

## Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on 31 March 2022

- A. 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. 31. of the Notes to Financial Statements of the Company for the year ended 31 March 2022.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations in accordance with ‘Accounting Standard 20 - Earnings per Share’ issued by ICAI or any other relevant accounting standards as prescribed from time to time:

NIL

- C. Details related to VST Employees Stock Option Plan 2020 (VST-ESOP 2020) :

- i. The VST-ESOP 2020 was approved by the Board at its meeting held on 21<sup>st</sup> December 2020, and by the shareholders of the Company vide Special Resolution through Postal Ballot on 5th February 2021 in accordance with the Regulations of SEBI covering Employee Stock options prevailing at the time of seeking approval of the shareholders. The current Regulations which apply to the VST-ESOP 2020 are the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.

| S.No. | Particulars                       | VST-ESOP 2020   |
|-------|-----------------------------------|---|
| 1.    | Date of Shareholders’ approval    | 5.2.2021 (postal ballot)  |
| 2.    | Total number of options approved  | 7,70,000 equity shares of the face value of Rs. 10/- each fully paid-up or up to 5% of the paid-up equity share capital of the Company, whichever is higher.  |
| 3.    | Vesting requirements              | The options would vest not earlier than one year and upto 3 years from the date of grant of options as may be decided by the NRC at the time of each grant. The options granted in 2021 was the closing market price at NSE on the previous day of the grant. |
| 4.    | Exercise price or pricing formula | The Exercise Price per option shall not be less than the par value of the shares and can be such higher price as decided by the NRC.  |
| 5.    | Maximum term of options granted   | The exercise period may commence from the date of vesting and will expire on completion of 4 years from the date of   |

|    |                               |  |
|----|-------------------------------|--|
|    |                               | vesting of options, or such other period as may be decided by the NRC. |
| 6. | Source of shares              | The equity shares acquired by the Trust from the secondary market.     |
| 7. | Variation in terms of options | Nil  |

ii. Method used to account for ESOS :

Fair Value Method

iii. Where the company opts for expensing of the options using the intrinsic value of the options, difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of the options & the impact of this difference on profits and on EPS of the Company.

Not Applicable as fair value has been accounted

iv. Details of option movement during the year :

| Particulars   | Details |
|---|---------|
| Number of options outstanding at the beginning of the period                                  | -       |
| Number of options granted during the year   | 31,500  |
| Number of options forfeited/lapsed during the year  | 3,000   |
| Number of options vested during the year  | -       |
| Number of options exercised 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                         | -       |
| Number of options outstanding at the end of the year  | 28,500  |
| Number of options exercisable at the end of the year  | 28,500  |

v. Weighted-average exercise price and weighted-average fair values of options whose exercise price either equals or exceeds or is less than the market price of the stock.

Not Applicable. No options were exercised during the year.

vi. Employee wise details of options granted during the year :

a. Senior Managerial Personnel :

| S.No. | Name             | No. of options granted | Grant Price |
|-------|------------------|------------------------|-------------|
| 1.    | Aditya Deb Goptu | 10,500                 | 3318.65     |
| 2.    | Anish Gupta      | 3,000                  | 3318.65     |
| 3.    | Kalyan Basu      | 3,000                  | 3318.65     |
| 4.    | Rohit Sahni      | 3,000                  | 3318.65     |

|    |                          |       |         |
|----|--------------------------|-------|---------|
| 5. | Dr. T. Lakshmi Narasaiah | 3,000 | 3318.65 |
| 6. | S. Sriram                | 3,000 | 3318.65 |
| 7. | Phani K. Mangipudi       | 3,000 | 3318.65 |
| 8. | Ishita Bardhan           | 3,000 | 3318.65 |

- b. Employees who were granted during the year, options amounting to 5% of more of options granted during the year.

Nil

- 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.

Nil

- vii. A description of the method and significant assumptions used during the year to estimate the fair value of options granted during the year.

The Black Schole's value considered in determining the fair value of these grants which takes into account the stock price, exercise price, the term of the option, the share price of the grant date and expected volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

D. Details related to Trust :

- i. General information :

| S.No. | Particulars   | Details   |
|-------|---|---|
| 1.    | Name of the Trust   | VST-ESOP Trust  |
| 2.    | Details of the Trustees   | S. Sriram<br>Dr. T. Lakshmi Narasaiah<br>Lalith Kumar Bansal<br>Madhusudhan Nawandhar |
| 3.    | Amount of loan disbursed by the company/any company in the group, during the year   | Rs.1065 Lakhs   |
| 4.    | Amount of loan outstanding (repayable to company/any company in the group) as at the end of the year                                  | Rs.1065 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 :

| <b>S.No.</b> | <b>Particulars</b>  | <b>Details</b> |
|--------------|---|----------------|
| 1.           | Number of shares held at the beginning of the year                                | Nil            |
| 2.           | Number of shares acquired during the year   |                |
|              | (i) Primary issuance  | Nil            |
|              | (ii) Secondary acquisition  |                |
|              | No. of shares acquired  | 31500          |
|              | Percentage of paid up equity capital as at the end of the previous financial year | 0.02           |
|              | Weighted average cost of acquisition per share                                    | Rs.3383.41     |
| 3.           | Number of shares transferred to the employees/sold along with the purpose thereof | Nil            |
| 4.           | Number of shares held at the end of the year                                      | 31,500         |

iii. In case of secondary acquisition of shares by the Trust :

| <b>Number of shares</b>                      | <b>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</b> |
|--|--|
| Held at the beginning of the year            | Nil  |
| Acquired during the year                     | 0.02% (31,500 equity shares)   |
| Sold during the year                         | Nil  |
| Transferred to the employees during the year | Nil  |
| Held at the end of the year                  | 0.02% (31,500 equity shares)   |