



A2Z INFRA ENGINEERING LIMITED

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DETAILS OF STOCK OPTIONS AS ON MARCH 31, 2019

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014 read with SEBI Circular dated June 16, 2015 on ESOP Disclosures for financial year 2018-19

As on March 31, 2019, the Company has the following Schemes as given below:

1. A2Z Employees Stock Option Plan, 2010 ("ESOP Plan, 2010")
2. A2Z Employees Stock Option Plan, 2013 ("ESOP Plan, 2013 – Trench I and Trench II")
3. A2Z Employee Stock Option Plan, 2014 (" ESOP Plan, 2014")
4. A2Z Employee Stock Option Plan, 2013 ("ESOP Plan, 2013 - Re-grant I")
5. A2Z Employee Stock Option Plan, 2014 ("ESOP Plan, 2014 - Re-grant I")
6. A2Z Employee Stock Option Plan, 2018 (" ESOP Plan, 2018 – Trench I")

Accordingly, the disclosures pertaining to stock options granted by the Company under the aforesaid Schemes and as required under the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, are provided herein below.

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share based payments issued by the ICAI or any other relevant accounting standards as prescribed from time to time:

Members may please refer to Note No. 27 of the Standalone Financial Statements of the Company for the Financial Year 2018-19.

B. Diluted Earnings per share (EPS) pursuant to issue of shares on exercise of options:

Employee Stock options are not considered to be dilutive based on the average market price of Ordinary Shares during the period.

Since there is a loss for the reporting period potential equity shares are not considered as dilutive and hence Diluted EPS is same as basic EPS.

C. Details related to Employees' Stock Option Scheme:

i) The description including terms and conditions of ESOS is summarized as under:

S. No.	Description	Details					
		ESOP Plan, 2010	ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)
a.	Date of shareholders' approval	30.03.2010	28.09.2013	27.09.2014	28.09.2013	27.09.2014	29.09.2018
b.	Total no. of options approved under the scheme	4,77,250	19,05,000	45,00,000	7,88,000	9,72,000	38,00,000

c.	Vesting Requirements	The entire granted stock options shall vest 20% on the first anniversary, 20% on the second anniversary, 20% on the third anniversary, 20% on the fourth anniversary and 20% on the fifth anniversary of the grant date.	The entire granted stock options shall vest 30% on the first anniversary, 30% on the second anniversary and 40% on the third anniversary of the grant date.				The entire granted stock options shall vest 30% on the first anniversary, 30% on the second anniversary and 40% on the third anniversary of the grant date.
d.	Exercise Price or Pricing Formula	INR 314.13	INR 19.95 each which is BSE closing market price on July 02, 2014 (i.e. previous trading day of the grant date)	INR 15.50 each which is NSE closing market price on July 03, 2015 (i.e. previous trading day of the grant date)	INR 36.90 each which is NSE closing market price on August 16, 2017 (i.e. previous trading day of the grant date)	INR 10.00 each which is face value of the shares of the Company	
e.	Maximum term of options granted	10 years	8 years	8 years	8 years	8 years	8 years
f.	Source of shares	Primary	Primary	Primary	Primary	Primary	Primary
g.	Variation in terms of option	None	None	None	None	None	None

ii) **Method used to account for the Schemes**

The fair value at grant date has been determined using the Black- Scholes model which takes into account the variables such as volatility, risk free rate, expected dividend yield, expected option life, market price and exercise price for the calculation of fair value of the option. The total employee compensation cost as per fair value method for the financial year 2018-19 is INR 170.73 Lakh and INR 20.38 Lakh for group entities.

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 be disclosed. Not Applicable**

iv) Option movement during the year

S. No.	Description	Details					
		ESOP Plan, 2010	ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)
a.	Options outstanding at the beginning of the year	1,20,550	2,69,000	19,15,000	7,88,000	9,72,000	NIL
b.	Options granted during the year	NIL	NIL	NIL	NIL	NIL	38,00,000
c.	Options forfeited/lapsed/expired during the year	42,750	NIL	NIL	NIL	4,90,000	NIL
d.	Options vested during the year	NIL	NIL	13,60,000	2,36,400	2,18,100	NIL
e.	Options exercised during the year	NIL	NIL	NIL	NIL	NIL	NIL
f.	Number of shares arising as a result of exercise of option	NIL	NIL	NIL	NIL	NIL	NIL
g.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	NIL	NIL	NIL	NIL	NIL	NIL
h.	Loan repaid by the trust during the year from exercise price received	Not Applicable					
i.	Options outstanding at the end of the year	77,800	2,69,000	19,15,000	7,88,000	4,82,000	38,00,000
j.	Options exercisable at the end of the year	77,800	2,69,000	19,15,000	2,36,400	1,44,600	NIL

v) **Weighted average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock**

S. No.	Description	Details					
		ESOP Plan, 2010	ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)
(In INR)							
1.	Weighted average exercise prices of options granted	314.13	19.95	15.50	36.90	36.90	10.00
2.	Weighted average fair values of options granted on the date of grant	58.23	14.52	11.15	24.81	24.81	6.09

For all the above ESOP Plans, Weighted average exercise prices and weighted average fair values of options exercise price either equals or exceeds or is less than the market price of the Stock.

vi) **Employee-wise details of options granted to:**

a. Senior Management Personnel

S. No.	Name of	Designation	ESOP Plan, 2010	ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)
1.	Mr. Rajesh Jain	Whole-Time Director & CEO	25,000*	4,00,000*	10,00,000*	4,00,000*	--	15,00,000*
2.	Dr. Ashok Kumar Saini	Non-Executive Director	33,750*	--	4,00,000*	75,000*	--	5,00,000*
3.	Mr. Atul Kumar Agarwal	Company Secretary	5,000	2,00,000*	4,00,000*	2,00,000*	-	5,00,000*
4.	Mr. Manoj Gupta	President	33,750*	--	4,00,000*	75,000*	--	5,00,000*
5.	Mr. Sanjeev Sharma	President	33,750*	--	4,00,000*	--	75,000*	50,000
6.	Mr. Manoj Tiwari	President	--	40,000	1,00,000	38,000	12,000	50,000

b. *In all these cases, the stock options granted exceeded 5% of the total stock options granted during the respective years.

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 – None



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

The Company has estimated fair value of options using Black Scholes model. The following assumptions were used for calculation of fair value of options for the year ended March 31, 2019:

Particulars	Details					
	ESOP Plan, 2010	ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)
Assumption factor	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates
Risk free investment rate	7.45%	8.64%	8.19%	6.74%	6.74%	7.38%
Expected life of option	10 years	8 years	8 years	8 years	8 years	8 years
Expected volatility	34.93%	67.05%	65.50%	50.14%	50.14%	61.62%
Expected Dividend yield	2.25%	0.00%	0.00%	0.00%	0.00%	0.00%
