

ESOP Annexure

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2012 as on March 31, 2026

A. Employee Stock Options Scheme, 2017

The shareholders of the Company had approved Employee Stock Options Scheme, 2017 through Postal Ballot on February 10, 2017, in compliance with the ESOP Regulations. The Scheme has also been amended vide Shareholder's Resolution dated March 15, 2026. The disclosures in pursuance of ESOP Regulations are as under:

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

The disclosures are provided in Note 2.41 of the Standalone Financial Statements of the Company for the year ended March 31, 2026.

The members of the Company had approved 'Employee Stock Option Scheme, 2017' through Postal Ballot on February 10, 2017. The Scheme has also been amended vide Shareholder's Resolution dated March 15, 2026. The plan envisaged grant of stock options to eligible employees at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee.

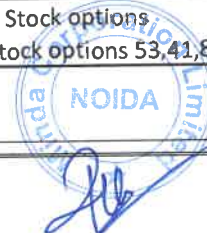
Under the revised Plan, upto 21,23,323 stock options (original stock options 53,41,840) can be issued to eligible employees of the Company and its subsidiaries, whether working in India or out of India, including any Director of the Company and its subsidiaries, whether whole time or otherwise excluding the Independent Directors. Under the revised Plan, each option, upon vesting, shall entitle the holder to acquire one equity share of Rs. 2 each. The options granted will vest gradually over a period not earlier than one year and not later than five years from the date of Grant of such Options. Vesting of Options is a function of achievement of performance criteria or any other criteria, as specified by the Committee and communicated in the grant letter.

- 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.**

Rs. 10.10

C. Details related to Employees Stock Option Scheme (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 -	
a)	Date of shareholders' approval	February 10, 2017
b)	Date of shareholders' approval for amendment	March 15, 2026
c)	Total number of options approved under ESOS	21,23,323 Stock options (original stock options 53,41,840)
d)	Vesting requirements	



Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time.

Summary of vesting and lock-in provisions are given below:

Grant -1

Sr. No	Vesting Schedule		
	% of options scheduled to vest	Vesting date	Lock-in period
1	20%	1 year from grant date	NIL
2	20%	2 year from grant date	NIL
3	20%	3 year from grant date	NIL
4	40%	4 year from grant date	NIL

Summary of vesting and lock-in provisions are given below:

Grant -2

Sr. No	Vesting Schedule		
	% of options scheduled to vest	Vesting date	Lock-in period
1	40%	1 year from grant date	NIL
2	40%	2 year from grant date	NIL
3	20%	3 year from grant date	NIL

Summary of vesting and lock-in provisions are given below:

Grant -3

Sr. No	Vesting Schedule		
	% of options scheduled to vest	Vesting date	Lock-in period
1	60%	1 year from grant date	NIL
2	40%	2 year from grant date	NIL

Summary of vesting and lock-in provisions are given below:

Grant -4 (pertains to grants given to the employee of one of the subsidiaries)

Sr. No	Vesting Schedule		
	% of options scheduled to vest	Vesting date	Lock-in period
1	33%	1 year from grant date	NIL
2	33%	2 year from grant date	NIL
3	34%	3 year from grant date	NIL



e)	Exercise formula price or pricing	<p>Exercise Price means the price payable by an Employee in order to Exercise the Options granted to him in pursuance of the ESOP 2017.</p> <p>The options will be granted at an exercise price equal to the latest available closing price discounted by 50% or such other percentage as may be decided by the Nomination and Remuneration Committee and approved by the Board of Directors, prior to the date of the meeting of the Nomination and Remuneration Committee, in which options are granted, on the stock exchange on which the Company's shares are listed.</p>
f)	Maximum term of options granted	The options granted will vest gradually over a period not earlier than 1 (one) year and not later than 5 (five) years from the date of grant of such options.
g)	Source of shares (primary, secondary or combination)	Primary
h)	Variation in terms of options	None
ii.	Method used to account for ESOP - Intrinsic Value Method or Fair Value	
	Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model	
iii.	Where the Company opts for expensing of the options using the intrinsic value of the options	
a)	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	N. A
b)	Impact of this difference on profits and on EPS of the Company Reported Proforma (Adjusted)	N. A
iv.	Option movement during the year:	
	Particulars	Details (ESOP 2017)
	Number of options outstanding at the beginning of the period	1,20,000
	Number of options granted during the year	57,388
	Number of options forfeited / lapsed during the year	(80,000)
	Number of options vested during the year	1,20,000
	Number of options exercised during the year	40,000



	Number of shares arising as a result of exercise of options	40,000								
	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	NIL								
	Loan repaid by the Trust during the year from exercise price received	NIL (Interest of Rs 58,37,000/- received from Trust)								
	Number of options outstanding at the end of the year	57,388 stock options								
	Number of options exercisable at the end of the year	40,000								
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: -	Please refer Note no.2.41 of Notes to the Standalone Financial Statements of the Company for the year ended on March 31,2026.								
vi.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to-	<p>1. "Senior Management" as defined under regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: - NIL</p> <table border="1"> <tr> <td>name of employee</td> <td>Mr. Ajay Agarwal</td> </tr> <tr> <td>designation</td> <td>Group CFO, President-Finance & Strategy</td> </tr> <tr> <td>number of options granted during the year</td> <td>57,388</td> </tr> <tr> <td>exercise price</td> <td>Rs 2/- per Stock Options</td> </tr> </table> <p>2. Any other employee who received a grant in any one year of option amounting to 5% or more of options granted during the year: - NIL</p> <p>3. Identified employees who were granted options, 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</p>	name of employee	Mr. Ajay Agarwal	designation	Group CFO, President-Finance & Strategy	number of options granted during the year	57,388	exercise price	Rs 2/- per Stock Options
name of employee	Mr. Ajay Agarwal									
designation	Group CFO, President-Finance & Strategy									
number of options granted during the year	57,388									
exercise price	Rs 2/- per Stock Options									
(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:									
	Share Price as on the grant date (Rs.)	Rs. 522.75 per share Options granted based on Price as on 1 st June 2025. The options were granted by Nomination and Remuneration Committee on 20 th December 2025. The price on the said date was Rs 596.85.								
	Exercise Price (Rs.)	Rs. 2 per stock option								
	Expected volatility	42.2% - 68.3%								
	Expected option life (In Years)	2 - 4 years								



	Expected dividend yield	0.4% - 1.0%
	Risk-free interest rate	4.2%-7.5%
	Any other input to the made	NIL

b	the method used and the assumptions made to incorporate the effects of expected early exercise	Black Scholes option pricing model
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The expected volatility was determined based on historical volatility data. Volatility has been considered for periods, corresponding to the respective expected lives of the different vests, prior to the grant date. Daily volatility of the Company's stock price on NSE over these years has been considered.
d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Not applicable
vii	Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made - Not Applicable	

B. Details related to ESPS

i. General information

Sl. No.	Particulars	Details
1	Name of the Trust	Minda Corporation Limited Employee Stock Options Scheme Trust
2	Details of the Trustee	1. Mr. Praveen Gupta 2. Mr. Ashim Vohra
3	Amount of loan disbursed by Company / any Company in the group, during the year	Nil
4.	Amount of loan outstanding (repayable to Company / any Company in the group) as at the end of the year (March 31, 2025)	Loan Amount: Rs. 10,19,55,000
5	Amount of loan, if any, taken from any other source for which Company / any Company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL



ii. Brief details of transactions in shares by the Trust

a)	Number of shares held at the beginning of the year	37,58,517 Equity Shares
b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	—
c)	Number of shares transferred to the employees / sold along with the purpose thereof	40,000 Equity Shares
d)	Number of shares held at the end of the year	37,18,517 Equity Shares

iii. In case of secondary acquisition of shares by the Trust

Number of shares	NIL
Held at the beginning of the year	NIL
Acquired during the year	NIL
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	NIL

B. Employee Stock Options Scheme, 2025

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2026

The shareholders of the Company had approved Employee Stock Options Scheme, 2025 through Postal Ballot on March 15, 2026, in compliance with the ESOP Regulations. The disclosures in pursuance of ESOP Regulations are as under:

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

The disclosures are provided in Note 2.41 of the Standalone Financial Statements of the Company for the year ended March 31, 2026.

- (i) The members of the Company had approved 'Employee Stock Option Scheme, 2025' through Postal Ballot on March 15, 2026. The plan envisaged grant of stock options to eligible employees at an Exercise Price which shall be determined by the Committee which shall not be less than the face value of Shares of the Company.

Under the Plan, upto 32,18,517 (Thirty Two Lakh Eighteen Thousand Five Hundred and Seventeen only) stock options can be issued to eligible employees of the Company and its subsidiaries, whether working in India or out of India, including any Director of the Company and its subsidiaries, whether whole time or otherwise excluding the Independent Directors. Under the Plan, each option, upon vesting, shall entitle the holder to acquire one equity share of Rs. 2 each. The options granted will vest gradually over a period not earlier than one year and not later than five

years from the date of Grant of such Options. Vesting of Options is a function of achievement of performance criteria or any other criteria, as specified by the Committee and communicated in the grant letter.

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.

Rs. 10.10 per share

C. Details related to Employees Stock Option Scheme (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 -	
a)	Date of shareholders' approval	March 15, 2026
b)	Total number of options approved under ESOS	32,18,517 stock options
c)	Vesting requirements	
	<p>Vesting of Options would be subject to continued employment with the Company and thus the Options would vest on passage of time.</p> <p>Summary of vesting and lock-in provisions are given below: No grant has been done till 31st March 2026 under ESOP Scheme 2025 however provision as per Scheme is given below:</p> <p>Vesting: The Exercise Period for Vested Options shall be a maximum of 1 (One) year commencing from the relevant date on which the Options are vested, or such other shorter period as may be prescribed by the Committee at time of grant. All the vested Options can be exercised by the option grantee at one time or at various points of time within the specified exercise period.</p> <p>Period of Lock-in: The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.</p>	



d)	Exercise formula price or pricing	<p>Exercise Price means the price payable by an Employee in order to Exercise the Options granted to him in pursuance of the ESOP 2025.</p> <p>(i) The Exercise Price per Option shall be determined by the Committee which shall not be less than the face value of Shares of the Company.</p> <p>(ii) The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.</p> <p>(iii) Payment of the Exercise Price shall be made by a crossed cheque, or a demand draft drawn in favor of the Company/ Trust or in such other manner as the Committee may decide from time to time.</p>
e)	Maximum term of options granted	The options granted will vest gradually over a period not earlier than 1 (one) year and not later than 5 (five) years from the date of grant of such options.
f)	Source of shares (primary, secondary or combination)	Primary
g)	Variation in terms of options	None
ii.	Method used to account for ESOP - Intrinsic Value Method or Fair Value	
	Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model	
iii.	Where the Company opts for expensing of the options using the intrinsic value of the options	
a)	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	N. A
b)	Impact of this difference on profits and on EPS of the Company Reported Proforma (Adjusted)	N. A
iv.	Option movement during the year:	
	Particulars	Details (ESOP 2025)
	Number of options outstanding at the beginning of the period	NIL
	Number of options granted during the year	NIL
	Number of options forfeited / lapsed during the year	NIL



	Number of options vested during the year	NIL
	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	NIL
	Loan repaid by the Trust during the year from exercise price received	NIL
	Number of options outstanding at the end of the year	NIL
	Number of options exercisable at the end of the year	NIL
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: -	Please refer Note no.2.41 of Notes to the Standalone Financial Statements of the Company for the year ended on March 31,2026.
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to- <ul style="list-style-type: none"> 4. "Senior Management" as defined under regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: - NIL 5. Any other employee who received a grant in any one year of option amounting to 5% or more of options granted during the year: - NIL 6. Identified employees who were granted options, 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 during the year to estimate the fair value of options including the following information:	
a	The weighted average values:	
	Share Price as on the grant date (Rs.)	Not Applicable (No grant has been done)
	Exercise Price (Rs.)	The Exercise Price per Option shall be determined by the Committee which shall not be less than the face value of Shares of the Company
	Expected volatility	32.7 %
	Expected option life (In Years)	3 years
	Expected dividend yield	0.2%
	Risk-free interest rate	5.9 %



	Any other input to the made	NIL
b	the method used and the assumptions made to incorporate the effects of expected early exercise	Black Scholes option pricing model
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The expected volatility was determined based on historical volatility data. Volatility has been considered for periods, corresponding to the respective expected lives of the different vests, prior to the grant date. Daily volatility of the Company's stock price on NSE over these years has been considered.
d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Not applicable
vii	Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made - Not Applicable	

C. Details related to ESPS

General information

Sl. No.	Particulars	Details
1	Name of the Trust	Minda Corporation Limited Employee Stock Options Scheme Trust
2	Details of the Trustee	1. Mr. Ashim Vohra 2. Mr. Praveen Gupta
3	Amount of loan disbursed by Company / any Company in the group, during the year	Rs. 10,19,55,000
4.	Amount of loan outstanding (repayable to Company / any Company in the group) as at the end of the year (March 31, 2025)	Loan Amount: Rs. 10,19,55,000
5	Amount of loan, if any, taken from any other source for which Company / any Company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL



iv. Brief details of transactions in shares by the Trust

a)	Number of shares held at the beginning of the year	37,58,517 Equity Shares
b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	—
c)	Number of shares transferred to the employees / sold along with the purpose thereof	40,000 Equity Shares under ESOP Scheme 2017
d)	Number of shares held at the end of the year	37,18,517 Equity Shares

v. In case of secondary acquisition of shares by the Trust

Number of shares	NIL
Held at the beginning of the year	NIL
Acquired during the year	NIL
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	NIL

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