

# DETAILS OF EMPLOYEE STOCK OPTIONS SCHEME

Disclosure pursuant Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) as on March 31, 2025

## DESCRIPTION OF THE ESOP SCHEMES

The Company has formulated and implemented Employee Stock Option Plans viz. Suyog Stock Option Scheme 2018, the details of which are provided as follows:

**Suyog Employee Stock Option Scheme 2018 (“ESOP 2018”):** Our Company adopted ESOP 2018, pursuant to resolutions passed by our Board and Shareholders dated September 24, 2018. The purpose of ESOP 2018 is to reward eligible employees of our Company (as defined in ESOP 2018) for their performance in our Company and to share the wealth created by our Company with them. The aggregate number of Equity Shares issued under ESOP 2018, upon exercise, shall not exceed 20,30,880 Equity Shares at such price and on such terms and conditions as may be fixed or determined by the Board. ESOP 2018 is in compliance with the SEBI SBEB Regulations.

The disclosures pursuant to Regulation 14 of the SEBI SBEB Regulations are as follows:

Sr. No.	Particulars	Details
1.	The board of directors in its report shall disclose any material change in the scheme(s) and whether Scheme(s) is/are in compliance with the regulations	Refer to the Board’s Report.
2.	Further the following details, inter alia, are disclosed on the Company’s website and a web link is provided in the report of Board of Directors	
A	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 ‘Guidance note on accounting for employee share-based payments’ issued in that regards from time to time.	Disclosed in Notes to Accounts – Notes to Standalone Financial Statements for the year ended March 31, 2025, of the Annual report respectively (Disclosure are provided in accordance with Ind-AS 102 – Share Based Payment).
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Accounting Standards 20- Earnings Per Share’ Issued by Central Government or any other relevant accounting standards as issued from time to time.	Refer to standalone financial statements.
C	Details related to Employee Stock Options Schemes for the Financial Year ending March 31, 2025:	

Sr. No	Particulars	ESOP 2018
i.	A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including -	
a.	Date of shareholders' approval	24-Sep-18
b.	Total number of options/units approved	20,30,880
c.	Vesting requirements	The vesting period of options granted shall vest in not less than one year and not more than five years from the date of grant of such options.
d.	Exercise price or pricing formula	Rs. 100/- per option
e.	Maximum term of options/units granted	The maximum term of options granted shall vest in not more than five years from the date of grant of such options.
f.	Source of shares	Primary
g.	Variation in terms of options	Nil
ii.	Method used to account for ESOP	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 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 <i>disclosed</i> .	Not Applicable

**iv. Movement during the year (For each ESOP):****ESOP 2018**

Particulars		FY 2021	FY 2022	FY 2023	FY 2024	FY 2025
1	Number of options outstanding at the beginning of the period	20,30,880	15,23,160	15,23,160	15,23,160	10,15,440
2	Number of options granted during the year	-	-	-	5,07,720	-
3	Number of options forfeited / lapsed during the year	Nil	Nil	Nil	Nil	Nil
4	Number of options vested during the year	5,07,720	-	-		5,07,720
5	Number of options exercised during the year	-	3,28,000	54,400	1,25,320	Nil
6	Number of shares arising as a result of exercise of options		3,28,000		1,79,720	Nil
	Money realized by exercise of options (in Rs.) if scheme is implemented directly by the Company		3,28,00,000	5,440,000	1,25,32,000	
8	Loan repaid by the Trust during the year from exercise price received	NA	NA	NA	NA	NA
9	Number of options outstanding at the end of the year	-	-	-	-	15,23,160
10	Number of options exercisable at the end of the year	5,07,720	1,79,720	1,25,320	-	5,07,720

**v. Weighted-average exercise prices and weighted-average fair values of options**

1	Where the exercise price is less than the market price of the stock	Weighted average exercise price is Rs. 100/-
2	Where the exercise price equals the market price of the stock	NA
3	Where the exercise price is more than the market price of the stock	NA

**vi. Employee wise details (name of employee designation number of options granted during the year exercise price) of options granted to -**

Particulars	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025
a) senior managerial personnel;					
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					
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.					

No options were granted during this period

**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. Weighted-average values of share price**

Exercise Price					
Expected Volatility					
Expected Option Life					
Expected Dividends					
The risk free interest rates					
Any other inputs to the model					
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.					
viii. Disclosures in respect of grants made in three years prior to IPO under each ESOP					

As provided in notes to accounts of Standalone Financial Statements

By order of the Board of Directors  
For **Suyog Telematics Limited**

Place: Mumbai  
Date: August 12, 2025

**Shivshankar Lature**  
Managing Director  
DIN: 02090972

**Vivek Lature**  
Whole Time Director  
DIN: 02274098