

Employees Stock Option Plan

Disclosure Pursuant to Regulation 14 of Securities and Exchange Board of India SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for Financial Year 2024-2025

1. GENERAL DISCLOSURES

- 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 –**

Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the year 2024-2025

- b. **Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33- Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

The diluted Earnings per Share (EPS) as on March 31, 2025 pursuant to issue of shares on exercise of options under ESOP 2020 calculated in accordance with Ind AS-33 is Rs. 56.89

2. SCHEME SPECIFIC DISCLOSURES

c. Details related to Employee Stock Option Plan ("ESOP 2020")

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

i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –		
Sr. No.	Particulars	Details/ Disclosures
a.	Date of Shareholder's Approval	September 30, 2020
b.	Total number of options approved under ESOP 2020	15,00,000 (Fifteen Lakhs)
c.	Vesting requirements	Minimum Vesting period of 1 year and maximum of 7 years
d.	Exercise price or pricing formula	The Exercise Price shall be as may be decided by the Committee as is allowed under the SEBI (SBEB and Sweat Equity) Regulations which in any case will not be lower than the face value of the equity shares of the Company on the date of such grant. Further the Exercise Price can be different for different set of employees for options granted on same / different dates.

Dynacons Systems & Solutions Limited

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Certified ISO 9001:2015, ISO 20000 – 1:2018, ISO – 27001:2022 , CMMI Maturity Level 5

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e.	Maximum term of options granted	<p>Grant I Vested options can be exercised after August 10, 2023, and within a period of 2 years from that date</p> <p>Grant II Vested options can be exercised after August 10, 2024, and within a period of 2 years from that date</p> <p>Grant III Options granted under ESOP 2020 would vest over a period of 1 year for 12,750 options granted from the date of grant of such options (date of grant- January 09, 2025)</p>
f.	Sources of Share (Primary, Secondary or Combination)	Primary
g.	Variation in terms of Options	Nil
ii) Method used to account for ESOP - Intrinsic or fair value		
	Method used to account for ESOP 2020	Fair Value Method
	(iii) Where the company opts for expensing of the options using the intrinsic value of the options	NA
(iv) Option movement during the year		
a	Number of options outstanding at the beginning of the period	12,350
b	Number of options granted during the Year	12,750
c	Number of options forfeited / lapsed during the year	150
d	Number of options vested during the year	11,950
e	Number of options exercised during the year	12,200 options exercised
f	Number of shares arising as a result of exercise of options	12,200 Equity shares
g	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 1,22,000/-
h	Loan repaid by the Trust during the year from exercise price received	NA
I	Number of options outstanding at the end of the year	12,750
j	Number of options exercisable at the end of the year	50 options are exercisable as on March 31, 2025.

v) Weighted-average exercise prices and weighted –average fair value of options

a	Weighted-average exercise prices and Face Value	Weighted-average exercise price- Rs. 10 per share Face Value -Rs. 10 each
b	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. 296.63 per option for 21,550 options granted and Rs. 297.29/- per option for 11,950 options granted

vi) Employees Details who were granted options during the year

a	Key Managerial Personnel and Senior Managerial Personnel-Nil		
	Sr. No.	Name of Senior Managerial Personnel	Number of options Granted
	Nil	Nil	Nil
b	Employee who received grant in any one year equal to or more than 5% of Options granted during the Year	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	

vii) A description of the method and significant assumptions used to estimate fair value of options

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	For 21,550 options granted		
		Sr. No.	Method	Disclosure
		1	Grant date share price (Rs. Per share)	305.40
		2	Exercise price (Rs. Per share)	10
		3	Expected volatility	70.25%
		4	Expected Option life (Years)	2.00
		5	Expected Dividends	—
		6	Risk-free interest rate	6.57%

		For 11,950 options granted		
		Sr. No.	Method	Disclosure
		1	Grant date share price (Rs. Per share)	305.40
		2	Exercise price (Rs. Per share)	10
		3	Expected volatility	70.25%
		4	Expected Option life (Years)	3.00
		5	Expected Dividends	=
		6	Risk-free interest rate	6.88%
b	the method used and the assumptions made to incorporate the effects of expected early exercise	At present we do not have any plan of early exercise.		
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The volatility of share price returns is estimated from the actual movement in share prices of the Company over 52 weeks preceding the grant date. This historical volatility is the annualised standard deviation of the continuously compounded rates of daily stock returns		
d	Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	No other features apart from that disclosed above were incorporated into the measurement of fair value of the option/offer.		
Disclosures in respect of grants made in three years prior to IPO under each ESOP		NA		