

DISCLOSURES PURSUANT TO REGULATION 14 READ WITH PART F OF SCHEDULE IOF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 FOR F.Y. 2023

Sl. No.	Particulars	Status of compliance
A	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	Yes – refer Note no. 37 forming part of standalone financial statements and Note no. 45 of the consolidated financial statements for the year 2022-2023. Please note that the said disclosures are provided in accordance with Indian Accounting Standards (Ind AS) 102 – Share Based Payment.
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	Yes – refer Note no. 33 forming part of standalone financial statements and Note no. 35 of the consolidated financial statements for the year 2022-2023. Please note that the said disclosures are provided in accordance with Indian Accounting Standards (Ind AS) 33 – Share Based Payment.
C	Details related to BLS International Employee Stock Option Scheme- 2020	
I	A description of each ESOS that existed at any time during the year including general terms and conditions of each ESOS, including –	
	(a) Date of shareholders' approval	June 25, 2020
	(b) Total number of options approved under ESOS	10,00,000 (Ten Lakh) Options
	(c) Vesting requirements	The vesting period shall be decided by the Nomination and Remuneration Committee (the Committee) from time to time in accordance with the 2020 Plan, however, the minimum vesting period shall not be less than 12 months from the date of grant of the stock options and the maximum vesting period shall not be more than 36 months from the date of grant of the stock options. Vesting may happen in one or more tranches; The vesting will be in accordance with the 2020 Plan and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations") as in effect from time to time.
	(d) Exercise price or pricing formula	Rs 121/- and 236.25/-
	(e) Maximum term of options granted	The Exercise Period shall commence from the date of expiry of Vesting Period and will continue up to One (1) year from the date of last vesting thereafter.

	(f) Source of shares (primary, secondary or combination)	Combination of fresh issue of shares (primary market) and purchase of shares of the company (secondary market) through BLS International Employee Welfare Trust.
	(g) Variation in terms of options	No Variation
ii	Method used to account for ESOS – Intrinsic or Fair Value	Fair Value method
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)	Annexure 1.1
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.	Annexure 1.2
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;	Annexure- 1.3
	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	Annexure- 1.4
	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.	NONE
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;	Refer Note no. 37 forming part of standalone financial statements and Note no. 45 of the consolidated financial statements for the year 2022-2023. Please note that the said disclosures are provided in accordance with Indian
	b) the method used and the assumptions made to incorporate	

	<p>the effects of expected early exercise;</p> <p>c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and</p> <p>d) whether and how any other features of the option granted were incorporated into the measurement of fair value, such as a market condition.</p>	<p>Accounting Standards (Ind AS) 102 – Share Based Payment.</p> <p>None</p>
D	Details related to ESPS	Not Applicable
E	Details related to SAR	Not Applicable
F	Details related to GEBS / RBS	Not Applicable
G	Details related to Trust	Annexure- 1.5

Annexure -1.1

Option movement during the year (for each ESOS)

Sr No.	Particulars	ESOS -2020
1	Number of options outstanding at the beginning of the period	6,39,000
2	Number of options granted during the year	1,17,000
3	Number of options forfeited / lapsed during the year	1,29,000
4	Number of options vested during the year	0
5	Number of options exercised during the year	2,42,458
6	Number of shares arising as a result of exercise of options	5,97,916
7	Money realized by exercise of options (INR), if the scheme is implemented directly by the company	2,93,37,418
8	Loan repaid by the Trust during the year from exercise price received (INR)	5,65,52,000
9	Number of options outstanding at the end of the year	3,84,542
10	Number of options exercisable at the end of the year	3,84,542

Annexure -1.2

	Particulars	Grant Date 05 th August, 2022	Grant Date 05 th August, 2022
	Exercise price per option	121.00	236.25
I	Weighted average exercise price of Options granted:		
a)	Exercise price equals market price		
b)	Exercise price is greater than market price		123.03
c)	Exercise price is less than market price	123.03	
II	Weighted average fair value of Options granted:		
a)	Exercise price equals market price		
b)	Exercise price is greater than market price	57.58	35.15
c)	Exercise price is less than market price		

Annexure- 1.3

Option Granted to Senior Managerial Personnel:

Sl. No.	Employee Name	Designation	Grant Date	Options Granted during the year	Exercise price
NIL					

Annexure- 1.4

Employees who receives a grant in any one year of option amounting to 5% or more of option granted during that year

Sl. No	Employee Name	Designation	Grant Date	Options Granted	Exercise price
1	Ekta Bhaskar	Global Head- Corporate Communication	05.08.2022	36,000	Rs. 236.25/- per option
2	Abhinav Goel	Operations Manager	05.08.2022	36,000	Rs. 121/- per option
3	Rajendra Mishra	Global Head- BD	05.08.2022	45,000	Rs. 236.25/- per option

Annexure- 1.5

Details of transactions made by the BLS international Employees Welfare Trust for the purpose of administering the ESOP schemes is as under:-

(i) General Information on all schemes

	Particulars	Details
1	Name of the Trust	BLS international Employees Welfare Trust
2	Details of the Trustee(s)	1. Mr. Mahesh Kumar 2. Mr. Joginder Singh Tomer 3. Ms. Bharti Kumari
3	Amount of loan disbursed by company / any company in the group, during the year	None
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year (INR)	Rs. 71,15,463
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Rs. NIL
6	Any other contribution made to the Trust during the year	NIL

(ii) Brief details of transactions in shares by the Trust

	Particulars	Details
1	Number of shares held at the beginning of the year	42,773
2	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	Primary acquisition: 5,10,000 First Bonus allotment: 27,773 Second Bonus allotment: 2,38,630
3	Number of shares transferred to the employees along with the purpose thereof;	5,97,916
4	Number of shares held at the end of the year	2,21,260

(iii) In case of secondary acquisition of shares by the Trust:-

	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
1	Held at the beginning of the year	42,773
2	Acquired during the year	NIL
3	Sold during the year	NIL
4	Transferred to the employees during the year	42,773
5	Held at the end of the year	NIL