



ESOP DISCLOSURE

DISCLOSURE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("SEBI ESOP REGULATIONS, 2021") FOR FINANCIAL YEAR 2024-25

A. TRANCHE-I

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
A	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 in that regard from time to time.	Please refer to Note No. 34 of Standalone Financial Statements for FY 2024-25 of the Company.
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations is disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as prescribed from time to time	₹ 13.83/-
C	Details related to Employee Stock Option Scheme (ESOS)	
i.	A description of each ESOS that existed at any time during the year, including general terms and conditions of each ESOS	Details are provided in Table A-1 below
ii.	Method used to account for ESOS – Intrinsic or Fair Value.	Please refer to Note No. 34 of Standalone Financial Statements for FY 2024-25 of the Company.
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 recognised 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
iv.	Option movement during the year (for each ESOS)	Details are provided in Table A-2 below.
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.	Please refer to Note No. 34 of Standalone Financial Statement for FY 2024-25 of the Company.
vi.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Please refer to Note No. 34 of Standalone Financial Statement for FY 2024-25 of the Company.
a)	the weighted-average values of share price on NSE at the time of grant.	₹ 322.43
b)	Exercise price	₹ 325
c)	Expected volatility	44.70%
d)	Expected option life	4 Years
e)	Expected dividends	0.32%
f)	Risk-free interest rate	5.19%
g)	any other inputs to the model	-
h)	Methods used and assumptions made to incorporate effects of expected early exercise	Not applicable
i)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The calculation of expected volatility is based on historical stock prices. Volatility was calculated using standard deviation of daily change in stock price.

ESOP DISCLOSURE (Contd.)

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
	j) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	The expected life of share option is based on historical data. Further the vesting conditions under the Scheme include the Company achieving the target market capitalisation.
	vii. Employee wise details of options granted to-	
	a) Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015;	Details are provided in Table A-3 below
	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	Details are provided in Table A-3 below
	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

Table A1
A DESCRIPTION OF EACH ESOS THAT EXISTED AT ANY TIME DURING THE YEAR, INCLUDING GENERAL TERMS AND CONDITIONS OF EACH ESOS

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
1.	Date of shareholders' approval	The UNOMINDA Employee Stock Options Scheme 2019 was approved by the shareholders on 27 March 2019 and subsequently amended on 29 June 2022.
2.	Total number of options approved under ESOS	78,66,500 options
3.	Vesting requirements	Achieving target of market capitalisation of the Company on or before May 31 2022.
4.	Exercise price or pricing formula	325/-
5.	Maximum term of option granted	7 (seven) years from Grant Date
6.	Source of shares (primary, secondary or combination)	Primary market
7.	Variation in terms of options	Modification in the vesting conditions for achieving the market capitalisation.

Table A2
OPTION MOVEMENT DURING THE YEAR

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
1	Number of Options outstanding at the beginning of the year	34,635
2	Number of Options granted during the year	NIL
3	Number of Options forfeited/lapsed during the year	NIL
4	Number of Options vested during the year	NIL
5	Number of Options exercised during the year	34,635
6	Number of shares arising as a result of exercise of option	69,270 (including giving benefit of issue of Bonus shares in the ratio of 1:1)
7	Money realised by exercise of options, if scheme is implemented directly by the Company	₹ 112.56 Lacs



ESOP DISCLOSURE (Contd.)

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
8	Loan repaid by the Trust during the year from exercise price received	Not Applicable
9	Number of options outstanding at the end of the year	Nil
10	Number of options exercisable at the end of the year	Nil

Table A3

A. EMPLOYEE WISE DETAILS OF OPTIONS GRANTED TO SENIOR MANAGERIAL PERSONNEL OF THE COMPANY AND ITS SUBSIDIARIES

I. Options granted under Tranche I to Senior Managerial Personnel during the year i.e. FY 2024-25.

There was no fresh grant of stock options to any of the employees, including the Senior Managerial Personnel during the year ended 31 March 2025 for ESOP Tranche-I.

II. Options granted under Tranche I to Senior Management Personnel previously are as under:

S. No.	Name of Employee	Designation	Number of options granted	Exercise Price (in ₹)	No. of Options Exercised on or before 31 March 2025	Outstanding Options as on 31 March 2025
1.	Ravi Mehra	Managing Director	35,250	325	35,250	NIL
2.	Sunil Bohra	Group – CFO	35,250	325	35,250	NIL
3.	Kundan Jha	CEO- LPS Domain	35,250	325	35,250	NIL
4.	Naveesh Garg	CEO- ECS Domain	35,250	325	35,250	NIL
5.	Rajiv Kapoor ^	Group CHRO	35,250	325	35,250	NIL
6.	Amit Jain	Chief Technical Officer	35,250	325	35,250	NIL
7.	Rajeev Gandotra*	CEO- LAS-2 Domain	35,250	325	35,250	NIL
8.	Rakesh Kher	CEO- After Market	23,400	325	23,400	NIL
9.	Anadi N Sinha	President- Group Corporate Affairs	23,400	325	23,400	NIL
10.	Parna Ghosh	Chief Information Officer	14,725	325	14,725	NIL

^ Mr. Rajiv Kapoor has ceased to be Senior Management Personnel and from employment of the Company w.e.f. 16 August 2023.

* Mr. Rajeev Gandotra has ceased to be Senior Management Personnel and ceased from the employment of the Company w.e.f. 01 March 2025.

III. Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year:

Name of Employee	Designation	Number of options granted
NIL	NA	NA

IV. 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:

Name of Employee	Designation	Number of options granted
NIL	NA	NA

Notes:

- Pursuant to approval of the shareholders on 27 March 2019, the Company adopted UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS 2019 and the scheme was subsequently amended with the approval of the shareholders on June 29 2022.
- The maximum number of options to be granted under the ESOS 2019 shall not exceed 78,66,500 options, convertible into equity shares of the Company, which is approximately 3% of the paid-up share capital of the Company as on the date of approval of the scheme i.e. 25 March 2019.

ESOP DISCLOSURE (Contd.)

- iii) Nomination and Remuneration Committee on 16 May 2019, 28 January 2021 and 13 June 2021 has granted 12,62,924 options to 98 eligible employees of the Company out of which 2,11,378 options have been lapsed as on 31 March 2025 as the employees have left the organisation.
- iv) The vesting conditions based on market capitalisation of the Company has been met on 09 November 2021 where market capitalisation of the Company crossed 24,000 Crores on closing price basis. As the market capitalisation condition has been met, the options granted on 16 May 2019 and 28 January 2021 were vested on 31 May 2022 and the options granted on 13 June 2021 were vested on 13 June 2022.

**ESOP DISCLOSURE (Contd.)****DISCLOSURE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("SEBI ESOP REGULATIONS, 2021") FOR FINANCIAL YEAR 2024-25****B. TRANCHE-II**

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
A	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 in that regard from time to time.	Please refer to Note No. 34 of Standalone Financial Statement for FY 2024-25 of the Company.
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations is disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as prescribed from time to time	₹ 13.83/-
C	Details related to Employee Stock Option Scheme (ESOS)	
i.	A description of each ESOS that existed at any time during the year, including general terms and conditions of each ESOS	Details are provided in Table B-1 below
ii.	Method used to account for ESOS – Intrinsic or Fair Value.	Please refer to Note No. 34 of Standalone Financial Statement for FY 2024-25 of the Company.
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 recognised 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
iv.	Option movement during the year (for each ESOS)	Details are provided in Table B-2 below.
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.	Please refer to Note No. 34 of Standalone Financial Statement for FY 2024-25 of the Company.
vi.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Please refer to Note No. 34 of Standalone Financial Statement for FY 2024-25 of the Company.
a)	the weighted-average values of share price on NSE at the time of grant.	Grant 1: ₹ 540.83 Grant 2: ₹ 578.37 Grant 3: ₹ 591.31 Grant 4: ₹ 814.97
b)	Exercise price	Grant 1: ₹ 470 Grant 2: ₹ 525 Grant 3: ₹ 525 Grant 4: ₹ 680
c)	Expected volatility	Grant 1: 45.2% Grant 2: 35% Grant 3: 35% Grant 4: 27.58% to 57.77%
d)	Expected option life	3.31 Years
e)	Expected dividends	Grant 1: 0.36% Grant 2: 0.31% Grant 3: 0.31% Grant 4: 0.29%

ESOP DISCLOSURE (Contd.)

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
	f) Risk-free interest rate	Grant 1: 6.94% Grant 2: 6.62% to 6.95% Grant 3: 6.79% to 7.11% Grant 4: 6.81% to 6.89%
	g) any other inputs to the model	Not applicable
	h) Methods used and assumptions made to incorporate effects of expected early exercise	Not applicable
	i) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The calculation of expected volatility is based on historical stock prices. Volatility was calculated using standard deviation of daily change in stock price.
	j) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	The expected life of share option is based on historical data. Further the vesting conditions under the Scheme include the Company achieving the target market capitalisation.
	vii. Employee wise details of options granted to-	
	a) Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015;	Details are provided in Table B-3 below
	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	Details are provided in Table B-3 below
	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

Table B1
DESCRIPTION OF EACH ESOS THAT EXISTED AT ANY TIME DURING THE YEAR, INCLUDING GENERAL TERMS AND CONDITIONS OF EACH ESOS

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
1.	Date of Shareholder's approval	The UNOMINDA Employee Stock Options Scheme 2019 was approved by the shareholders on 27 March 2019 and subsequently amended on 29 June 2022.
2.	Total number of options approved under ESOS	78,66,500 options
3.	Vesting requirements	Achieved target of market capitalisation of the Company on or before 30 May 2025
4.	Exercise price or pricing formula	Grant 1 : ₹ 470/- for ESOPs granted on 08 August 2022. Grant 2 : ₹ 525/- for ESOPs granted on 09 August 2023. Grant 3 : ₹ 525/- for ESOPs granted on 07 November 2023 Grant 4 : ₹ 680/- for ESOPs granted on 23 May 2024
5.	Maximum term of option granted	7 (seven) years from Grant Date



ESOP DISCLOSURE (Contd.)

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
6.	Source of shares (primary, secondary or combination)	Primary market
7.	Variation in terms of options	Modification in the vesting conditions for achieving the market capitalisation.

Table B2

OPTION MOVEMENT DURING THE YEAR

S. No.	Particulars	UNOMINDA Employee Stock Options Scheme 2019
1	Number of Options outstanding at the beginning of the year	31,05,254
2	Number of Options granted during the year	2,04,300
3	Number of Options forfeited/lapsed during the year	2,62,167
4	Number of Options vested during the year	Nil
5	Number of Options exercised during the year	Nil
6	Number of shares arising as a result of exercise of option	Nil
7	Money realised by exercise of options (₹), if scheme is implemented directly by the Company	Nil
8	Loan repaid by the Trust during the year from exercise price received	Not Applicable
9	Number of options outstanding at the end of the year	30,47,387
10	Number of options exercisable at the end of the year	Nil

Table B3

A. EMPLOYEE WISE DETAILS OF OPTIONS GRANTED TO SENIOR MANAGERIAL PERSONNEL OF THE COMPANY AND ITS SUBSIDIARIES UNDER TRANCHE II

I. Options granted under Tranche II to Senior Managerial Personnel during the year i.e. FY 2024-25.

There was no fresh grant of stock options to any Senior Managerial Personnel during the year ended 31 March 2025 for ESOP Tranche-II.

II. Options granted under Tranche II to Senior Managerial Personnel previously are as under:

S. No.	Name of Employee	Designation	Number of options granted	Exercise Price (in ₹)	Date of Option Granted	Outstanding Options as on 31 March 2025
1.	Ravi Mehra	Managing Director	1,22,280	470	08-08-2022	1,22,280
2.	Sunil Bohra	Group – CFO	1,22,280	470	08-08-2022	1,22,280
3.	Kundan Jha	CEO- LPS Domain	1,12,090	470	08-08-2022	1,12,090
4.	Naveesh Garg	CEO- ECS Domain	1,22,280	470	08-08-2022	1,22,280
5.	Rajiv Kapoor ^	Group CHRO	1,12,090	470	08-08-2022	NIL
6.	Amit Jain	Chief Technical Officer	1,12,090	470	08-08-2022	1,12,090
7.	Rajeev Gandotra*	CEO- LAS Domain	1,22,280	470	08-08-2022	1,22,280
8.	Rakesh Kher	CEO- After Market	1,22,280	470	08-08-2022	1,22,280
9.	Anadi N Sinha	President- Group Corporate Affairs	47,200	470	08-08-2022	47,200
10.	Parna Ghosh	Chief Information Officer	27,100	470	08-08-2022	27,100
11.	Tarun Kumar Srivastava	Company Secretary & Compliance Officer	9,600	525	09-08-2023	9,600

^ Mr. Rajiv Kapoor has ceased to be Senior Management Personnel and from employment of the Company w.e.f. 16 August 2023.

* Mr. Rajeev Gandotra has ceased to be Senior Management Personnel and ceased from the employment of the Company w.e.f. 01 March 2025.

ESOP DISCLOSURE (Contd.)

III. Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year:

S. No.	Name of Employee	Designation	Number of options granted
1.	Lalit Sardana	Dy. Managing Director-TG Minda	20,500
2.	Rajesh Goel	Group Material Head	20,500
3.	Pran Ranjan	Head Group Talent HR	20,000

IV. 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:

Name of Employee	Designation	Number of options granted
NIL	NA	NA

Notes:

- Pursuant to approval of the Members on 27 March 2019, the Company adopted UNOMINDA Employee Stock Option Scheme 2019 or UNOMINDA ESOS 2019 and the scheme was subsequently amended by the members on 29 June 2022.
- The maximum number of options to be granted under the ESOS 2019 shall not exceed 78,66,500 options, convertible into equity shares of the Company, which is approximately 3% of the paid-up share capital of the Company as on the date of approval of the scheme i.e. 25 March 2019.
- Details of options granted under Tranche II:

Financial Year	No. of Employee to whom options granted	No. of options Granted	No. of options lapsed	No. of options at the end of FY
2022-23	108	30,44,832	87,717	29,57,115
2023-24	29	4,34,000	2,85,861	31,05,254
2024-25	28	2,04,300	2,62,167	30,47,387

- The Options granted under Tranche II of ESOS 2019 shall vest based on the achievement of defined performance parameters as determined by the NRC.

Further, the Board of Directors at its meeting held on 30 March 2025 approved Uno Minda Employee Stock Option Scheme 2025 ("Stock Option Scheme 2025" or "ESOS 2025") which enables the Company to grant Options to Eligible Employees of the Company and its Group Company(ies) including subsidiary company(ies), joint venture(s) and associate Company(ies). The Nomination and Remuneration Committee of the Board ("NRC") is empowered to administer this scheme including to determine the eligible employees, vesting condition, vesting period and exercise price of the options.

The said Scheme has been approved by the Shareholders of the Company through Postal Ballot on 09 May 2025.

The maximum number of Options that could be granted under ESOS 2025, which will be convertible into Equity Shares and wherein each Option is equivalent to one Equity Share, shall not cumulatively exceed 2,87,08,192 (Two Crores Eighty-Seven Lakhs Eight Thousand One Hundred & Ninety Two) number of equity shares, equivalent to the 5% (Five Percent) of paid-up equity share capital of the Company as on 30 March 2025.

The Scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, (the 'SEBI ESOP Regulations 2021'). The details of Scheme 2019 pursuant to SEBI ESOP Regulations, 2021 is uploaded on the website of the Company at www.unominda.com along with disclosures with respect to the Scheme of the Company, which is also uploaded at www.unominda.com