Vinsys IT Services India Limited

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DISCLOSURES AS REQUIRED UNDER REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) (SBEB) REGULATIONS, 2021

Sr. No.	Particulars	Details
1.	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.	The Company has accounted for its employee share-based payments in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. Since there is no specific Accounting Standard under AS for share-based payments, the Company has followed the 'Guidance Note on Accounting for Employee Share-based Payments' issued by the Institute of Chartered Accountants of India (ICAI), as recommended under applicable financial reporting framework. Disclosures as required under the said Guidance Note, including accounting treatment and impact on financial results, have been provided in Note No. 3 and other relevant Notes to Accounts of the Standalone Financial Statements for the year ended 31st March 2025. However, during the year ended on 31st March 2025, no employee stock options were exercised.
2.	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.	The potential equity shares arising from outstanding employee stock options under the Company's share-based payment schemes have been considered in the computation of diluted EPS, wherever applicable. The relevant disclosures are provided in Note No. 2.25 and other relevant Notes to Accounts of the Standalone Financial Statements for the financial year ended 31st March 2025.

Sr. No.	Particulars	Details
3.	**Details relating 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	Presently, the Company has only one Employee Stock Option Scheme, namely Employee Stock Option Scheme-2025, which was approved by shareholders on February 03, 2025, which is administered by the Nomination and Remuneration Committee (NRC). The NRC shall determine the Exercise Price of the Options Granted under Employee Stock Option Scheme-202S, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price of the Shares of the Company as on the Grant Date.
A.	Date of Shareholders approval	February 03, 2025
B.	Total number of options approved under ESOS	5,00,000
C.	Vesting requirements	The minimum period of Vesting shall be 1 (one) year and not later than the maximum vesting period of 5 (five) years from the date of grant of such Options. The Nomination and Remuneration Committee has the power to determine the vesting period which may vary for the eligible employees which will be specified in their Grant Letter, based on the criteria that will be specifically determined by the Committee.
D.	Exercise price or pricing formula	Pursuant to provisions of the SEBI SBEB, 2021 and the ESOS 2025, the ESOPs have been granted at a face value of the Company, i.e., at Rs. 10 per share as approved by the Nomination and Remuneration Committee.
E.	Maximum term of options granted	The vested Options under ESOS 2025 shall be exercised, unless otherwise determined by the Nomination and Remuneration Committee on case-to-case basis, within 3 (Three) years, from the date of closure of vesting period, as may be determined by the Nomination and Remuneration Committee and intimated to the Grantees in writing.
F.	Source of shares (primary, secondary or combination)	Primary

Sr. No.	Particulars	Details
G.	Variation in terms of options	None
ii.	Method used to account for ESOS - Intrinsic or fair value.	ESOPs are granted at Face 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 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):	
	Number of options outstanding at the beginning of the period	*5,00,000
	Number of options granted during the year	3,26,000
	Number of options forfeited / lapsed during the year	-
	Number of options vested during the year	The Company has granted Stock Options during the year whose vesting did not occur till 31 March 2025.
	Number of options exercised during the year	The Company has made a first grant during the year. None of the options were exercised during the year.
	Number of shares arising as a result of exercise of options	Not Applicable
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Not Applicable
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	1,74,000
	Number of options exercisable at the end of 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.	--

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>vi.</td><td colspan="2">Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to</td></tr>
<tr><td></td><td>Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</td><td><table>
<tr><th>Employee name</th><th>Designation</th><th>Exercise price</th><th>No. of ESOPs granted</th></tr>
<tr><td>Mrs. Saneeka Dhamankar</td><td>Chief Financial Officer</td><td>10</td><td>2,000</td></tr>
<tr><td>Mrs. Gayatree Karandikar</td><td>Company Secretary</td><td>10</td><td>2,000</td></tr>
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<tr><td></td><td>any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year</td><td>Not Applicable</td></tr>
<tr><td></td><td>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</td><td>Not Applicable</td></tr>
<tr><td>vii.</td><td colspan="2">A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information</td></tr>
<tr><td></td><td>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</td><td rowspan="4">The Company has granted shares at a face value, i.e., at price of Rs. 10 per share, therefore the requirement to disclose the method and assumptions used for fair value estimation is not applicable.</td></tr>
<tr><td></td><td>the method used and the assumptions made to incorporate the effects of expected early exercise</td></tr>
<tr><td></td><td>how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility</td></tr>
<tr><td></td><td>whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition</td></tr>
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* The members of the Company considered and approved “Employee Stock Option Scheme 2024” in their Annual General Meeting held on September 18, 2024.

The Board of Directors decided to expand the scheme and provide its benefits to the employees of the “Group Companies” [Group Company means Subsidiary / Associate company(ies) in India or outside India, or holding company of the company (present and future, if any)] as well and revise the number of Shares from 3,00,000 to 5,00,000 Shares.

Accordingly, the members of the Company in their meeting held on February 3, 2025, considered and approved Employee Stock Option Scheme 2025 in supersession of the earlier Scheme, viz., Employee Stock Option Scheme 2024.

The Shareholders of the Company have approved to grant a total option of 5,00,000 (Five Lakhs Only) fully paid-up equity shares of Rs. 10 each of the Company (“Equity Share(s)”), under one or more tranches to the employees of the Company.