

A2Z INFRA ENGINEERING LIMITED

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DETAILS OF STOCK OPTIONS AS ON MARCH 31, 2023

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

As on March 31, 2023, the Company has the following Schemes as given below:

- 1. A2Z Employees Stock Option Plan, 2013 ("ESOP Plan, 2013 Trench II")
- 2. A2Z Employee Stock Option Plan, 2014 (" ESOP Plan, 2014")
- 3. A2Z Employee Stock Option Plan, 2013 ("ESOP Plan, 2013 Re-grant I")
- 4. A2Z Employee Stock Option Plan, 2014 ("ESOP Plan, 2014 Re-grant I")
- 5. A2Z Employee Stock Option Plan, 2018 (" ESOP Plan, 2018 Trench I and Trench II")
- 6. A2Z Employee Stock Option Plan, 2013 (Re-grant II) ("ESOP Plan, 2013 Re-grant II")
- 7. A2Z Employee Stock Option Plan, 2014 (Re-grant II) ("ESOP Plan, 2014 Re-grant II")
- 8. A2Z Employee Stock Option Plan, 2018 (Re-grant I) ("ESOP Plan, 2018 Re-grant I")
- 9. A2Z Employee Stock Option Plan, 2013 (Re-grant III) ("ESOP Plan, 2013 Re-grant III")
- 10. A2Z Employee Stock Option Plan, 2014 (Re-grant III) ("ESOP Plan, 2014 Re-grant III")
- 11. A2Z Employee Stock Option Plan, 2018 (Re-grant II) ("ESOP Plan, 2018 Re-grant II")

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 and Sweat Equity) Regulations, 2021, 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 2022-23.

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 ESOPs' is summarized as under:

S.	Description		Details											
No.		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)	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2013 (Re-grant II)	ESOP Plan, 2014 (Re-grant II)	ESOP Plan, 2018 (Re-grant I)	ESOP Plan, 2013 (Re-grant III)	ESOP Plan, 2014 (Re-grant III)	ESOP Plan, 2018 (Re-grant II)	
a.	Date of shareholders' approval	28.09.2013	27.09.2014	28.09.2013	27.09.2014	29.09.2018	29.09.2018	28.09.2013	27.09.2014	29.09.2018	28.09.2013	27.09.2014	29.09.2018	
b.	Total no. of options approved under the scheme	19,05,000	45,00,000	7,88,000	9,72,000	38,00,000	12,00,000	1,05,000	9,93,000	3,50,000	3,67,000	13,68,000	7,55,000	
c.	Vesting Requirements	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 50% on the first anniversary and 50% on the second anniversary of the grant date	vest 30% on to	anted stock op the first annive d anniversary a versary of the	rsary, 30% and 40% on	The entire granted stock options shall vest 50% on the first anniversary and 50% on the second anniversary of the grant date.			
d.	Exercise Price or Pricing Formula	INR 19.95 each which is BSE closing market price on July 02, 2014 (i.e. previous trading day of the grant date)	each which is NSE closing	NSE closing on August 16 previous trad	NR 36.90 each which is INR 10.00 each which is face value of the shares of the Company INR 10.00 each which is face value of the shares of the Company August 16, 2017 (i.e. revious trading day of the									
e.	Maximum term of options granted	8 years	8 years	8 years	8 years	8 years	7 years	8 years	8 years	8 years	7 years	7 years	7 years	
f.	Source of shares	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	
g.	Variation in terms of option	None	None	None	None	None	None	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 2022-23 is INR 55.68 Lakh (2021-22- INR 20.93 Lakh) and INR 52.11 Lakh (2021-22- INR 4.53 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.	Description	Details												
No.		ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	Plan, 2018	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2013 (Re-grant II)	ESOP Plan, 2014 (Re-grant II)	ESOP Plan, 2018 (Re-grant I)	ESOP Plan, 2013 (Re-grant III)	ESOP Plan, 2014 (Re-grant III)	ESOP Plan, 2018 (Re-grant II)	
a.	Options outstanding at the beginning of the year	2,62,000	14,35,000	7,88,000	1,87,000	34,50,000	12,00,000	85,000	9,50,000	2,20,000	NIL	NIL	NIL	
b.	Options granted during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3,67,000	13,68,000	7,55,000	
c.	Options forfeited/ lapsed/expired during the year	2,62,000	6,95,000	75,000	80,000	6,00,000	NIL	10,000	55,000	30,000	NIL	NIL	NIL	
d.	Options vested during the year	NIL	NIL	NIL	NIL	NIL	NIL	22,500	2,68,500	57,000	NIL	NIL	NIL	
e.	Options exercised during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
f.	Number of shares arising as a result of exercise of option	NIL	NIL	NIL	NIL	NIL	NIL	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	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	NIL	7,40,000	7,13,000	1,07,000	28,50,000	12,00,000	75,000	8,95,000	1,90,000	3,67,000	13,68,000	7,55,000	
j.	Options exercisable at the end of the year	NIL	7,40,000	7,13,000	1,07,000	28,50,000	12,00,000	22,500	2,68,500	57,000	NIL	NIL	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.	Description	Details											
No.		ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	2014	ESOP Plan, 2018 (Trench I)	Plan, 2018	2013	2014	ESOP Plan, 2018 (Re-grant I)	2013	ESOP Plan, 2014 (Re-grant III)	ESOP Plan, 2018 (Re-grant II)
			(In INR)										
	Weighted average exercise prices of options granted		15.50	36.90	36.90	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
	Weighted average fair values of options granted on the date of grant		11.15	24.81	24.81	6.09	12.81	5.11	5.11	5.11	3.67	3.67	3.67

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 Managerial Personnel the Employee		ESOP Plan, 2013 (Trench II)	2014	ESOP Plan, 2013 (Re-grant I)	2014	ESOP Plan, 2018 (Trench I)	2014	2013	2014	ESOP Plan, 2018 (Re-grant II)
1.	Mr. Manoj Tiwari	Non-Executive Non- Independent Director w.e.f. July 20, 2022	40,000	1,00,000	38,000	12,000	50,000	25,000	3,67,000*	-	7,55,000*
2.	Col. Guljeet Singh Saroya	President-Projects	-	-	-	-	50,000	25,000	-	-	-
3.	Mr. Atul Kumar Agarwal	Company Secretary	2,00,000*	4,00,000*	2,00,000*	-	5,00,000*	3,00,000*	-	13,68,000*	-

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, 2023:

						Details						
Particulars	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)	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2013 (Re-grant II)	ESOP Plan, 2014 (Re-grant II)	ESOP Plan, 2018 (Re-grant I)	ESOP Plan, 2013 (Re-grant III)	ESOP Plan, 2014 (Re-grant III)	ESOP Plan, 2018 (Re-grant II)
Assumption factor	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates	Estimates
Risk free investment rate	8.64%	8.19%	6.74%	6.74%	7.38%	6.67%	5.20%	5.20%	5.20%	6.96%	6.96%	6.96%
Expected life of option	8 years	8 years	8 years	8 years	8 years	7 years	8 years	8 years	8 years	7 years	7 years	7 years
Expected volatility	67.05%	65.50%	50.14%	50.14%	61.62%	58.73%	58.74%	58.74%	58.74%	50.14%	50.14%	50.14%
Expected Dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%