

**Disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, read with SEBI circular dated 16<sup>th</sup> June, 2015 on ESOP disclosures for the financial year ended 31st March, 2019.**

Sl. no	Particulars	Employee Stock Option Plan 2011
1	Date of shareholders' approval	27 <sup>th</sup> July, 2011
2	Total number of options approved under Employee Stock Option Plan 2011	3405000 Stock Options of Rs. 2/- each (681000 Stock Options of Rs. 10/- each)
3	Vesting requirements	The Compensation Committee of the Board of Directors of the Company administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the prescribed SEBI Guidelines'. The Options would vest not earlier than one year from the Grant Date in accordance with SEBI Guidelines and not later than such vesting period as may be determined by Compensation Committee.
4	Exercise price or pricing formula	The Exercise Price of Options would be determined by the Compensation Committee, provided that the Exercise Price shall not be less than the face value of the equity shares of the Company on the date of grant of Options.
5	Maximum term of options granted	The Options granted to a Grantee shall be capable of being exercised within a period of not exceeding six years from the date of Grant of the respective Options or such other period as may be determined by the Compensation Committee from time to time.
6	Source of shares (primary, secondary or combination)	Primary
7	Variation in terms of options	Subject to applicable law, the Compensation Committee will at its absolute discretion have the right to modify/amend the Employee Stock Option Plan 2011 in such manner and at such time or times as it may deem fit, subject however that any such modification/amendment shall not be detrimental to the interest of the Grantees/ Employees and approval wherever required for such modification/ amendment is obtained from the shareholders of the Company in terms of the SEBI Guidelines. During the year, no amendment/ modification/ variation has been introduced in terms of options granted by the Company
8	Method used to account for ESOS - Intrinsic or fair value	Earlier Company used to calculate the value of options on the basis of Intrinsic Value Method but after applicability of IndAS the employee compensation cost has been calculated using the

		fair value method for options using the Black-Scholes Options Pricing Model. The employee compensation cost as per the fair valuation method for FY 2018-19 is Rs. 40.48 Lacs.
9	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	<p>Weighted-average Exercise price granted during April 2018 to March 2019: Rs 2/-</p> <p>Weighted-average Exercise price granted during April 2018 to March 2019: Rs 2/-</p> <p>Weighted-average fair value of options outstanding as on 31st March 2018: Rs 34.95</p> <p>Weighted-average fair value of options outstanding as on 31st March 2019 : Rs. 34.93</p>
10	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 as the Company has calculated employee compensation cost using fair value method.

11	<p>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</p> <p>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;</p> <p>The method used and the assumptions made to incorporate the effects of expected early exercise;</p> <p>How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and</p> <p>Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition</p>	<p>The fair value of options granted under Employee Stock Option Plan 2011 is estimated using the Black Scholes Option Pricing Model after applying the following key assumptions:</p> <p>Risk-free interest rate : 7.05%</p> <p>Expected life (in years): 1</p> <p>Expected volatility: 66.19</p> <p>Expected dividend yield: N.A.</p> <p>The expected volatility has been calculated using the daily stock returns on NSE, based on expected life options of each vest.</p> <p>The expected life of share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.</p>
12	<p>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 any other relevant Indian accounting standards as prescribed from time to time.</p>	<p>Rs. 2.75 per share</p>
12	<p>Relevant disclosures in terms of the 'Guidance note on accounting for employee share based payments' issued by ICAI or any other relevant Indian accounting standards as prescribed from time to time.</p>	<p>All relevant disclosures have been made in the financial statements.</p>

**Option Movement during the year:**

Sr. No.	Particulars	4 <sup>th</sup> Grant (Effective date being 1 <sup>st</sup> April 2015)
a)	Options granted	500000
b)	The pricing formula	Rs. 2/- per share
c)	Options outstanding at the beginning of the year	291200
d)	New options issued during the year	Nil
e)	Options vested during the year	291200
f)	Options exercised during the year	291200
g)	The total number of shares arising as a result of exercise of option	291200
h)	Options lapsed during the year	0
i)	Variation of terms of options	Nil
j)	Money realized by exercise of options	Rs. 582400
k)	Total number of options outstanding at the end of the year	0
l)	No. of Options exercisable at the end of the year	0
m)	Employee wise details of options granted to-	
	Senior Managerial Personnel:	
	Naveen Prakash Sharma	31500
	Sandeep Choudhary	15750
	Kishan Gopal Gupta	12600
	Sunil Kansal	12600
	Kamal Singh	21000
	Vijendra Singh Tanwar	14000
	Yogesh Malhotra	22750
	Sanjay Singh Baid	14000
	Vijay Kumar Pareek	24500
n)	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year	Nil
o)	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
P)	The price of the underlying share in market at the time of option grant	Rs. 36.30

\* This is total number of options of Fourth Grant. Further, all the options have been already vested and exercise and no option is outstanding F.Y 2018-19.

Disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, read with SEBI circular dated 16<sup>th</sup> June, 2015 on SAR Disclosures for the financial year ended 31st March, 2019.

Sl. no	Particulars	Gravita Stock Appreciation Rights Scheme 2017
1	Date of shareholders' approval	03 <sup>rd</sup> June, 2017
2	Total number of options approved under Gravita Stock Appreciation Rights Scheme 2017	The maximum aggregate number of equity shares that may be acquired from the secondary market by the Trust in a financial year and thereby the Units that may be Granted in a financial year under the Scheme shall not exceed the limit as specified under Regulation 3(10) of the SEBI (Share based Employee Benefits Regulations), 2014.
3	Vesting requirements	<p>The Vesting Period shall be a minimum period of 1 (one) year between the Grant of Units and Vesting of Units. Vesting of Units will happen on retirement of the Unit Holder in accordance with the terms of employment or in case of any other event which may be communicated in the Letter of Grant.</p> <p>In the event of the death or the Permanent Disability of a Unit Holder prior to the retirement in accordance with the terms of employment, the Units will Vest on the Unit Holder on the date of the death or the Permanent Disability as the case may be.</p> <p>The Compensation Committee shall be empowered to amend the Vesting criteria as it may deem fit, subject to relevant rules and regulations, and duly notify the Unit Holder regarding such amended Vesting criteria.</p>
4	SAR price or pricing formula	SAR Price means the product of the number of Shares bought by the Trust and the price of each Share divided by the total number of Shares bought by the Trust. It is clarified herein that the price of each Share while arriving the SAR Price, shall take into account all the costs relating to the acquisition of Shares, including but not limited to the applicable securities transaction tax, brokerage and other incidental administrative expenses.
5	Maximum term of SAR granted	The Options granted to a Grantee shall be capable of being exercised within a period of not exceeding six years from the date of Grant of the respective Options or such other period as may be determined by the Compensation Committee from time to time.
6	Method of settlement (whether in	In Cash

	cash or equity)	
7	Choice of settlement (with the company or the employee or combination)	With the company
8	Source of shares (primary, secondary or combination)	Secondary
9	Variation in terms of options	<p>Subject to Applicable Law, the Compensation Committee shall, at its absolute discretion, have the right to vary / modify / amend the Scheme, in such manner and at such time or times as it may deem fit, subject however that any such modification/amendment shall not be detrimental to the interests of the Unit Holders and approval for such modification and/or the amendment, if and to the extent required, is obtained from the Shareholders of the Company. In the event that the Compensation Committee is making grants to foreign national/resident Employees, then the Compensation Committee is authorised to make such modifications, amendments, procedures, sub schemes and the like as may be necessary or advisable to comply with the provisions of applicable laws in the countries or jurisdictions in which such Employees to whom Units are granted are situated.</p> <p>Such right to vary/ modify / amend this Scheme as and when required will be subject as always to SEBI (SBEB) Regulations. No member of the Compensation Committee shall be primarily liable for any decision or action taken in good faith with respect to this Scheme.</p> <p>During the year, no amendment/ modification/ variation has been introduced in terms of options granted by the Company.</p>
10	Method used to account for SAR - Intrinsic or fair value	Fair Value
11	Where the company opts for expensing of SAR using the intrinsic value of SAR, 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 SAR, shall be disclosed. The impact of this difference on profits	NA

and on EPS of the company shall also be disclosed.
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**SAR movement during the year:**

Sr. No.	Particulars	
a)	Number of SARs outstanding at the beginning of the year	Nil
b)	Number of SARs granted during the year	70,400
c)	Number of SARs forfeited / lapsed during the year	0
d)	Number of SARs vested during the year	0
e)	Number of SARs exercised / settled during the year	0
f)	Number of SARs outstanding at the end of the year	70,400
g)	Number of SARs exercisable at the end of the year	Nil
h)	Employee-wise details (name of employee, designation, number of SAR granted during the year, exercise price) of SAR granted to-	
(i)	<b>Senior Managerial Personnel</b>	<b>2018-19</b>
	Mr. Yogesh Malhotra	10,000
	Mr. Naveen Prakash Sharma	5,000
	Mr. Vijay Kumar Pareek	5,000
(ii)	any other employee who receives a grant in any one year of amounting to 5% or more of SAR granted during the year	
	Mr. Yogesh Malhotra	10,000
	Mr. Sunil Kansal	5,000
	Mr. Vijendra Singh Tanwar	5,000
	Mr. Naveen Prakash Sharma	5,000
	Mr. Vijay Kumar Pareek	5,000
	Mr. Sandeep Choudhary	5,000
	Mr. Sanjay Singh Baid	5,000
	Mr. Ajay Thapliyal	5,000
	Mr. Ravinder Singh	5,000
	Mr. Manesh Kumar Jangir	5,000
	Mr. Rajeev Jangir	5,000
	Mr. Kamlesh Jangir	5,000
	Mr. Dinesh Kumar Jaga	5,000
(iii)	identified employees who were granted SAR, 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

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the SEBI (Share Based Employee Benefits) Regulations, 2014 are disclosed as under:

**1. General Information:**

S.No	Particulars	Details
1	Name of the Trust	Gravita Employee Welfare Trust
2	Details of the Trustee(s)	1. Mr. Dinesh Kumar Jaga 2. Mr. Yagyadutt Sharma 3. Mrs. Nisha Jain
3	Amount of loan disbursed by company <del>/any company in the group</del> , during the year	Loan of Rs. 1.39 Crores at an interest rate of 10.00% per annum at year ended 31st March 2018 Overall loan during the year 2.40 Crores at an interest rate of 10% per annum
4	Amount of loan outstanding (repayable to company <del>/any company in the group</del> ) as at the end of the year	Loan of Rs. 2.40 Crores at an interest rate of 10.00% per annum
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	Nil
6	Any other contribution made to the Trust during the year	No contribution made during the year

**2. Brief details of transactions in shares by the Trust:**

S.No	Particulars	Details
1	Number of shares held at the beginning of the year	70,400
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;	1,29,600 equity shares of Rs. 2/- each shares acquired through secondary acquisition
3	Number of shares transferred to the employees / sold along with the purpose thereof;	Nil
4	Number of shares held at the end of the year	2,00,000 equity shares of Rs. 2/- each



**3. 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
Held at the beginning of the year	0.10%
Acquired during the year	0.18%
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	0.29%