

CENTUM ELECTRONICS LIMITED

Disclosure pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

[Pursuant to Regulation 14 read with Part F of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014]

SEBI vide its notification dated August 13, 2021 had issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ('SEBI Regulations').

The disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 for ESOP 2013 Plan and RSU 2021 are as follows:

SI No.	Particulars	ESOP 2013	RSU 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	Refer Note No. 46 forming part of the standalone financial statements for the financial year 2022-23	
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time	Refer Note 46 forming part of the standalone financial statements for the financial year 2022-23	
C	Details related to ESOS/RSU		
i	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including		

(a)	Date of shareholders' approval:	7th August, 2013	5 th October, 2021
(b)	Total number of options approved under ESOS:	The maximum aggregate number of Shares that may be subject to Options and granted under the Plan is 2,50,000 Equity Shares.	The total number of RSUs granted shall not exceed 1,75,000 Equity Shares.
(c)	Vesting requirements:	<ul style="list-style-type: none"> • 25% on completion of one year from the date of grant of option. • 25% on completion of two years from the date of grant of option. • 25% on completion of three years from the date of grant of option. • 25% on completion of four years from the date of grant of option. 	RSUs granted under this Plan would vest not earlier than minimum vesting period of 1 (one) year or such other period as may be prescribed under applicable laws and not later than maximum vesting period of 8 (eight) years from the date of grant of such RSUs
(d)	Exercise price or pricing formula:	The price payable for exercising the Option under the Plan as may be decided by the Nomination and Remuneration Committee on the basis of the Market Price of the Shares.	Options will be issued to employees of the Company and/or its subsidiaries at an exercise price, which shall be equal to the face value of the shares.
(e)	Maximum term of options granted:	The equity shares covered under these options vest over a period ranging from twelve to forty eight months from the date of grant. The exercise period is ten years from the date of vesting.	The exercise period is 5 years from the date of last vesting of RSU
(f)	Source of shares (primary, secondary or combination):	Primary	Primary
(g)	Variation in terms of options:	No variation was made in the terms of options during the financial year 2022-23	No variation was made in the terms of options during the financial year 2022-23
ii	Method used to account for ESOS - Intrinsic or fair value	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	Not Applicable	Not Applicable

	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.		
iv	Option movement during the year (For each ESOS)		
	Number of options outstanding at the beginning of the period	12,026	
	Number of options granted during the year	-	1,30,400
	Number of options forfeited / lapsed during the year	-	15,000
	Number of options vested during the year	-	-
	Number of options exercised during the year	-	-
	Number of shares arising as a result of exercise of options	-	-
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	-
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
	Number of options outstanding at the end of the year	12,026	1,15,400
	Number of options exercisable at the end of the year	12,026	-
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	Rs.71.25	Rs.10.00

vi	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	NIL	<table border="1"> <tr> <td>K S Desikan</td> <td>14,500</td> </tr> <tr> <td>Vinod Chippalkatti</td> <td>14,500</td> </tr> <tr> <td>Jagadish Singh</td> <td>10,500</td> </tr> <tr> <td>Sandhya Thyagarajan</td> <td>10,500</td> </tr> <tr> <td>Nandakishore V</td> <td>6,500</td> </tr> </table>	K S Desikan	14,500	Vinod Chippalkatti	14,500	Jagadish Singh	10,500	Sandhya Thyagarajan	10,500	Nandakishore V	6,500
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(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	NIL	NIL										
(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	NIL										
vii	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:												
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Refer Note No. 46 forming part of the standalone financial statements for the financial year 2022-23											
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	----“----											
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was	----“----											

	based on historical volatility; and	
(d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	----“----