

**DISCLOSURE PURSUANT TO REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 (as on March 31, 2022)**

- 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 the Note no. 40 of Standalone Financial Statement of the Company for the financial year ended March 31, 2022.

- B. Diluted EPS on issue of shares: ₹ 0.18**

- C. Details related to Employee Stock Option:**

**(i) Description of Scheme:**

**RateGain Employee Stock Option Scheme – 2015 ('ESOP Scheme 2015'):**

ESOP Scheme 2015 was approved by the Board and Members of the Company by means of passing requisite resolutions in their respective meetings held on June 15, 2015 and further amended, including by shareholders' resolution dated April 30, 2018, October 01, 2019, June 15, 2020, August 06, 2021 and on August 16, 2021 to align it with the requirements of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ('SEBI (SBEB & SE) Regulations').

**RateGain Employee Stock Option Scheme – 2018 ('ESOP Scheme 2018'):**

ESOP Scheme 2018 was approved by the Board and Members of the Company by means of passing requisite resolutions in their respective meetings held on June 01, 2018 and further amended, including by shareholders' resolution dated October 01, 2019, August 06, 2021 and on August 16, 2021 to align it with the requirements of SEBI (SBEB & SE) Regulations.

The Company has sub-divided its Equity Shares from ₹ 10/- to ₹ 1/- and made a bonus issue of shares in the ratio of 11:1 during the 2021-22. Fair and reasonable adjustment was made in respect of the stock options to give effect to the sub-division and bonus issue of shares. No other material change has been carried out during the financial year under review.

During FY 2021-22, the Company has granted 3,61,320 and 1,30,320 ESOPs under the ESOP Scheme, 2015 and ESOP Scheme, 2018, respectively.

Nomination and Remuneration Committee is authorised to administer the ESOP Scheme, 2015 and ESOP Scheme, 2018 and is also entitled to determine the terms of the stock options at the time of their grant.

Further, the details are as follows:

S.No.	Particulars	ESOP Scheme 2015	ESOP Scheme 2018
1.	Date of Shareholders approval	June 15, 2015	June 01, 2018
2.	Total no. of options approved	Please refer Note no. 40 of Standalone Financial Statements of the Company for the financial year ended March 31, 2022.	
3.	Vesting requirement	Vesting period shall commence after 1 (One) year from the date of grant of Options and it may extend up to 4 (four) years from the date of grant.	
4.	Exercise price or pricing formula (in ₹)	Please refer Note no. 40 of Standalone Financial Statements of the Company for the financial year ended March 31, 2022.	
5.	Maximum Term of option granted	Maximum term of options may extend up to 4 (four) years from the date of grant.	
6.	Source of shares (Primary, Secondary and combination)	Primary	
7.	Variation in terms of options	During FY 2021-22, there was no variation in terms of Options except as mentioned above on account of sub-division and Bonus issue.	

**(ii) Method used to account for Scheme:**

The fair value of option is measured by using Black Scholes Valuation Model. For further details, please refer Note no. 40 of Standalone Financial Statements of the Company for the financial year ended March 31, 2022.

**(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

**(iv) Option movement during the year:**

S. No.	Particulars	ESOP Scheme 2015	ESOP Scheme 2018
1.	Number of options outstanding at the beginning of the period	2,260,440	3,108,600
2.	Number of options granted during the year	361,320	130,320
3.	Number of options forfeited/lapsed during the year	168,240	1,199,760
4.	Number of options vested during the year	2,262,567	815,480
5.	Number of options exercised during the year	1,775,520	290,520
6.	Number of shares arising as a result of exercise of options	1,775,520	290,520

7.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	20,650,528	7,152,820
8.	Loan repaid by the Trust during the year from exercise price received	N.A.	N.A.
9.	Number of options outstanding at the end of the year	678,000	1,748,640
10.	Number of options exercisable at the end of the year	444,840	1,724,640

**(v) Weighted-average exercise prices and weighted-average fair values of options:**

Please refer the Note no. 40 of Standalone Financial Statement of the Company for the financial year ended March 31, 2022.

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

During FY 2021-22, the details of ESOPs were granted to the Senior Management of the Company under ESOP Scheme 2015:

S.No.	Name of the Employee	Designation	ESOP Scheme 2015	
			No. of ESOPs granted during the year	Exercise Price
1.	Mr. Sahil Sharma	Senior Vice President - Human Capital	36,000	145.33
2.	Mr. Mark Haywood	Senior VP & General Manager, Sales	36,000	145.33
3.	Mr. Abhineet Sonkar	Senior VP - Product Management, Customer Success	24,000	145.33
4.	Mr. Deepak Kapoor*	Executive VP -	39,960	6.94
		Engineering, Technology	24,000	145.33

\*Employee who has been granted more than five percent or more of options granted during the year.

Further, out of the identified employees who were granted ESOPs during the year, no one has received options equal to exceeding 1% of the issued capital at the time of grant.

**(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

S. No.	Particulars	ESOP Scheme 2015	ESOP Scheme 2018
1.	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.	Please refer the Note no. 40 of Standalone Financial Statement of the Company for the financial year ended March 31, 2022.	

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

**D. Details related to ESPS:** The Company does not have any Employee Stock Purchase Scheme (ESPS).

**E. Details related to SAR:**

**(i) Description of SAR Scheme:**

**RateGain Stock Appreciation Rights Scheme – 2022 ('SAR Scheme 2022'):**

**SAR Scheme 2022** was approved by the Board on February 11, 2022, and by the Shareholders of the Company on March 19, 2022, through Postal Ballot, in compliance with relevant provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**"). No SARs have been granted during the FY 2021-22, under the approved SAR Scheme 2022.

The details are as follows:

S.No.	Particular	SAR Scheme 2022
1.	Date of Shareholder's Approval	March 19, 2022
2.	Total No. of shares approved under the SAR scheme	27,50,000
3.	Vesting requirement	Vesting period shall commence from the date of grant subject to a minimum of 1 (One) year from the grant date and a maximum of 4 (Four) years or such other period from the grant date.
4.	SAR price or pricing formula	SAR Price shall be calculated on the basis of the Market Price, as per the discretion of the Committee, with or without providing suitable discount / charging premium, if deems fit.
5.	Maximum Term of SAR granted	Maximum term of options may extend up to 4 (four) years from the date of grant.
6.	Method of settlement (whether in cash or equity)	Equity

7.	Choice of settlement ( <i>with the company or the employee or combination</i> )	Company
8.	Source of shares ( <i>primary, secondary or combination</i> )	Primary
9.	Variation in terms of scheme	During FY 2021-22, there was no variation in terms of SAR's.

**(ii) Method used to account for SAR:**

Not Applicable as there were no SARs granted during the FY 2021-22, under the approved SAR Scheme.

**(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

**(iv) SAR movement during the year:** Not Applicable

**(v) Employee-wise details (name of employee, designation, number of SAR granted during the year, exercise price) of SAR granted to:**

During FY 2021-22, no SARs were granted to the Senior Management or any other employee of the Company.

**F. Details related to GEBS/RBS:** The Company does not have any General employee benefits schemes (GEBS) and Retirement benefit schemes (RBS).

**G. Details related to Trust:** Not applicable, as the scheme is implemented directly by the Company.