

### **3i INFOTECH LIMITED**

#### **DISCLOSURE PURSUANT TO REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("REGULATIONS") AS ON MARCH 31, 2025**

**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 by ICAI:**

Guidance note is not applicable now. Please refer to Note no. 30 to the Standalone Financial Statement for FY 2024-25 (which forms part of the Annual Report 2024-25) for the relevant disclosures as per IND AS 102 - 'Share based payment'.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the Regulations in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time:**

AS 20 is Applicable/ not applicable. Diluted EPS for FY 2024-25 as per IND AS 33 is Rs. 3.68 per equity share.

**C. Details related to Employee Stock Option Schemes ("ESOS") of the Company:**

**(i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS is as set out below:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>3i Infotech ESOS - 2007</b>	<b>3i Infotech ESOS - 2018</b>	<b>3i Infotech ESOS - 2023</b>
a)	Date of shareholders' approval	July 25, 2007	July 27, 2018	June 25, 2023
b)	Total number of options approved under ESOS	67,17,448 stock Options representing 67,17,448 equity shares of Rs. 10 each	10,00,00,000 stock options representing 10,00,00,000 equity shares of Rs. 10 each	1,00,00,000 stock options representing 1,00,00,000 equity shares of Rs. 10 each
c)	Vesting requirements	<b>Plan 2014-</b> 1 <sup>st</sup> year-33%, 2 <sup>nd</sup> year-33%, 3 <sup>rd</sup> year-34%  <b>Plan 2015-</b> 1 <sup>st</sup> Year-50% 2 <sup>nd</sup> year-25%, 3 <sup>rd</sup> year-25%	1 <sup>st</sup> year-33%, 2 <sup>nd</sup> year-33%, 3 <sup>rd</sup> year-34%	1 <sup>st</sup> year-30%, 2 <sup>nd</sup> year-30%, 3 <sup>rd</sup> year-40%
d)	Exercise price or pricing formula	₹10/-	₹10/-	₹10/-
e)	Maximum term of options granted	<b>Plan 2014-</b> Period commencing from the date of vesting of Options and ending on the later of (i) ten years from the date of grant of Options or (ii) five years from the	The Vested Options can be exercised any time within 5 (five) years from the Vesting Date	The Vested Options can be exercised any time within 60 (Sixty) calendar months from the Vesting Date.

		date of vesting of Options.  <b>Plan 2015-</b> Period commencing from the date of vesting of Options and ending on the later of (i) ten years from the date of grant of Options or (ii) five years from the date of vesting of Options.		
f)	Source of shares (primary, secondary or combination)	Primary	Primary	Primary
g)	Variation in terms of options	NA	NA	NA

(ii) **Method used for accounting for ESOS – Intrinsic or Fair Value:**

The Company has followed the Fair value method of accounting for stock options granted to the employees / directors of the Company.

(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: NA**

(iv) **Option movement during the year:**

Particulars	3i Infotech ESOS- 2007	3i Infotech ESOS- 2018	3i Infotech ESOS- 2023
Number of options outstanding at the beginning of the year	23,000	24,67,050	0
Number of options granted during the year	0	5,00,000	15,13,000
Number of options forfeited / lapsed during the year	0	11,54,500	29,000
Number of options vested during the year	0	5,04,430 (overall of active employees during the FY as per vesting schedule from 01 April 2024 to 31 Mar 2025)	0
Number of options exercised during the year	13,000	3,50,400	0
Number of shares arising as a result of exercise of options	13,000	3,83,400	0
Money realized by exercise of options (INR), if scheme is implemented directly by the Company	1,30,000	38,34,000	0

Loan repaid by the Trust during the year from exercise price received	Not Applicable		
Number of options outstanding at the end of the year	10,000	14,62,150	14,84,000
Number of options exercisable at the end of the year	10,000	6,61,760	0

(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:**

- Weighted-average exercise price (₹) 10
- Weighted-average fair value as on date of grant (₹) 31.03

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

Particulars	3i Infotech ESOS- 2007	3i Infotech ESOS- 2018	3i Infotech ESOS- 2023
<b>a) Senior Managerial Personnel -</b>			
1. Name and Designation	NA	1) Raj Ahuja- Acting CEO	1. Vaibhav Somani-Acting CFO 2. Varika Rastogi- Company Secretary 3. Girish Nair- Chief Risk Officer 4. Shilpa Pai- Senior VP-HR 5. Harish Shenoy-Business Head – USA 6. Navneesh Sarin-Business Head DGBPS 7. Nilesh Gupta- Business Head – Infrastructure Group 8. Ramu Bodathulla- Business Head – AAA 9. Shirish Kalamkar- Chief Technology Officer
2. Number of options granted	NA	5,00,000	1. Vaibhav Somani - 57,000 2. Varika Rastogi - 39,000 3. Girish Nair - 78,000 4. Shilpa Pai - 78,000 5. Harish Shenoy - 1,00,000 6. Navneesh Sarin - 2,00,000 7. Nilesh Gupta - 1,80,000 8. Ramu Bodathulla - 90,000 9. Shirish Kalamkar - 78,000

3. Exercise Price	NA	10.00	10.00
<b>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 – Not Applicable</b>			
<b>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 – Not Applicable</b>			

(vii) **A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

Particulars	Details
Weighted average value of share price	Rs 32.33
Exercise price	Rs 10
Expected volatility	48.48%-79.02%
Expected life of the option	3-5 year
Expected dividend	0.00%
Risk-free interest rate	4.77%-7.62%
Method used and the assumptions made to Incorporate the effects of Expected early exercise	Early exercise of option is not available.
How expected Volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	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. Each vest has been considered as a separate grant and the volatility for periods, corresponding to the expected lives of different vests, prior to the grant date, was considered. Volatility has been calculated based on the daily closing market price of the Company's stock price on National Stock Exchange of India Limited (NSE) over these years
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	-

(viii) **Disclosures in respect of grants made in three years prior to IPO under each ESOS**

There was no other ESOS scheme under which options were granted in the three years prior to the IPO.

**D. Details related to ESPS** - Not applicable

**E. Details related to SAR**- Not applicable

**F. Details related to GEBS / RBS** - Not applicable

**G. Details related to Trust**- Not applicable