

**Disclosures under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI ESOP Regulations), for financial year ended March 31, 2022**

Sr.no.	Particulars	Disclosures
	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations	There were no material changes in the scheme and scheme is in compliance with the regulations.
A	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 "Note 49: Share based payments" to the standalone audited financial statements of the Company for the financial year ended March 31, 2022.
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 -Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Please refer "Note 49: Share based payments" to the standalone audited financial statements of the Company for the financial year ended March 31, 2022.
C	Details related to ESOS	'Foods and Inns Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan")
(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	September 29, 2021
	(b) Total number of options approved under ESOS	25,16,913 Options
	(c) Vesting requirements	Option granted under the Plan shall vest not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of Grant.
	(d) Exercise price or pricing formula	Rs. 54/-
	(e) Maximum term of options granted	4 Years
	(f) Source of shares (primary, secondary or combination)	Primary
	(g) Variation in terms of options	NA
(ii)	Method used to account for ESOS - Intrinsic or fair value.	The Black-Scholes valuation model has been used for computing the weighted average 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.	NA
(iv)	Option movement during the year (For each ESOS)	
	Number of options outstanding at the beginning of the period	NA
	Number of options granted during the year	14,66,760
	Number of options forfeited / lapsed during the year	NA
	Number of options vested during the year	NA
	Number of options exercised during the year	NA
	Number of shares arising as a result of exercise of options	NA
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	NA
	Loan repaid by the Trust during the year from exercise price received	NA
	Number of options outstanding at the end of the year	10,50,153

	Number of options exercisable at the end of the year	NA					
(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.	Particulars	Weighted-average exercise prices of options		weighted-average fair values of options		
		Exercise price is equal to the market price of the stock.	NIL		NIL		
		Exercise price exceeds the market price of the stock.	NIL		NIL		
		Exercise price is less than the market price of the stock.	54		52.26		
(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;	Sr. No.	Employee Name	Designation	ESOP Plan	Grant Date	Options Granted
1.		Anand Krishnan	CFO	2021	February 3, 2021	5,000	
2.		Randeep Kaur	CS	2021	February 3, 2021	1,290	
	(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	NA					
	(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.	NA					
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:						
	(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;	Please refer "Note 49: Share based payments" to the standalone audited financial statements of the Company for the financial year ended March 31, 2022.					
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	NA					
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	<p>Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes option pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time.</p> <p>The period to be considered for volatility has to be adequate to represent a consistent trend in the price movements. It is also important that movements due to abnormal events get evened out.</p> <p>There is no research that demonstrates conclusively how long the historical period used to estimate expected long-term future volatility should be. However, Guidance note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India recommends including the historical volatility of the stock over the most recent period that is generally commensurate with the expected life of the option being valued.</p> <p>Accordingly, since each vest has been considered as a separate grant, we have considered the volatility for periods, corresponding to the expected lives of different vests, prior to the grant date. Volatility has been calculated based on the daily closing market price of the Company's stock price on BSE over these years.</p> <p>The fair value of an option is very sensitive to this variable. Higher the volatility, higher is the fair value. The rationale being, the more volatile a stock is, the more is its potential to go up (or come down), and the more is the probability to gain from the movement in the price. Accordingly, an option to buy a highly volatile stock is more</p>					

		valuable than the one to buy a less volatile stock, for the probability of gaining is lesser in the latter case.
	(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	The expected life of share option is based on historical data. Vesting and exercise period has been considered while calculating the life of the Option Future market conditions are not used for measurement of fair value.