

ANNEXURE – 11

Disclosure with respect to Employees Stock Option Scheme (ESOS) & Stock Appreciation Rights scheme (SAR) of the Company as on March 31, 2020 (Pursuant to regulation 14 of the SEBI (Share Based Employee Benefits) Regulations 2014 read with SEBI circular dated June 16, 2015 as on March 31, 2020)

S. No.	Particulars	TDPSL Equity Based Compensation Plan 2019	
		Details related to ESOP 2019	Details related to SAR 2019
A	Relevant 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 to Note No 1.13 and No.50 of Standalone Financial Statements for the Financial Year ended on March 31, 2020	
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 ICAI or any other relevant accounting standards as prescribed from time to time.	Please refer to Note No.1.24 and No.38 of Standalone Financial Statements for the Financial Year ended on March 31, 2020.	
C	Details related to ESOS & SAR		
(i)	A description of each ESOS/SAR that existed at any time during the year, including the general terms and conditions of each ESOS/SAR, including –	The Company has a collective Scheme for ESOP and SAR namely, TDPSL Equity Based Compensation Plan 2019	
	(a) Date of shareholders' approval	12.08.2019	
	(b) Total number of options/SARs approved under ESOS/SAR	5,63,884 Options.	3,99,216 ESAR
	(c) Vesting requirements	<p>Stock Options/ ESAR granted under TDPSL Equity Based Compensation Plan 2019 would vest not earlier than one year from the date of grant. The vesting shall happen every year equally with 33.33% of the number of options granted for 3 years from the date of grant of the options/ ESAR and would be subject to continued employment with the Company. Vesting of Stock options/ESAR would be subject to fulfilment of conditions as stated in the said plan and performance criteria as may be decided by Nomination and Remuneration Committee (NRC).</p> <p>The specific Vesting schedule and Vesting Conditions subject to which Stock Options/ESAR would vest are detailed in writing and provided to the Stock Option/ESAR Grantee at the time of the Grant of Options.</p>	
	(d) Exercise/SAR price or pricing formula	The exercise price decided by NRC for each option /ESAR is Rs.67.25/- which was 50% discount to the market price available at stock exchange i.e. NSE having the higher trading volume for shares of the Company.	
	(e) Maximum term of options/SAR granted	Stock Options /ESAR granted under TDPSL Equity Based Compensation Plan 2019 shall be capable of being exercised within a period not more than four years from the date of vesting of respective employees' stock options/ESAR.	

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	(f) Source of shares (primary, secondary or combination)	Secondary	Primary
	(g) Variation in terms of options /Scheme	None	
(ii)	Method used to account for ESOS/SAR - Intrinsic or fair value	Fair value	
(iii)	Where the company opts for expensing of the options/SAR using the intrinsic value of the options/SAR, 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/SAR shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable	
(iv)	Option/SAR movement during the year	Nil	
	Number of options/SAR outstanding at the beginning of the period i.e. 01.04.2019	Nil	
	Number of options/SAR granted during the year i.e.2019-20	5,63,884 Stock Options.	3,99,216 SARs.
	Number of options/SAR forfeited / lapsed during the year i.e.2019-20	Nil	
	Number of options/SAR vested during the year i.e.2019-20	Nil	
	Number of options/SAR exercised during the year i.e. 2019-20	Nil	
	Number of shares arising as a result of exercise of options during i.e.2019-20	Nil	
	Money realized by exercise of options (INR), if scheme is implemented directly by the company during 2019-20	Nil	
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	
	Number of Stock options/SAR outstanding at the end of the year	5,63,884 Stock Options.	3,99,216 SARs.
	Number of options/SAR exercisable at the end of the year	Nil	
(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.	Rs.67.25 –Weighted Average exercise price Rs.78.04 -Weighted-Average fair value	

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(vi) Employee wise details (name of employee, designation, number of options/SAR granted during the year, exercise price) of options//SAR granted to –

a) Senior Managerial Personnel

Sl. No.	Name of Employee	Designation	Options granted during 2019-20	SARs granted during 2019-20	Exercise Price per option (Rs.)
1	S. Prabhamani	Chief operating Officer	66000	-	67.25
2	R. Vasudeva Murthy	Head SBU-1	51000	-	67.25
3	Ramakrishna Varna	Head SBU-2	56160	-	67.25
4	Vishwanath Hangari	Head Design & Development	54000	-	67.25
5	Vinay Hegde	Head -Marketing	56160	-	67.25
6	N. Srivatsa	Company Secretary	97962	-	67.25
7	MN Varalakshmi	Chief Financial Officer	56160	-	67.25
8	Krishna Murthy TR	Head – Sourcing	25003	-	67.25
9	Ramesh NS	Head - Technical Support	41439	-	67.25
10	Ramya Ramesh	Head -Marketing (TDPS Europe)	30000	-	67.25
11	Shirish Kulkarni	Deputy Head	30000	-	67.25

b) Any other employee who receives a grant in any one year of option//SAR amounting to 5% or more of option granted during that year

S.No.	Name of Employee	Designation	Options granted 5% or more during 2019-20	SARs granted 5% or more during 2019-20	Exercise Price per option (?)
1	Muthuraman Rajappan	Senior Team Lead	As stated above in table (a) excluding serial no.8.	21,638	67.25

c) Identified employees who were granted option/SAR, 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

Details related to ESOP 2019	None
Details related to SAR 2019	

(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;	Weighted average assumptions 1. Share price- Rs.134.45 2. Exercise price- Rs.67.25 3. Expected volatility- 39.42% 4. Expected Dividend-1.49% 5. Risk free interest rate-6.10% 6. Expected option life-4.02
(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	Since each vest has been considered as a separate grant, the volatility for periods corresponding to the expected lives of different vests, prior to the grant date. Volatility has been calculated based on the daily closing market price of the Company's stock price on NSE over these years,

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(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 grants or vests. There are no other specific features of the option except option grant price and Vesting period that were incorporated in to the measurement of fair value.
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Details related to Trust

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the TDPSL Equity Based Compensation Plan 2019 scheme under the regulations are as follows

(i) General information

S.No.	Particulars	Details
1	Name of the Trust	TDPSL EMPLOYEE WELFARE TRUST
2	Details of the Trustee(s)	1. Ms. Prabhamani S 2. Mr. R Vasudeva Murthy
3	Amount of loan disbursed by company / any company in the group, during the year	Rs.8,30,82,000/-
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs.8,30,82,000/-
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	Not applicable
6	Any other contribution made to the Trust during the year	Not applicable

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

Sl. No.	Particulars	Details
1	Number of shares held at the beginning of the year;	Nil
2	Number of shares acquired during the year through (i) primary issuance (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;	Please refer table below.
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.	5,63,84 4 Equity Shares

Number of shares acquired during the year 2019-20

primary issuance	secondary acquisition (in numbers)	percentage of paid up equity capital as at the end of the previous financial year i.e. 31.03.2019	weighted average cost of acquisition per share (Rs.)
Nil	563844	1.82%	147.31/-

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

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 i.e. 2018-19
Held at the beginning of the year	Nil
Acquired during the year	1.81%
Sold during the year	Nil
Transferred to the employees during the year	Nil
Held at the end of the year	1.81%