

Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with SEBI circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 for the Financial Year ended March 31, 2024

As on March 31, 2024, the Company has the following Scheme as given below:

1. Odyssey Technologies Limited - Employees Stock Option Scheme 2019 (“ESOP Scheme-2019”)

Sr. No.	Particulars	Details
1.	Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payment’ issued by ICAI or any other relevant accounting standards as prescribed from time to time	Disclosed in Notes to Accounts – Note No. 21 to Standalone financial statements for the year ended March 31, 2024. (Disclosures are provided in accordance with Ind AS 102, Share-based payment and the relevant Guidance Note issued by ICAI)
2.	Diluted EPS on issue of shares pursuant to the Schemes disclosed in accordance with ‘Ind AS 33 Earning Per Share’ issued by Central Government or any other relevant accounting standards as prescribed from time to time.	In line with the disclosures prescribed under Ind AS 33, disclosed in Note No. 20 which explains that the diluted EPS was calculated by including the number of outstanding options that would be issued on exercise of the options considering them as dilutive potential equity shares.
3.	Details related to Odyssey Technologies Limited Employees Stock Option Scheme-2019 (“ESOP Scheme-2019”)	
i.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	ESOP Scheme-2019
	a) Date of shareholders’ approval	25 <sup>th</sup> September, 2019
	b) Total number of Options / approved under the Scheme	4,00,000 Options
	c) Vesting requirements	The continuation of the option grantee in the service of the company is the primary requirement for the vesting. The options

		would vest not earlier than one year and not later than four years from the date of grant of options or such other period as may be determined by the Nomination and Remuneration Committee.
	d) Exercise price or pricing formula	Options were granted at the exercise price of Rs.15/- per option. This was discounted by Rs.42.97/- from the VWAP of the stock traded in BSE on the date of grant as decided by the NRC of Directors of the Company.
	e) Maximum term of options granted	The options granted would vest in a period of not exceeding four years.
	f) Source of shares (primary, secondary or combination)	ESOP Scheme – 2019 : Primary
	g) Variation in terms of options	Not Applicable
ii.	Method used to account for the Schemes (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 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 EPS of the Company shall also be disclosed.	Not Applicable
iv.	Option movement during the year (for each of the Schemes):	Annexure – 1
v.	Weighted-average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	The volume weighted average market price of the share on the grant date was Rs.57.97/- which was considered as the fair value of the option on the grant date.  The exercise price of Rs.15/- per option was determined by the NRC at a discount of Rs.42.97/- per option.
vi.	Employee wise details of options granted to :	N.A
vii.	A description of the method and significant assumptions used during the year to estimate the fair value of Options/PSUs	The volume weighted average market price of the share as traded in BSE on the grant date was considered as the fair value of the option on the grant date.

**Annexure 1****Disclosure related to Option movement during the year**

<b>Particulars</b>	<b>ESOP Scheme – 2019</b>
Number of options outstanding at the beginning of the period	1,80,400 Options
Number of options granted during the year	Nil
Number of options forfeited / lapsed during the year	12,100 Options
Number of options vested during the year	60,000 Options
Number of options exercised during the year	28,300 Options
Number of shares arising as a result of exercise of options	28,300 Shares
Money realized by exercise of options (INR), if the Scheme is implemented directly by the Company	Rs.4,24,500/-
Loan repaid by the Trust during the year from exercise price received	NA
Number of options outstanding at the end of the year	1,40,000 Options
Number of options exercisable at the end of the year	60,000 options