DiGiSPICE

DiGiSPICE Technologies Limited

Disclosures relating to DTL Employees Stock Option Plan-2018 ('ESOP Plan') (FY 2024-25)

The Board of Directors of DiGiSPICE Technologies Limited (the 'Company') had formulated an ESOP Plan to provide incentive benefits to the employees of the Company, its holding company and subsidiary companies. The said plan has been approved by the shareholders of the Company.

S. No.	Particulars	Details
A.	Relevant 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.	Disclosed in note no. 35 of the Standalone Financial Statements of the Company for the year ended March 31, 2025 forming part of Annual Report, as available on website of the Company.
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 Central Government or any other relevant accounting standards as issued from time to time.	Disclosed in note no. 28 of the Standalone Financial Statements of the Company for the year ended March 31, 2025 forming part of Annual Report, as available on website of the Company.
C.	**Details related to ESOS**	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –	
(a)	Date of shareholders' approval	- 11th February, 2018; and - 28th September, 2024 (Amendment to the Scheme)
(b)	Total number of options approved under ESOS	2,53,18,220
(c)	Vesting requirements	The Options granted under this Plan would vest based upon the performance criteria or any other criteria as may be decided by the Nomination and Remuneration Committee ('the Committee') and specified in the Grant Letter. The vesting period shall commence any time after the expiry of 1 (one) year from the Grant date of such options. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of

		Options Vesting period may extend upto 5 years from the Grant Date in the manner and as per the vesting schedule prescribed by the Committee.
(d)	Exercise price or pricing formula	- Rs. 13.25 per option (for ESOPs granted on 18th September, 2018 and 5th February, 2019) and - Rs. 29 per option (for options granted on 1st August, 2022) - Rs. 37.28 per option (for ESOPs granted on 8th August, 2024)[1]
(e)	Maximum term of options granted	The Employee Stock Options granted may be exercised by the Option Grantee anytime after respective Vesting Date till date of cessation of employment of the relevant Grantee, in such tranches and proportion as may be decided by the Committee at the time of grant. In case of cessation of employment, term of options shall be governed by the clause 14 of the DTL Employees Stock Option Plan-2018, which is available on the web-site of the Company.
(f)	Source of shares (primary, secondary or combination)	Primary
(g)	Variation in terms of options	During the year, the Shareholders approved certain variation in terms of the Scheme by way of special resolution passed in the 36th AGM, details whereof are available in Explanatory statement of notice calling the said meeting, available on the web-site.
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Fair Value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options,	Not Applicable

[1] Lapsed during the financial year ended 31st March, 2025.

	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.	

(iv)	**Option Movement during the year (for each ESOS)**	
	Particulars	**Details**
	Number of options outstanding at the beginning of the period	52,78,700
	Number of options granted during the year	5,00,000
	Number of options forfeited / lapsed during the year	6,80,000
	Number of options vested during the year	1,09,500*
	Number of options exercised during the year	14,00,000
	Number of shares arising as a result of exercise of options	14,00,000
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,85,50,000
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	36,98,700
	Number of options exercisable at the end of the year	35,89,200

***ESOPs which vested during the year but excluding the vested options which got lapsed during the year.**

(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	Disclosed in note no. 35 of the Standalone Financial Statements of the Company for the year ended March 31, 2025 forming part of Annual Report, as available on website of the Company.

(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –	
(a)	senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	5 lakh option granted to Mr. Vineet Mahajan, SMP.[2]

[2] Lapsed during the financial year ended 31st March, 2025.

(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	Not Applicable
(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.	Not Applicable

(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Disclosed in note no. 35 of the Standalone Financial Statements of the Company for the year ended March 31, 2025 forming part of Annual Report, as available on website of the Company.
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;	
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	
(d)	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	

Disclosures in respect of grants made in three years prior to IPO under each ESOS

Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made: Not Applicable