

Disclosures with respect to Compliance to Section 62 of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

- 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.

The disclosures are as per notes no. 25 of the audited financial statement for the financial year ended 2024-25

- B. Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the schemes covered under the regulations in accordance with ‘Indian Accounting Standard 33 – Earning Per Share’ issued by Central Government or any other relevant accounting standards as issued from time to time.

Diluted EPS on consolidated basis for the year ended March 31, 2025, is Rs. 21.44/- and on Standalone basis is Rs. 2.96/-

Details related to Employees’ Stock Option Scheme (“ESOS”)

- i. A description including the general terms and condition of ESOS is summarized as under

Sr. No.	Particulars	AFSL Employee Stock Option 2023	AFSL Employee Stock Option 2024
a)	Date of shareholders’ approval	The ESOP Scheme is approved by the Shareholders on July 13, 2023	The ESOP Scheme is approved by the Shareholders on July 26, 2024
b)	Total number of options approved under ESOS	50,14,595 Options	25,07,297 Options
c)	Vesting requirements	The Compensation Committee, shall in its absolute discretion, have the authority to fix the vesting period in relation to Options and shall communicate to the Eligible Employee, at the time of grant, the time and the manner of vesting of options, subject to a minimum vesting period of one year	The NRCC shall in its absolute discretion, have the authority to fix the vesting period in relation to Options and shall communicate to the Eligible Employee, at the time of grant, the time and the manner of vesting of options, subject to a minimum vesting period of one year.
d)	Exercise price or pricing formula	The exercise price for the purposes of the grant of Options will be decided by the Compensation Committee at the time of grant of Options to the employees/directors. The exercise price shall be determined having regard to the closing price of the Company's equity shares quoted on the Stock Exchange immediately prior to the date	The exercise price for the purposes of the grant of Options will be decided by NRCC at the time of grant of Options to the employees/directors. The exercise price shall be determined having regard to the Volume Weighted Average Closing Price of the Company's equity shares quoted on the Stock

		of Grant of the Options, which for this purpose shall be the date on which the Compensation Committee meets to make its recommendations for the grant of Options. The Committee may, at its sole discretion, consider a discount to such closing price. The exercise price shall not be lower than the face value of the shares. The Committee may also fix different exercise prices for different classes of eligible employees. It may also fix different exercise prices for different eligible employees within a particular class of eligible employees.	Exchange of every 31 March (Financial Year End) immediately prior to the date of Grant of the Options less Discount, which for this purpose shall be the date on which NRCC meets to make its recommendations for the grant of Options. The Committee may, at its sole discretion, consider a discount to such closing price. The exercise price shall not be lower than the face value of the shares. The Committee may also fix different exercise prices for different classes of eligible employees. It may, also fix different exercise prices for different eligible employees within a particular class of eligible employees.
e)	Maximum term of options granted	The Maximum Exercise Period for exercise of the Option would be 5(five) years from the date of vesting of each tranche of the Option.	The Maximum Exercise Period for exercise of the Option would be 5(five) years from the date of vesting of each tranche of the Option.
f)	Source of shares (primary, secondary or combination)	Primary	Primary
g)	Variation in terms of options	None	None

- ii. Method used to account for ESOS - 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 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.

The Company follows fair value Method of accounting.

Option movement during the financial year 2024-25 (For each ESOS):

Particulars	AFSL Employee Stock Option 2023	AFSL Employee Stock Option 2024
Number of options outstanding at the beginning of the period	14,98,100	Nil

Number of options granted during the year	50,700	2,17,199
Number of options forfeited / lapsed during the year	7,500	Nil
Number of options vested during the year	5,01,869	Nil
Number of options exercised during the year	4,30,223	Nil
Number of shares arising because of exercise of options	4,30,223	Nil
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs, 8,60,446	Nil
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	11,11,077	2,17,199
Number of options exercisable at the end of the year	71,646	Nil

- iv. 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.

During the financial year 2024-25, 4,30,223 options were exercised.

- v. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –
- a) Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Sr. No.	Name of the Employee	No. of Options granted during FY25	
		AFSL Employee Stock Option 2023	AFSL Employee Stock Option 2024
1	Sheela Gupta	3,500	-
2	Bhavesh Suthar	-	2,000
3	Jignesh Shah	-	1,200
4	Rahul Agarwal	-	2,000
5	Saurav Garg	40,000	-

- 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; and

Sr. No.	Name of the Employee	No. of Options granted during FY25	
		AFSL Employee Stock Option 2023	AFSL Employee Stock Option 2024
1	Nirbhay Vassa	-	1,00,000
2	Chintan Mehta	-	1,00,000
3	Saurav Garg	40,000	-

- 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.

Nil

- vi. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information

The fair value of the options has been calculated by using Black Scholes Model. The assumptions used are as follows:-

Sr. No.	Particulars	AFSL Employee Stock Option 2023	AFSL Employee Stock Option 2024
a	Weighted-average values of share price (in ₹ per share)	411.55	411.55
b	Exercise price per share (in ₹)	2	201.48
c	Expected volatility was calculated based on closing price of stock	50.65%	50.65%
d	Expected option life	3.5 years from date of vesting	3.5 years from date of vesting
e	Expected dividends (in ₹ per share)	1	1
f	The risk-free interest rate and any other inputs to the model : The average Risk free interest is calculated from 10 years Government of India bond	6.77%	6.77%
g	The method used and the assumptions made to incorporate the effects of expected early exercise	Black Scholes Merton Valuation Model	Black Scholes Merton Valuation Model
h	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The expected volatility has been calculated based on the market price of the Company's shares	The expected volatility has been calculated based on the market price of the Company's shares
i	Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	Following factors have been considered: • Share Price • Exercise Price • Historical Volatility • Expected Option Price • Dividend Yield	Following factors have been considered: • Share Price • Exercise Price • Historical Volatility • Expected Option Price • Dividend Yield