

Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits Regulations), 2014, as amended for the financial year ended on March 31, 2021

A. **Disclosures in terms of Guidance note on accounting for employee share-based payments issued by ICAI:** Disclosed in the Notes to financial statements – Refer to Note 30 (Share Based Payments) of Standalone Financials Statements 2020-21.

B. **Material Changes in the Scheme:** Nil

C. **Diluted EPS:** Re. (0.62)/-

D. **Details related to Employee Stock Option Scheme:**

| Sr. No. | Description | Particulars | | | |
|---|--|---|------------------------------|-------------------------------|--------------------------------|
| 1. | Name of the Scheme | AGC Networks Employee Stock Option Scheme 2015 (ESOP Scheme 2015) | | | |
| | | Grant 1 | Grant 2 | Grant 3 | Grant 4 |
| 2. | Date of Shareholder Approval | 21.04.2015 | 21.04.2015 | 21.04.2015 | 21.04.2015 |
| 3. | Total No of Options Approved Under the Scheme | 14,23,323 | | | |
| 4. | Date of Grant | 14.05.2015 | 19.05.2016 | 15.06.2018 | 19.10.2020 |
| 5. | Options Granted | 10,04,866 | 3,20,248 | 1,70,799 | 63,000 |
| 6. | Vesting Schedule | Refer Table H | Refer Table H | Refer Table H | Refer Table H |
| 7. | Exercise Price or Pricing Formula | Rs. 80/- | Rs. 55/- | Rs. 107/- | Rs. 425/- |
| 8. | Maximum term of Options Granted | 5 Years | | | |
| 9. | Source of Shares | Primary | | | |
| 10. | Method used for accounting ESOS | Fair Value | | | |
| 11. | 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. | NA | NA | NA | NA |
| 12. | Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with (IND-AS) Earnings Per Share | (0.62) | (0.62) | (0.62) | (0.62) |
| 13. | Weighted Average exercise price and weighted average fair value | 104.15 and 32.85 respectively | 68.20 and 42.84 respectively | 116.25 and 71.65 respectively | 394.30 and 215.65 respectively |
| E. Options movement during the year ended 31.03.2021 | | | | | |
| Sr. No. | Particulars | Details | | | |
| 1. | Options outstanding at the beginning of the year | 6,26,262 | | | |
| 2. | Options Granted During the year | 63,000 | | | |

| | | |
|----|--|-------------------|
| 3. | Options forfeited/ lapsed during the year | 72,027 |
| 4. | Options Vested during the year | NIL |
| 5. | Options exercised during the year | 1,85,530 |
| 6. | No. of shares arising as a result of exercise of options during the year | 1,85,530 |
| 7. | Options outstanding at the end of the year | 4,24,705 |
| 8. | Options exercisable at the end of year | 2,93,924 |
| 9. | Money realized by exercise options (in Rs.) | Rs. 1,27,60,350/- |

F. Employee-wise details of:

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Options granted to Senior Managerial Personnel | Mr. Deepak Kumar Bansal, Executive Director & Chief Financial Officer of the Company was granted 63,000 options during the year at the exercise price of Rs. 425/- <i>(No other option was granted during the year FY2020-2021)</i> |
| 2. | Options granted to any other employee during the year amounting to 5% or more of options granted during the year | None. |
| 3. | Options granted to any employee equal to or exceeding 1% of the issued capital of the company at the time of grant | During the financial year, there was no grant made to any employee or Director equal to or exceeding 1% of the issued capital of the company at the time of grant. |

G. Description of the method and significant assumptions used during the year to estimate fair value of options including the following information:

- 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;
- the method used and the assumptions made to incorporate the effects of expected early exercise;
- how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and
- whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.

H. Vesting Schedule

| % of securities to vest | Timeframe |
|---------------------------------|--|
| 33% of total granted securities | Upon the expiry of 36 months from the date of the grant. |
| 33% of total granted securities | Upon the expiry of 48 months from the date of the grant. |
| 34% of total granted securities | Upon the expiry of 60 months from the date of the grant. |