods to account for employee stock options viz. 1. the intrinsic value method, and 2. the fair value method. The company adopts the fair value method to account for the stock options it grants to the employees. Intrinsic value is the amount, by which the quoted closing market price of the underlying shares as on the date of grant exceeds the exercise price of the option. The fair value of the option is estimated on the date of grant using Black-Scholes options pricing model with assumptions as below.
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	₹ 53.8 ₹ 10 57% p.a. 2.5 – 3.5 years Nil 6.7% p.a. – 6.8% p.a.
b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	The fair value method is used to evaluate the cost. Early exercise is not allowed.
c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The expected volatility is based on historical movement of the company's share prices for one year before the grant date.
d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	The market condition has been incorporated using the Black-Scholes option pricing formula.

Annexure 1

The impact of the fair value method on the net profit and on basic and diluted EPS is tabulated below.

Particulars	₹ in Lakhs
Net Profit / (Loss)	555.36
Add / (Less): Stock based employee compensation (intrinsic value)	-
Add / (Less): Stock based compensation expenses determined under fair value method for the grants issued	6.01
Net Profit / (Loss) (proforma)	561.37
Basic earnings per share (as reported)	5.06
Basic earnings per share (proforma)	5.11
Diluted earnings per share (as reported)	4.99
Diluted earnings per share (proforma)	5.05

D) Details related to ESPS — Not applicable

E) Details related to SAR — Not applicable

F) Details related to GEBS/ RBS — Not applicable

G) Details related to Trust — Not applicable