

I. Orient Cement Employees Stock Option Scheme 2015

1. General Disclosures

- 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.

For details, please refer to notes to Financial Statements mentioned in the Annual Report 2023-24 which can be accessed through web link <http://www.orientcement.com/investor/>.

- 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 Note no. 35 of the notes to the financial statements forming part of the Annual Report for the financial year 2023-24.

- C. The shareholders of the Company in the Annual General Meeting ("AGM") held on July 25, 2015, approved the Orient Cement Limited Employee Stock Option Scheme, 2015 ("ESOP Scheme 2015") with a tenure of 10 years effective from July 25, 2015, till July 24, 2025. The exercise period as defined in the ESOP Scheme 2015, was restricted to the scheme closure date i.e., July 24, 2025. In view of this, the shareholders of the Company in the AGM held on August 1, 2023 approved amendment in the definition of Exercise Period thereby extending the time period within which a Grantee can exercise his vested options beyond the Scheme Closing Date of July 24, 2025.

2. Scheme Specific Disclosures (Details related to ESOS): Orient Cement Employees Stock Option Scheme 2015

- i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including-

S. No.	Particulars	Disclosures		
1.	Date of Shareholder's approval	July 25, 2015		
2.	Total number of options approved	30,00,000 (three million)		
3.	Vesting requirements	Grant I on August 4, 2015	Grant II on November 9, 2022	Grant III on November 9, 2023
		Ist tranche: -40% of the options shall be vested after 3 years from the date of grant and IInd tranche: - remaining 60% after 4 years from the date of grant.	100% of the options shall be vested after 2 years from the date of grant.	100% of stock options shall vest on March 31, 2025
4.	Exercise price or pricing formula	Rupees 135/-	Rupees 136.75/-	Rupees 209.70/-

5.	Maximum term of Options granted	Option can be exercised within 4 years from the date of vesting. However, this period can be extended by Nomination & Remuneration cum Compensation Committee.	Option can be exercised up to July 24, 2025 from the date of vesting. However, this period can be extended by Nomination & Remuneration cum Compensation Committee, subject to necessary approvals and sanctions obtained in this regard.	Option can be exercised within 4 years from the date of Vesting
6.	Sources of shares (Primary, Secondary or Combination)	Primary	Primary	Primary
7.	Variation in terms of Option	N.A.	N.A.	N.A.
8.	Method used for accounting of ESOS (Intrinsic or fair value)	Fair Value	Fair Value	Fair Value

9.(a)	Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options	N.A.	N.A.	N.A.
9.(b)	Impact on the profits of the Company and the earnings per share (“EPS”) arising due to difference in the accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	N.A.	N.A.	N.A.

ii. Option movement during the FY 2023-24

S. No.	Particulars	Disclosures
1.	Number of options outstanding at the beginning of the period	6,63,600
2.	Number of options granted during the year	3,49,976
3.	Number of options forfeited/ lapsed during the year	2,41,137
4.	Number of options vested during the year	Nil
5.	Number of options exercised during the year	Nil
6.	Number of shares arising as a result of exercise of options	Nil
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Nil
8.	Loan repaid by the Trust during the year from exercise price received	N.A.
9.	Number of options outstanding at the end of the year	7,72,439
10.	Number of options exercisable at the end of the year	4,22,463

iii. **Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock.**

	Grant I on August 4, 2015	Grant II on November 9, 2022	Grant III on November 9, 2023
Exercise price (Rs.)	Rs. 135	136.75	209.70/-
Weighted average fair value (Rs.)	105.64	38.14	73.25

iv. **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to-**

S.No.	Particulars	Name of Employee	Designation	Number of options granted during the year	Exercise Price (Rupees)
1.	Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Mr. Prakash Chand Jain	Chief Financial Officer	64,164	209.70
		Mr. Satyabrata Sharma	President- Manufacturing	57,938	209.70
		Mr. Manish Dua	President- Sales & Marketing	1,00,154	209.70
		Mr. N. Sesha Srinivas	Senior Vice President- Human Resource	57,985	209.70
		Mr. Deepak Gupta	President- Projects	44,363	209.70
		Mr. Bala Girdhar	Vice President – Unit Head – Jalgaon	25,372	209.70
2.	Employee who received grant in any one year equal to or more than 5% of options granted during the year	<ol style="list-style-type: none"> 1. Mr. Prakash Chand Jain 2. Mr. Satyabrata Sharma 3. Mr. Manish Dua 4. Mr. N. Sesha Srinivas 5. Mr. Deepak Gupta 6. Mr. Bala Girdhar 			
3.	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			

- 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)

Particulars	Grant I on August 4, 2015		Grant II on November 9, 2022	Grant III on November 9, 2023
	Tranche I	Tranche II		
The weighted - average values of share price	Rs.105.64	Rs.105.64	Rs. 38.14/-	Rs. 73.25/-
Exercise price	Rs. 135	Rs. 135	Rs. 136.75/-	Rs. 209.70
Expected volatility	44.90%	44.90%	40.33%	
Expected option life (Avg. Period)	5.6 years	6 years	2.36 years	1.39 years
Expected dividend rate	0.96%	0.96%	1.83%	0.72%
The risk-free interest rate	8%	8%	7%	7.17%
Any other inputs to the model (Price of underlying shares in market at the time of option grant)	Rs. 183.50	Rs. 183.50	Rs. 136.75	Rs. 209.70

(b)

Particulars	Grant I dated August 4, 2015		Grant II on November 9, 2022	Grant III on November 9, 2023
	Tranche I	Tranche II		
The method used to incorporate the effects of expected early exercise	"Black Scholes Option Pricing Method"			
The assumptions made to incorporate the effects of expected early exercise	NA			

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

The expected volatility was determined based on last year trend.

- (d) Whether and how any other features of the options granted were incorporated into measurement of fair value, such as market condition.

As detailed in point A above, all the specific feature of the options granted were incorporated into measurement of fair value in compliance with applicable accounting standards/ laws.

II. Orient Cement Employees Stock Option Scheme 2023

During the year the Company has implemented the Orient Cement Employee Stock Option Scheme – 2023 (“ESOP Scheme 2023”) as approved by the shareholders of the Company by way of Special Resolution passed at the AGM held on August 1, 2023. The maximum aggregate no. of options that may be granted under the ESOP Scheme 2023 shall not exceed 36,00,000 options. No options have been granted under the ESOP Scheme 2023.