



DISCLOSURE IN RELATION TO INDOCO REMEDIES LIMITED EMPLOYEE STOCK OPTION PLAN – 2022

Indoco Remedies Limited Employee Stock Option Plan – 2022 (Plan):-

On September 22, 2022, pursuant to the approval by the shareholders in the Annual General Meeting, the Board of Indoco Remedies Limited (“the Company”) was authorized to introduce, offer, issue and allot share-based Stock Options (“Options”) and Restricted Stock Units (“RSUs”) to eligible employees of the Company and its subsidiaries under the Plan. The maximum number of shares under the Plan shall not exceed 13,82,256 equity shares.

Disclosure pursuant to section 62 of the Companies Act, 2013 read with Rule 12 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 are as follows:

Sl. No.	Particulars	Details
1	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 SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021.	There is no change in the Indoco Remedies Limited Employee Stock Option Plan – 2022
2	Further, the following details, inter alia, shall be disclosed on the Company’s website and a web-link thereto shall be provided in the report of Board of Directors.	
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.	Please refer to note no. 45 and note no 45 of the Notes to the Standalone and Consolidated Financial Statements respectively in the Annual Report for FY 2023-24.
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.	The diluted EPS of the Company for the year ended March 31, 2024, calculated after considering the effect of potential equity shares arising on account of the exercise of Options and RSUs, on a Standalone basis is Rs. 12.64 per share and on a consolidated basis is Rs. 10.51 per share.



C	Details related to Options and RSUs	
i.	A description of each Option and RSU that existed at any time during the year, including the general terms and conditions of each Option and RSU, including -	
(a)	Date of shareholders' approval	September 22, 2022
(b)	Total number of Options and RSUs approved under the Scheme	13,82,256 [the number of Stock Options ("Options") are 9,21,504 and the number of Restricted Stock Units ("RSUs") are 4,60,752].
(c)	Vesting requirements	The Options and RSUs granted under the Plan shall vest based upon the performance of the eligible employee and such other conditions as may be decided by the Committee, subject to completion of minimum 1 (One) year from the date of Grant and a maximum period of 4 (Four) years.
(d)	Exercise price or pricing formula	Options:- Rs. 307/- RSUs:- Face Value of the Share at the time of Exercise
(e)	Maximum term of Options and RSUs granted	The Exercise Period will commence from the date of respective vesting of Options and RSUs and will expire at the end of one year from the date of respective vesting of Options and RSUs. The Options and RSUs will lapse if not exercised within the specified Exercise Period.
(f)	Source of shares (primary, secondary or combination)	Primary
(g)	Variation in terms of Options and RSUs	There is no variation in terms of Options and RSUs
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.	Options movement during the year:	
	Number of Options outstanding as on 01/04/2023	2,95,500
	Number of Options exercisable as on 01/04/2023	-
	Number of Options granted during the year	90,000
	Number of Options not accepted/rejected/terminated/forfeited / lapsed during the year	44,000
	Number of Options vested during the year	-
	Number of Options exercised during the year	-
	Number of shares arising as a result of exercise of Options	-
	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	-
	Number of Options outstanding as on 31/03/2024	3,41,500
	Number of Options exercisable as on 31/03/2024	-
	RSUs movement during the year:	
	Number of RSUs outstanding as on 01/04/2023	75,000
	Number of RSUs exercisable as on 01/04/2023	-
	Number of RSUs granted during the year	13,000
	Number of RSUs accepted/rejected/terminated/forfeited / lapsed during the year	8,000
	Number of RSUs vested during the year	-
	Number of RSUs exercised during the year	-
	Number of shares arising as a result of exercise of RSUs	-
	Money realized by exercise of RSUs (INR), if scheme is implemented directly by the company	Not Applicable
	Loan repaid by the Trust during the year from exercise price received	-
	Number of RSUs outstanding as on 31/03/2024	80,000
	Number of RSUs exercisable as on 31/03/2024	-



v.	Weighted-average exercise prices of Options granted during the year whose:	
	Exercise price equals market price	Nil
	Exercise price is greater than market price	Nil
	Exercise price is less than market price	Rs. 307
vi.	Weighted-average exercise prices of RSUs granted during the year whose:	
	Exercise price equals market price	Nil
	Exercise price is greater than market price	Nil
	Exercise price is less than market price	Rs. 2.00 (face value of the underlying shares)
vii.	Weighted-average fair value of Options granted during the year whose:	
	Exercise price equals market price	Nil
	Exercise price is greater than market price	Nil
	Exercise price is less than market price	Rs. 127.45
viii.	Weighted-average fair value of RSUs granted during the year whose:	
	Exercise price equals market price	Nil
	Exercise price is greater than market price	Nil
	Exercise price is less than market price	Rs. 322.25
ix.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	
	senior managerial personnel including key managerial personnel;	Refer "Annexure 1"
	any other employee who receives a grant in any one year of Options and RSUs amounting to 5% or more of Options and RSUs granted during that year; and	Nil
	identified employees who were granted Options and RSUs, 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
x.	A description of the method and significant assumptions used during the year to estimate the fair value of Options and RSUs including the following information:	The fair value of Options and RSUs at grant date is determined using the Black Scholes Model.



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;	
1	the weighted-average values of share price	Rs. 328.65
2	the weighted-average values of exercise price	Weighted average exercise price per Option: Rs. 307/- per Option. Weighted average exercise price per RSU: Rs.2/- per RSU.
3	expected volatility	For Options & RSUs granted on 29 th March, 2024 Vest 1- 01-April- 2025:- 32.91% Vest 2- 01- April-2026:- 32.90% Vest 3- 01- April- 2027:- 37.09% Vest 4- 29-March- 2028:- 45.12%
4	expected Option and RSU life	For Options & RSUs granted on 29 th March, 2024 Vest 1- 01-April- 2025:-1.51 years Vest 2- 01- April-2026:- 2.51 years Vest 3- 01- April- 2027:- 3.51 years Vest 4- 29-March- 2028:- 4.50years
5	expected dividends	For Options & RSUs granted on 29 th March, 2024 Vest 1- 01-April- 2025:- 0.42% Vest 2- 01- April-2026:- 0.42% Vest 3- 01- April- 2027:- 0.42% Vest 4- 29-March- 2028:- 0.42%
6	the risk-free interest rate	For Options & RSUs granted on 29 th March, 2024 Vest 1- 01-April- 2025:- 6.92% Vest 2- 01- April-2026:- 6.94% Vest 3- 01- April- 2027:- 6.96% Vest 4- 29-March- 2028:- 6.97%
b	the method used and the assumptions made to incorporate the effects of expected early exercise	Not Applicable
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Historical volatility is a measure of the price fluctuations experienced by a stock over the past five years. It is determined by calculating the standard deviation of the stock's price during this period.



d	whether and how any other features of the Options and RSUs granted were incorporated into the measurement of fair value, such as a market condition.	We have considered price of Zero-Coupon Bond yield with a tenure of 10 years, dividend yield, and historical volatility
D	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

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

i General information on all schemes

Sl. No.	Particulars	
1	Name of the Trust	
	Indoco Employees Welfare Trust.	
2	Details of the Trustee(s)	
	Name: Mr. Rajiv Sardana Address: A 1501, Hetali Blessing, Off Aarey Road, Vishweshwar Nagar, Goregaon East, Mumbai 400063 Occupation: Retired Nationality: Indian	
3	Name: Mr. Satish Rangnekar Address: B Block, Ground Floor, 43 Vasudev Bhuvan, Manorama Nagarkar Marg, Mahim, Mumbai 400016 Occupation: Retired Nationality: Indian	
3	Amount of loan disbursed by company / any company in the group, during the year	77,34,450
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	77,34,450
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	-
6	Any other contribution made to the Trust during the year	-



ii Brief details of transactions in shares by the Trust

a	Number of shares held at the beginning of the year;	-
b	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;	Number of shares acquired during the year through primary issuance:- 31,850
c	Number of shares transferred to the employees / sold along with the purpose thereof;	-
d	Number of shares held at the end of the year.	31,850

iii In case of secondary acquisition of shares by the Trust:- Not Applicable

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
Held at the beginning of the year	N.A.
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	

Annexure 1

Employee wise details of Options and RSUs granted to Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Key Managerial Personnel:

Name of employee	Designation	Number of Options granted during the year 2023-2024	Number of RSUs granted during the year 2023-2024	Exercise price of Options	Exercise price of RSUs
Prashant Pathak	Head OSD	5,000	2,500	Rs. 307	At face value