DiGiSPICE Technologies Limited

Disclosures relating to DTL Employees Stock Option Plan-2018 ('ESOP Plan') (FY 2025-26)

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.	**Attached as Annexure-I**
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.	**Attached as Annexure-II**

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 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)

(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, there has been no variation in terms of ESOPs

(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, 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 (for each ESOS)**	
	Particulars	**Details**
	Number of options outstanding at the beginning of the period	36,98,700
	Number of options granted during the year	0
	Number of options forfeited / lapsed during the year	20,000
	Number of options vested during the year	0
	Number of options exercised during the year	8,48,000
	Number of shares arising as a result of exercise of options	8,48,000
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,12,36,000
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	28,30,700
	Number of options exercisable at the end of the year	28,30,700

(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	**Refer the Annexure-I**

(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	**Not Applicable**
(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:	**Not Applicable**
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**

Annexure-I

The Company has granted stock options under the DTL - Employee Stock Option Plan 2018 (ESOP) to the eligible employees of the Company. Under ESOP, the Company has granted 2,13,81,000 options on September 18, 2018, 34,39,000 options on February 05, 2019, 25,25,000 options on August 01, 2022 and 5,00,000 options on August 08, 2024. Vesting period shall be as determined by the Committee at the time of grant but shall not be less than 1 year and it may extend upto 5 years from the Grant Date in the manner and as per the vesting schedule prescribed by the Committee. The Employee Stock Options granted may be exercised by the Option Grantee anytime after respective Vesting Date till Termination of employment, and such further period, and in such tranches and proportion as provided under the ESOP Scheme or as may be decided by the Committee. Each option when exercised would be converted into one fully paid-up equity share of Rs.3 each of the Company. The options granted under ESOP carry no rights to dividends and voting rights till the date of exercise.

The fair value of the options are estimated at the grant dates using Black and Scholes Model, taking into account the terms and conditions upon which the options were granted.

Certain unvested options were cancelled on non-fulfilment of certain vesting conditions under ESOP. As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	FY 2025-26		FY 2024-25	
	No of Options	**Weighted Average exercise price (₹)**	**No of Options**	**Weighted Average exercise price (₹)**
ESOP Plan Grant Date (September 18, 2018 & February 5, 2019)				
Options outstanding at the beginning of the year	**33,33,700**	**13.25**	**47,33,700**	**13.25**
Options exercised during the year	(8,48,000)	-	(14,00,000)	-
Options cancelled during the year	-	-	-	-
Options outstanding at the end of the year	**24,85,700**	**13.25**	**33,33,700**	**13.25**
Options exercisable at the end of the year	**24,85,700**	**13.25**	**33,33,700**	**13.25**
ESOP Plan Grant Date (August 1, 2022)				
Options outstanding at the beginning of the year	**3,65,000**	**29.00**	**5,45,000**	**29.00**
Options granted under ESOP scheme	**-**	**-**	-	-
Options cancelled during the year	(20,000)	29.00	(1,80,000)	29.00
Options outstanding at the end of the year	**3,45,000**	**29.00**	**3,65,000**	**29.00**
Options exercisable at the end of the year	**3,45,000**	**29.00**	**2,55,500**	**29.00**
ESOP Plan Grant Date (August 8, 2024)				
Options outstanding at the beginning of the year			**-**	**-**
Options granted under ESOP scheme	-	-	5,00,000	37.28
Options cancelled during the year	-	-	(5,00,000)	37.28
Options expired during the year	-	-	-	-

Options outstanding at the end of the year	-	-	-	-
Options exercisable at the end of the year	-	-	-	-
Range of exercise price of outstanding options (₹)	13.25 - 29.00		13.25 - 29.00	

The above options include following options held by Employees of holding and subsidiary companies:

Particulars	FY 2025-26		FY 2024-25	
	Employees of Holding company	**Employees of Subsidiary companies**	**Employees of Holding company**	**Employees of Subsidiary companies**
Options outstanding at the beginning of the year	24,05,700	1,60,000	35,05,700	10,000
Options exercised during the year	(8,25,000)	-	(8,00,000)	-
Options transferred during the year	-	-	(3,00,000)	1,50,000
Options cancelled during the year	-	(20,000)	-	-
Options outstanding at the end of the year	**15,80,700**	**1,40,000**	**24,05,700**	**1,60,000**

The fair value of each option is estimated on the date of grant based on the following assumptions:

Particulars	**As at March 31, 2026**			
Grant Date	**September 18, 2018**	**February 5, 2019**	**August 1, 2022**	**August 8, 2024**
No of options outstanding at the end of the year	24,75,700 (March 31, 2025: 33,23,700)	10,000 (March 31, 2025: 10,000)	345,000 (March 31, 2025: 365,000)	Nil (March 31, 2025: Nil)
Dividend yield (%)	-	-	-	-
Expected life	2.50,3.50 and 4.50 yrs.	2.50,3.50 and 4.50 yrs.	3.50,4.50 and 5.50 yrs.	2.50,3.50 and 4.50 yrs.
Risk free interest rate (%)	8.06% (2.50 yrs.) 8.11% (3.50 yrs.) 8.23% (4.50 yrs.)	7.02% (2.50 yrs.) 7.27% (3.50 yrs.) 7.42% (4.50 yrs.)	6.83% (3.50 yrs.) 6.98% (4.50 yrs.) 7.09% (5.50 yrs.)	6.69% (2.50 yrs.) 6.71% (3.50 yrs.) 6.73% (4.50 yrs.)
Expected Volatility (%)	62.56%	69.49%	63.43% (40% vesing) 65.32% (30% vesting) 66.10% (30% vesting)	58.18%
Market price on date of grant/re-pricing (₹)	13.25	9.70	29.00	37.28
Weighted average fair value of option at grant date	6.73	4.43	16.67	17.59

Annexure-II

Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders (after adjusting impact on profit of dilutive potential equity shares) by the aggregate of weighted average number of equity shares outstanding during the year and the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following table reflects the profit and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2026	**For the year ended March 31, 2025**
Profit/(loss) attributable to:		
Continuing operations	(231.46)	(818.38)
Discontinued operations	(161.44)	(4,543.70)
Profit attributable for basic earnings	**(392.90)**	**(5,362.08)**
Impact of Dilution	**-**	**-**
Profit adjusted for the effect of dilution	**(392.90)**	**(5,362.08)**
Weighted average number of equity shares in calculating basic and diluted EPS	**23,40,20,621**	**23,29,52,585**
Weight average no. of shares		
Opening shares	23,36,23,106	23,22,23,106
Issued during the year	3,97,515	7,29,479
Total weighted average no. of shares	**23,40,20,621**	**23,29,52,585**
Earnings per share for continuing operations		
Basic	(0.10)	(0.35)
Diluted	(0.10)	(0.35)
Earnings per share for discontinued operations		
Basic	(0.07)	(1.95)
Diluted	(0.07)	(1.95)
Earnings per share for continuing and discontinued operations		
Basic	(0.17)	(2.30)
Diluted	(0.17)	(2.30)