

## Annexure to the Report of the Board of Directors for FY 2024-25

Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for FY 24-25

**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 regards from time to time.**

Please refer to note no. 2(o) & 24 of the notes to accounts forming part of the Standalone Financial Statements for FY 2024-25

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Ind AS 33 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

Please refer to note no. 22 of the notes to accounts forming part of the Standalone Financial Statements for FY 2024-25

**C. Details related to ESOP**

A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including –

S. No.	Description	ESOP 2019 Scheme	ESOP 2008 Scheme
1	Date of Shareholders' approval	Pursuant to the approval of the shareholders at the Annual General Meeting held on September 30, 2019, the Company had adopted ESOP 2019 Scheme which was amended by the shareholders of the Company through special resolution by way of a Postal Ballot on July 12, 2021, and February 19, 2022.*	Pursuant to the approval of the shareholders at the Extraordinary General Meeting held on October 22, 2008, the Company had adopted ESOP 2008 Scheme which was amended by the shareholders of the Company through a special resolution at the Annual General Meeting held on September 30, 2019.  The Company doesn't make any grant under this scheme post IPO.
2	Total Number of Options approved under the scheme	46,455,832	14,638,448
3	Vesting Requirements	Generally, between 1 year to 5 years subject to achievement of certain performance criteria / milestones*	Generally, between 1 year to 4 years
4	Exercise price or pricing formula	Exercise price for Options will be decided by the Nomination and Remuneration Committee. However, in any case the exercise price shall not go below the face value of equity shares of the Company. Existing Grants have an exercise price of Rs. 9 per option. *	Grants made under this scheme have an exercise price ranging between Re. 1 to Rs. 37. (No new grants made post IPO under this scheme)

S. No.	Description	ESOP 2019 Scheme	ESOP 2008 Scheme
5	Maximum Term of Options Granted	5 -7 years	4 years
6	Source of shares	Primary shares	Primary shares
7	Variation in terms of options	Not Applicable	Not Applicable

*\*Further, ESOP 2019 has been amended on 16.04.2025 by passing a Special Resolution through Postal Ballot.*

**(i) Method used to account for ESOS - Intrinsic or fair value.**

The Company has accounted for ESOS basis fair value of options. For further details, refer to note no. 24 of the notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

**(ii) 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

**Option movement during the year under ESOP 2019 Scheme & ESOP 2008 Scheme**

Particulars	ESOP 2019 Scheme	ESOP 2008 Scheme
Number of options outstanding at the beginning of the year <sup>#</sup>	16,892,487	68,717
Number of options granted during the year	5,945,235	-
Number of options forfeited, cancelled / lapsed during the year	7,995,513	-
Number of options vested during the year <sup>*</sup>	2,296,798	-
Number of options exercised during the year	2,113,344	26,978
Number of shares arising as a result of exercise of options during the year	2,113,344	26,978
Money realized by exercise of options during the year (INR), if scheme is implemented directly by the company	19,020,096	242,802
Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
Number of options outstanding at the end of the year <sup>#</sup>	12,728,865	41,739
Number of options exercisable at the end of the year	1,402,363	41,739

*# In addition to above, 2,10,00,000 Employee Stock Options were granted to the Chairman, Managing Director and CEO ("MD & CEO") on Oct 1, 2021. On April 16, 2025, the MD & CEO voluntarily offered to forego the said ESOPs, which has been noted by the Nomination and Remuneration Committee (NRC) of the Company and the same were treated as cancelled.*

*<sup>^</sup> In addition to above, 222,862 Employee Stock Options were granted on May 1, 2022 to one of the Employees. On April 20, 2025, he voluntarily offered to forego the said ESOPs, which has been noted by the Nomination and Remuneration Committee (NRC) of the Company and the same were treated as cancelled.*

*\*Excludes options which were forfeited/cancelled.*

The above details of options vested, lapsed and exercised include the options, which were granted during the 3 years prior to IPO of the Company.

- (iii) **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.**

Refer note no. 24 to notes to accounts forming part of the Standalone Financial Statements FY 2024-25

- (iv) **Employee wise details (name of employee, designation, number of options granted during the year FY 2024-25, 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;**

S. No.	Name	Designation	No. of stock options granted during the year
1	Mr. Sunil Kumar Bansal	Company Secretary & Compliance Officer	10,000
2	Mr. Sanjeev Garg	Sr. Vice President – Finance	50,000
3	Ms. Urvashi Sahai	General Counsel*	50,000
4	Mr. Deependra Singh Rathore	CTO-Payments	100,000
5	Mr. Ripunjai Gaur	Chief Business Officer	100,000

\*Ms. Urvashi Sahai has been appointed as Whole -time Director of the Company designated as “Executive Director & General Counsel” w.e.f. July 22, 2025, subject to approval of members in the ensuing Annual General Meeting.

**Notes –**

- I. Mr. Manmeet Singh Dhody (erstwhile CTO-Payments) was granted 100,000 options during FY 2024-25 and were forfeited during the same year.
- II. Exercise Price of above stock options is Rs. 9 per option.

- 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 (FY 24-25); and**

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.**

Name	Designation	No. of stock options granted during the year
Mr. Vijay Shekhar Sharma	Chairman, Managing Director & Chief Executive Officer	21,000,000*

\*Mr. Vijay Shekhar Sharma was not granted any ESOPs during the FY 2024-25. During FY 2021-22, Mr. Vijay Shekhar Sharma was granted 21,000,000 stock options, under One 97 Employees Stock Option Scheme 2019, and duly approved by the Nomination and Remuneration Committee, the Board and the Members of the Company. On April 16, 2025, the MD & CEO voluntarily offered to forego the said ESOPs, which has been noted by the Nomination and Remuneration Committee (NRC) of the Company and the same were treated as cancelled. For further details, refer Note 24 to notes to accounts forming part of the Standalone Financial Statements for FY 24-25.

(v) **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. 24 to notes to accounts forming part of Standalone Financial Statements for FY 2024-25

- (b) **the method used and the assumptions made to incorporate the effects of expected early exercise;**

Refer note no. 24 to notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

- (c) **how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;**

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. In the instant case, the Volatility of the Company is calculated using the historical stock volatility of its comparable companies. For further details, Refer note no. 24 to notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

- (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 Company had applied Monte Carlo Simulation Model to simulate equity value of the Company for options granted to Mr. Vijay Shekhar Sharma, Managing Director & Chief Executive Officer which were subject to achievement of certain milestones. On April 16, 2025, the Mr. Vijay Shekhar Sharma, voluntarily offered to forego the said ESOP, which has been noted by the Nomination and Remuneration Committee (NRC) of the Company and the same were treated as cancelled.

## Disclosures in respect of grants made in three years prior to IPO under each ESOS

Other than as disclosed above, details of options granted, exercised, lapsed and other information under ESOP 2008 Scheme and ESOP 2019 scheme are as under:

- Details of options granted, exercised, lapsed and other information under ESOP 2008 Scheme:

Particulars	Details		
	FY2019	FY2020	FY2021
Total options outstanding as at the beginning of the year	9,885,210	9,607,430	7,292,570
Total options granted during the year	3,719,150	1,254,080	-
Vesting period	4 years	4 years	-
Exercise price of options in ₹ (as on the date of grant options)	9	9	-
Options forfeited/lapsed/cancelled during the year	2,417,330	2,290,440	1,316,610
Variation of terms of options	Not Applicable		
Money realized by exercise of options (in Rs.)	14,730,105	11,187,559	5,468,740
Total number of options outstanding in force	9,607,430	7,292,570	5,362,100
Total options vested (excluding the options that have been exercised)	3,620,160	4,127,780	4,514,930

Particulars	Details		
	FY2019	FY2020	FY2021
Options exercised (since implementation of the ESOP scheme)	7,812,880	9,091,380	9,705,240
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised but not allotted)	7,812,880	9,091,380	9,705,240
Employee wise details of options granted to:			
(i) Senior Management Personnel*			
Sudhanshu Gupta	34,910	-	-
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year*			
N Ramkumar	297,510	-	-
Jose Baby Manikathuparambil	204,050	-	-
(iii) Identified employees who were granted options 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		
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	Not Applicable, as the Company has incurred losses		
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	Employee Compensation cost has been computed basis fair value of options.		
Method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option			
Method of Valuation	Black Scholes Model		-
Expected Volatility (%)	51% - 64%	40% - 53%	-
Dividend Yield (%)	0.00%	0.00%	-
Expected Life (Years)	3.5 years to 4 years	3 Years	-
Risk Free Interest Rate (%)	7.1% - 8.1%	6.8% - 7.2%	-

\* Net of cancellation and forfeiture.

Note: Number of Options and shares are updated in the table to factor in impact of equity shares subdivision in the ratio of 1:10, as approved by shareholders of the Company in AGM held on June 30, 2021.

- Details of options granted, exercised, lapsed and other information under ESOP 2019 Scheme:

Particulars	Details	
	FY2020	FY2021
Total options outstanding as at the beginning of the year	-	1,478,130
Total options granted during the year	1,633,690	3,868,310
Vesting period	5 years	5 years
Exercise price of options in ₹ (as on the date of grant options)	9	9 & 1900
Options forfeited/lapsed/cancelled during the year	155,560	653,880
Variation of terms of options	-	-
Money realized by exercise of options (in Rs.)	-	210,420
Total number of options outstanding in force	1,478,130	4,669,180
Total options vested (excluding the options that have been exercised)	91,240	240,250
Options exercised (since implementation of the ESOP scheme)	-	23,380
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised but not allotted)	-	23,380
Employee wise details of options granted to:		
(i) Key managerial personnel (Senior Management Personnel)*		
-Harinder Pal Takhar	33,620	-
-Vikas Garg	43,750	-
-Praveen Kumar Sharma	138,890	-
-Madhur Deora	-	444,440
-Bhavesh Gupta	-	138,890
-Manmeet Singh Dhody	-	83,330
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year*		
-Amit Nayyar	388,890	-
(iii) Identified employees who were granted options 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	-	-
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	Not Applicable, as Company has incurred losses	
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	Employee Compensation cost has been computed basis fair value of options.	
Method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option		
Method of Valuation	Black Scholes Model	
Expected Volatility (%)	40% - 61%	40.2% - 56.3%
Dividend Yield (%)	0.00%	0.00%
Expected Life (Years)	2.5 to 3 years	1.04 to 7.50years
Risk Free Interest Rate (%)	6.1% - 7.2%	4.0% - 6.4%

\*Net of Cancellation & forfeiture

Note: Number of Options and shares are updated in the table to factor in impact of equity shares subdivision in the ratio of 1:10, as approved by shareholders of the Company in AGM held on June 30, 2021.