

**The Disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular dated June 16, 2015 on ESOP disclosures**

Sl. No.	Particulars	Status of compliance
A	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.	Please refer to Note No. 51 of the Annual report – 2019-2020
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 ICAI or any other relevant accounting standards as prescribed from time to time	Rs.46.56
C	Details related to ESOS / RSU/Trust	
	i. A description of each ESOS that existed at any time during the year including general terms and conditions of each ESOS, including – (a) Date of shareholders' approval (b) Total number of options approved under ESOS (c) Vesting requirements (d) Exercise price or pricing formula (e) Maximum term of options granted (f) Source of shares (primary, secondary or combination) (g) Variation in terms of options	Details are provided in Annexure -1
	(ii) Method used to account for ESOS – Intrinsic or Fair Value	The Company uses the Fair value based method of accounting for stock options granted after 1st April 2005.
	(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.	N.A
	(iv) Option movement during the year ( for each ESOS)	Details are provided in Annexure - 2
	(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.	Details provided in Annexure - 3
	(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;	Details provided in Annexure - 4
	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	None of the employees granted more than 5% or more options granted during the year
	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.	None of the employees granted more than 1% of issued capital
	(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;	Details provided in Annexure - 3
	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 option grant were incorporated into the measurement of fair value, such as a market condition.	

- D. Details related to ESPS - Not Applicable  
 E. Details related to SAR - Not Applicable  
 F. Details related to GEBS / RBS - Not Applicable

**G. Details related to Trust**

**I. ESOP-A:**

**(i) General information on ESOP-A**

Sl. No.	Particulars	Status of compliance
1	Name of the Trust	Satyam Associates Trust
2	Details of the Trustee(s)	Mr. Vinay Agrawal Mr. S. Raji Reddy Mr. Vishwanath Kini
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	Nil
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 : 71,556  
 (b) Number of shares acquired during the year through : Nil  
     (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 : 20,556 based on exercise of warrants  
 (d) Number of shares held at the end of the year (a +b-c) : 51,000

**(iii) In case of secondary acquisition of shares by the Trust : Not Applicable**

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was Obtained
Held at the beginning of the year	Not Applicable
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	

**II. ESOS:**

**(i) General information on the Scheme**

Sl. No.	Particulars	
1	Name of the Trust	Mahindra Engineering Services Employees Stock Option Trust
2	Details of the Trustee(s)	Mr. Vinay Agrawal Mr. Vishwanath Kini Mr. S. Raji Reddy
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	Nil
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 : 23,784
- (b) Number of shares acquired during the year through
  - (i) primary issuance
  - (ii) secondary acquisition, also as a percentage of paid up equity capital : Nil 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 : 5252
- (d) Number of shares held at the end of the year : 18,532

**(iii) In case of secondary acquisition of shares by the Trust : Not Applicable**

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	Not Applicable
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	

Particulars	ESOP-2000	ESOP-2006	ESOP-2010	ESOP-2014	ESOP-B-2013	TML-RSU	ESOP-A	TML-ESOS	ESOP-2018
(a) Date of shareholders' approval	July 26, 2000	January 16, 2006	December 28, 2010	August 1, 2014	August 12, 2013	August 12, 2013	November 7, 2013	January 30, 2013	July 31, 2018
(b) Total number of options approved under ESOS	14,98,800	49,61,270	23,00,000	40,00,000	34,03,013	12,82,721	2,42,802	30,144	50,00,000
(c) Vesting Requirements	Vesting under these scheme will commence after a period of 12 months from the date of grant, subject to fulfilling the performance conditions as decided by the Board/ Nomination and Remuneration committee from time to time								
(d) Exercise price or pricing formula	Options granted prior to the listing of the Company's shares were based on the annual valuation done by an independent Chartered Accountant. Post listing, Options were granted at an exercise price not less than the face value of the shares								
	Options granted prior to the listing of the Company's shares were based on the annual valuation done by an independent Chartered Accountant. Post listing, Options were granted at an exercise price not less than the face value of the shares	Options were granted at the face value of the shares.	The price determined by the Nominations & Remuneration Committee of Directors from time to time in accordance with the notifications, Guidelines and clarifications issued by SEBI or other statutory authority from time to time as applicable.	Up to 26th September 2013, options were priced at higher of 1) The closing price of the shares on the date of the meeting of the compensation committee convened to grant the stock options on the stock exchange where highest volumes are traded OR 2) The average of two weeks high and low price of the share preceding the date of grant of option on the stock exchange on which the shares of the company are listed; whichever is higher Post 26th September 2013: The options are priced as per the latest available closing price on the Stock Exchange with the highest trading volume, prior to the meeting of the Compensation Committee in which options were granted.	Options were granted at the face value of the shares.	The price determined by the Board of Directors from time to time in accordance with the notifications, Guidelines and clarifications issued by SEBI or any other statutory authority from time to time as applicable.	The price determined by the Nominations & Remuneration Committee of Directors from time to time	The price determined by the Nominations & Remuneration Committee of Directors from time to time in accordance with the notifications, Guidelines and clarifications issued by SEBI or any other statutory authority from time to time as applicable.	The price determined by the Nominations & Remuneration Committee of Directors from time to time in accordance with the notifications, Guidelines and clarifications issued by SEBI or any other statutory authority from time to time as applicable.
(e) Maximum term of options granted	No further grants are made under these scheme's pursuant shareholder approval dated August 1, 2014	7 years from the date of initial grant under the plan	5 years from the date of initial grant under the plan	5 years from the date of each vesting	5 years from the date of each vesting	5 years from the date of each vesting	180 days from the date of each vesting	7 years from the date of each vesting	5 years from the date of each vesting
(f) Source of shares (primary, secondary or combination)	Primary shares								
(g) Variation in terms of options	No variation								





Particulars	ESOP 2000	ESOP 2006	ESOP 2010	ESOP 2014	ESOP-A	TMLE SOP B 2013	TML RSU	TML ESOS	ESOP 2018	Total
Weighted average fair value of Options granted during the year, whose										
<b>1st April 2018-31st Mar 2019</b>										
(a) Exercise price equals market price	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
(b) Exercise price is greater than market price	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
(c) Exercise price is less than market price	Nil	Nil	Nil	653.08	Nil	Nil	Nil	Nil	Nil	
G. Method and Assumptions used to estimate the fair value of options granted during the year										
<b>1st April 2019-31st Mar 2020</b>										
The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows										
	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	
1. Risk Free Interest Rate	Nil	Nil	Nil	6.07	Nil	Nil	Nil	Nil	6.46	
2. Expected Life (in years)	Nil	Nil	Nil	4.55	Nil	Nil	Nil	Nil	4.55	
3. Expected Volatility	Nil	Nil	Nil	27.78	Nil	Nil	Nil	Nil	27.63	
4. Dividend Yield	Nil	Nil	Nil	1.82	Nil	Nil	Nil	Nil	1.61	
5. Price of the underlying share in market at the time of the option grant (Rs.)	Nil	Nil	Nil	769.50	Nil	Nil	Nil	Nil	757.07	
<b>1st April 2018-31st Mar 2019</b>										
	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	Weighted Average Assumptions	
1. Risk Free Interest Rate	Nil	Nil	Nil	7.63	Nil	Nil	Nil	Nil	Nil	
2. Expected Life (in years)	Nil	Nil	Nil	4.55	Nil	Nil	Nil	Nil	Nil	
3. Expected Volatility	Nil	Nil	Nil	28.11	Nil	Nil	Nil	Nil	Nil	
4. Dividend Yield	Nil	Nil	Nil	1.47	Nil	Nil	Nil	Nil	Nil	
5. Price of the underlying share in market at the time of the option grant (Rs.)	Nil	Nil	Nil	707.21	Nil	Nil	Nil	Nil	Nil	

**ESOP 2018 Grant date wise assumptions used in the model are as follows:**

Variables	21-May-19	31-Jul-19	5-Nov-19	30-Jan-20
Number of Options	905000.00	649000.00	42000.00	1171060.00
Price of the underlying share in market at the time of the option grant (Rs.)	779.35	640.25	769.50	804.15
Expected Volatility	27.91	27.69	27.78	27.38
Riskfree Interest Rate	6.92	6.20	6.07	6.26
Expected Life (in years)	4.55	4.55	4.55	4.55
Dividend yield	1.55	1.64	1.82	1.64
Fair Value	722.72	590.53	704.69	742.68

**ESOP 2014 Grant date wise assumptions used in the model are as follows:**

Variables	5-Nov-19
Number of Options	344000.00
Price of the underlying share in market at the time of the option grant (Rs.)	769.50
Expected Volatility	27.78
Riskfree Interest Rate	6.07
Expected Life (in years)	4.55
Dividend yield	1.82
Fair Value	704.69

Pursuant to the merger of Tech Mahindra Limited and Satyam Computer Services, the existing ESOP Plans of Satyam Computer Services were taken over by Tech Mahindra Limited and accordingly the number of options and exercise price are amended based on the swap ratio. Options granted during the year does not include options of Satyam Computer Services taken over by Tech Mahindra Limited



## ANNEXURE -4

ID	Employee Name	Designation	Grant Date	Exercise Price	Options Granted	Scheme Name
620796	Vineet Vij	Global Function Head-(Support)	21-05-2019	5	25,000	ESOP2018
27952	Sandeep Chandna	Chief Sustainability Officer	21-05-2019 & 30-01-2020	5	28,000	ESOP2018
634787	Pawan Sharma	Global Function Head-(Support)	31-07-2019	5	32,000	ESOP2018
311586	Harshvendra Soin	Chief People Officer	31-07-2019	5	25,000	ESOP2018
326650	Vivek Agarwal	Global Head For Enterprise Verticals Solutions And Portfolio Companies	31-07-2019 & 30-01-2020	5	40,000	ESOP2018
1215	Mitra Jagdish	Chief Strategy Officer	31-07-2019	5	25,000	ESOP2018
20200	Manoj Bhat	Chief Financial Officer	31-07-2019 & 30-01-2020	5	53,000	ESOP2018
291745	Lakshmanan Chidambaram	President, Americas Strategic Verticals	05-11-2019	5	13,000	ESOP2014