

Disclosure pursuant to Rule 12(9) of Company (Share Capital & Debenture) Rules 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the Financial Year 2024-25

Sr. No.	Particulars	Status of Compliance
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 regulations.	There are no material changes in the Scheme. The scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
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 Director	
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.	Disclosed in Note No. 46 to Standalone Financial Statements of the Company for the year ended March 31, 2025, page no. 242 of 14 <sup>th</sup> Annual Report of the Company  (Disclosure are provided in accordance with 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 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Diluted EPS as per Standalone financial statement for ESOP Schemes for the year ended March 31, 2025 is as under: INR 6.93/-  Refer to page no. 231 and 290 of the 14 <sup>th</sup> Annual Report for disclosure of Diluted EPS at standalone and consolidated levels
C	Details related to ESOS: Zaggle ESOP Scheme 2022	
i.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:	

a.	Date of shareholders' approval	<p>1. Date of EGM Approving the Scheme: September 27, 2022</p> <p>2. Date of EGM for amending the Scheme (First amendment): November 21, 2022</p> <p>Date of EGM for amending the Scheme (Second amendment) December 9, 2023 through Postal Ballot</p>
b.	Total number of options approved under ESOS	46,10,936
c.	Vesting requirements	<p>Vesting shall be based on the following two factors:</p> <ol style="list-style-type: none"> <li>1. Time based vesting – 40% of the total Options granted shall vest equally over a period of four years commencing from the Grant Date, i.e., 10% of the total Options shall vest at the end of first year; 10% at the end of second year and so on.</li> <li>2. Performance linked vesting – 60% of the Options will vest upon the satisfactory performance of the Option Grantee as determined by the Compensation Committee in its sole discretion ("Performance Linked Options"). The Vesting period shall be determined by the Compensation Committee at the time of Grant.</li> </ol> <p>The Compensation Committee shall have the discretion to decide upon the Vesting Period, number of options vesting during Vesting Period, Vesting Conditions and the Proportion between the time-based vesting and performance-based vesting of the Options in respect of any Option Grantee or a category of Option Grantee in accordance with the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.</p>
d.	Exercise price or pricing formula	The exercise price shall be determined by the Compensation Committee or the Board from time to time.
e.	Maximum term of options granted	4 Years
f.	Source of shares (primary, secondary or combination)	Primary

g.	Variation in terms of options	During Financial Year 2024-25, the Company has granted following options: 1. 5,66,252 options granted at an Exercise Price of Rs. 233/- each, on April 30, 2024. 2. 44,161 options granted at an Exercise Price of Rs. 335/- each, on October 4, 2024.
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.	Option movement during the year (For each ESOS):	
	<b>Particulars</b>	<b>Details</b>
	Number of options outstanding at the beginning of the period	7,60,924
	Number of options granted during the year	6,10,413
	Number of options forfeited / lapsed during the year	3,23,818
	Number of options vested during the year	2,40,289
	Number of options exercised during the year	3,53,440
	Number of shares arising as a result of exercise of options	3,53,440
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	INR. 2,20,44,828/-

	Loan repaid by the Trust during the year from exercise price received	Not Applicable															
	Number of options outstanding at the end of the year	8,07,230															
	Number of options exercisable at the end of the year	37,260															
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.	Refer to Page no's 242 and 243 of the 14 <sup>th</sup> Annual Report for the FY 2024-25															
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 as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	<table><tr><th>Name of Employee</th><th>Designation</th><th>Number of Option Granted</th><th>Exercise Price (Rs.)</th></tr><tr><td>Srikanth Gaddam</td><td>Chief Technology Officer</td><td>53,746</td><td>233</td></tr></table>				Name of Employee	Designation	Number of Option Granted	Exercise Price (Rs.)	Srikanth Gaddam	Chief Technology Officer	53,746	233				
Name of Employee	Designation	Number of Option Granted	Exercise Price (Rs.)														
Srikanth Gaddam	Chief Technology Officer	53,746	233														
		During the Financial Year 2024-25, no options granted to Key Managerial Personnel.															
(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	<table><tr><th>Name of Employee</th><th>Designation</th><th>Number of Option Granted</th><th>Exercise Price (Rs.)</th></tr><tr><td>Rajneesh Chatterjee</td><td>Chief Revenue Officer</td><td>1,71,988</td><td>233</td></tr><tr><td>Pasumarti Kartikeya Satya Subramanyam</td><td>Chief Solutions Officer</td><td>1,71,988</td><td>233</td></tr></table>				Name of Employee	Designation	Number of Option Granted	Exercise Price (Rs.)	Rajneesh Chatterjee	Chief Revenue Officer	1,71,988	233	Pasumarti Kartikeya Satya Subramanyam	Chief Solutions Officer	1,71,988	233
Name of Employee	Designation	Number of Option Granted	Exercise Price (Rs.)														
Rajneesh Chatterjee	Chief Revenue Officer	1,71,988	233														
Pasumarti Kartikeya Satya Subramanyam	Chief Solutions Officer	1,71,988	233														
(c)	identified employees who were granted option, during any one year, equal	Nil															

	to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	
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. i.	the weighted-average values of share price,	Rs.1/- & Rs.164/-
ii.	exercise price	Rs.1/- & Rs.164/-
iii.	expected volatility	6.43%
iv.	expected option life	10
v.	expected dividends	0.00%
vi.	the risk-free interest rate	7.34%
vii.	any other inputs to the mode	No
b.	the method used and the assumptions made to incorporate the effects of expected early exercise;	Black – Scholes
c.	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Zaggle stock price taken from NSE last 3 Month & annualized
d.	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The Risk free interest is as per RBI website for 10 years for government bonds on the date of valuation as on 30 <sup>th</sup> December 2023

Disclosures in respect of grants made in three years prior to IPO under ‘Zaggle ESOP 2022’:

Sl. No.	Date of Grant	No. of Options Granted
1	September 29, 2022	24,23,369