

Disclosure pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as of March 31, 2024

As on financial year ended on March 31, 2024, the Company has two Employee's Stock Option Plans namely: Uniparts Employee Stock Option Plan 2007 ("ESOP 2007") and Uniparts Employee Stock Option Plan 2023 ("ESOP 2023"). All the relevant details of these schemes are provided below and are also available on website of the Company.

1. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Please refer Note No 35 of Notes to the Standalone Financial Statements forming part of the Annual Report.

2. Diluted EPS on issue of shares pursuant to the scheme covered under the Regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS)-33 Earnings Per Share' issued by the Central Government or any other relevant accounting standards as issued from time to time:

Fully diluted Earnings Per Share (EPS) pursuant to issue of Equity Shares on exercise of options calculated in accordance with Ind AS-33 'Earnings Per Share'	EPS has been disclosed in Note No. 30 of the Standalone Financial Statements
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Details related to ESOP 2007 and ESOP 2023

S.No.	Particulars	ESOP 2007	ESOP 2023
(i)	(a) Date of Shareholders Approval	The Shareholders approved ESOP 2007 on February 02, 2007 which was last amended by the Shareholders of the Company on January 09, 2024.	The Shareholders approved ESOP 2023 on January 09, 2024.
	(b) Total No. of options approved	1,039,200	9,02,675
	(c) Vesting requirements	<p>As per the Scheme, the Company has granted 1,14,833 options @ Rs.135/- per option (Grant - 1), 42,764 options @ Rs.135/- per option (Grant - 2), 25,000 options @ Rs.135/- per option (Grant - 3), 86,592 Right Issue @ Rs.45/- per share, 28,912 options @ Rs.105/- per option (Grant - 4), 26,209 options @ Rs.105/- per option (Grant - 5), 28,825 options @ Rs.105/- per option (Grant - 6), 11,255 options @ Rs.105/- per option (Grant - 7), 5,000 options @ Rs.105/- per option (Grant - 8), 21,465 options @ Rs.105/- per option (Grant - 9), 324,637 Bonus Issue @ Rs. Nil per share, 35,102 options @ Rs.52.50 per option (Grant - 10), 52,948 options @ Rs.52.50 per option (Grant - 11), 292,500 options @ Rs.52.50 per option (Grant - 12), 25,000 options @ Rs.52.50 per option (Grant - 13), 102,948 options @ Rs.52.50 per option (Grant - 14), 67,412 options @ Rs.52.50 per option (Grant - 15) and 2,500 options @ Rs.52.50 per option (Grant - 16) in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, to the selected employees of the Company. The method of settlement is by issue of equity shares to the selected employees who have accepted the option.</p> <p>Period within which options will vest to the participants Grant-1 to Grant-10 and Grant-12, Grant-13, Grant- 15 and Grant- 16:</p> <p>2 years from the date of Grant of Options 33% 3 years from the date of Grant of Options 33% 4 years from the date of Grant of Options 34%</p> <p>Grant-11 & Grant-14: 12 months from the date of Grant of Options 100%</p>	Minimum vesting period of 1 year and not later than maximum vesting period of 4 years from the date of grant.

S.No.	Particulars	ESOP 2007	ESOP 2023
(d)	Exercise Price or Pricing formula	Pricing formula: Black Scholes Option Valuation Model has been used for determining the fair value of an option granted under ESOP scheme.	Maximum of 25% (twenty-five percent) discount to Market Price of Share as on the date of grant.
(e)	Maximum term of options granted	For Options granted prior to IPO- - 15 years from the date of grant of options which may be extended with applicable approvals. For Options which will be granted after IPO in terms of shareholders' approval- - 3 years from the date of completion of each Vesting	All the Options granted on any date shall vest not later than the maximum period of 4 years from the date of grant.
(f)	Source of shares (primary, secondary or combination)	Trust Route- The shares equivalent to granted options are allotted to Uniparts ESOP Trust ("Trust") which are transferred to eligible employees as and when the options are exercised by them	Primary Market
(g)	Variation in terms of options	For Options which will be granted after IPO in terms of shareholders' approval, the exercise period will be 3 years from the date of completion of each Vesting.	None
(ii)	Method used to account for ESOP 2007 & ESOP 2023	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. The impact of this difference on profits and on EPS of the Company	Not applicable since the Company has used fair value of options for the purposes of recognizing employees compensation cost.	
(iv)	Option movement during Financial Year 2023-24		Not Applicable since no options have been granted during the financial year 2023-24.
	Number of options outstanding at the beginning of the year	6,90,233	
	Number of options granted during the year	None	
	Number of options forfeited / lapsed during the year	25,176	
	Number of options vested during the year	32,471	
	Number of options exercised during the year	3,33,543	

S.No.	Particulars	ESOP 2007	ESOP 2023
	Number of shares arising as a result of exercise of options	3,33,543	
	Money realized by exercise of options, if scheme is implemented directly by the Company	Rs. 1,75,11,007.50 realized by Trust pursuant to exercise of options by eligible employees. Subsequently, the amount received by the Company.	
	Loan repaid by the Trust during the year from exercise price received	Rs. 3,21,26,715	
	Number of options outstanding at the end of the year	3,31,514	
	Number of options exercisable at the end of the year	3,11,414	
(v)	Weighted-average exercise prices and weighted average fair values of options whose exercise price either equals or exceeds or is less than the market price of the stock	Please refer Note No. 35 of Notes to the Standalone Financial Statements forming part of the Annual Report.	Not Applicable since no options have been granted during the financial year 2023-24.
(vi)	Employee wise details of options granted during the year to:		Not Applicable since no options have been granted during the financial year 2023-24.
(a)	senior managerial personnel	Nil	
(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	Nil	
(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	Nil	

S.No.	Particulars	ESOP 2007	ESOP 2023
(vii)	Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Please refer Note No. 35 of Notes to the Standalone Financial Statements forming part of the Annual Report.	Not Applicable since no options have been granted during the financial year 2023-24.
(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 options granted were incorporated into the measurement of fair value, such as a market condition		