



## IRIS Business Services Limited

### Disclosure under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI Regulations”) for the year ended 31<sup>st</sup> March, 2019

In terms of Regulations 14 of the SEBI Regulations following Disclosures are made by the Company for the “IRIS Business Services Limited – Employee Stock Option Scheme 2017” (“Scheme”).

#### (A)

(i) Any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations. **Not Applicable**

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

Particulars	31.03.2019
Date of Grant of Options	11 <sup>th</sup> October, 2017
No. of Options Outstanding at the beginning of the year	7,00,000
Options Granted during the year	--
Options Forfeited / Cancelled / Surrendered during the year	1,40,000
Options exercised during the year	--
Options Lapsed during the year	8000
Number of options Outstanding at the end of the year	5,52,000
Vesting period	Please refer table C below
Method of settlement	Shares (equity)
Exercise Price	Rs. 32/-

(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 ICAI or any other relevant accounting standards as prescribed from time to time. **Not applicable as there was no issue of shares during the FY 2017-18 and FY 2018-19.**

#### (C) Details related to ESOS:

(i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

Date of shareholders' approval	13 <sup>th</sup> September, 2017
Total number of options approved under ESOS	7,00,000
Vesting requirements	Employee Stock Options granted under Scheme shall vest not earlier than 1 (One) year and not later than maximum Vesting Period of 4 (Four) years from the date of Grant and that different vesting period may be decided by the Nomination and Remuneration Committee (“NRC”) for employees at discretion of the NRC.



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Exercise price or pricing formula	The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee being not lesser than the face value of the Share underlying such Option as on date of Grant.
Maximum term of options granted	Nine years
Source of shares (primary, secondary or combination)	N.A. (Upon exercise of Options, fresh shares will be issued to the applicant)
Variation in terms of options	N.A.
Method used to account for ESOS - Intrinsic or fair value	Fair Value
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.	N.A.
Option movement during the year	Please see Table D below
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.	N.A.
(a) options granted;	7,00,000
(b) options vested;	4,96,500
(c) options exercised;	Nil
(d) the total number of shares arising as a result of exercise of option;	Nil
(e) options lapsed / cancelled;	1,48,000
(f) the exercise price;	Rs. 32/- per Option
(g) variation of terms of options;	N.A.
(h) money realized by exercise of options;	N.A.
(i) total number of options in force;	5,52,000
(j) employee wise details of options granted to:—	
(i) senior managerial personnel/ key managerial personnel.	N.A.
(ii) any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year.	Refer Table - E below



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(iii) Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	N.A.
(k) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
(i) 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;	Please refer Note 30 to the Standalone financials of the Company
(ii) the method used and the assumptions made to incorporate the effects of expected early exercise;	Please refer Note 30 to the Standalone financials of the Company
(iii) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Since shares of the Company got listed only on the Grant Date and there is no history of share price trading, expected volatility had been derived from historic values NSE ViX index as on the Grant date.
(iv) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	N.A.

### (D) Option movement during the year

Particulars	Details
Number of options outstanding at the beginning of the period	7,00,000
Number of options granted during the year	Nil
Number of options forfeited / lapsed during the year	1,48,000
Number of options vested during the year	4,96,500
Number of options exercised during the year	Nil
Number of shares arising as a result of exercise of options	Nil
Money realized by exercise of options (INR), if scheme is implemented directly by the company	N.A.
Loan repaid by the Trust during the year from exercise price received	N.A.
Number of options outstanding at the end of the year	5,52,000
Number of options exercisable at the end of the year	4,96,500



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(E) Any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year \*

Sr. No	Name	Designation	Exercise Price (Rs.)	Options Granted
1	Shilpa Dhobale	XBRL Consulting Team – Head	Rs. 32/- per Option	40,000
2	Arup Ganguly	Head of Sales		40,000
3	Rahul Dhamne	XBRL Consulting Team – Principal		40,000
4	Gautam Mahanti	Vice President - Enterprise Reporting		50,000
5	Pradip Dey	Head Delivery		40,000

\* The table excludes the ex-employee(s) who are no longer associated with the company

(F) Disclosures in respect of grants made in three years prior to IPO under each ESOS: Not Applicable

(G) Details related to ESPS/ SAR / GEBS / RBS: Not Applicable

(H) Details related to Trust: Not Applicable