

Disclosure under Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity shares) Regulations, 2021 for the year ended 31st March, 2022 in respect of ESOP 2022

A. 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.

The disclosures are provided in the Note 28 to the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2022

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 102 – Share based payment" notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 or any other relevant accounting standards as prescribed from time to time. :

As there is no issue of shares under the Schemes there is no impact on diluted EPS.

C. Details related to Employees Stock Option Schemes (ESOS) as on 31st March, 2022:

No.	Name of Scheme	JSWHL Employees Stock Ownership Plan – 2016 ('ESOP-2016')			Shri O. P. Jindal Employees Stock Ownership Plan (JSWHL) 2021 ('ESOP-2021')
		1 st Grant	2 nd Grant	3 rd Grant	1 st Grant
1(a)	Date of shareholders' approval	23 rd March, 2016			September 15, 2021
(b)	Total number of options approved	40,000			5,500
(c)	Date of Grant	June 13, 2016	April 24, 2017	April 27, 2018	September 15, 2021
(d)	Total number of options granted	12,124	10,135	9,079	1,065
(e)	Vesting requirements	50% options granted vested on March 31, 2019 & balance 50% options granted to vest on March 31, 2020	50% options granted vested on March 31, 2020 & balance 50% options granted to vest on March 31, 2021	50% options granted vested on March 31, 2021 & balance 50% options granted to vest on March 31, 2022	Vesting of the options granted under the ESOP 2021 shall be: (a) First 25% on 1 year from the date of grant; (b) Next 25% on 2 years from the date of grant and (c) Remaining 50% on 3 years from the date of grant.
(f)	Exercise price (in Rs.)	841.76	1,232.52	1,554.56	10.00
(g)	Pricing Formula	20% discount to the Share Price	20% discount to the Share Price	20% discount to the Share Price	Face Value of Shares

No.	Name of Scheme	JSWHL Employees Stock Ownership Plan – 2016 (‘ESOP-2016’)			Shri O. P. Jindal Employees Stock Ownership Plan (JSWHL) 2021 (‘ESOP-2021’)
		1 st Grant	2 nd Grant	3 rd Grant	1 st Grant
(h)	Maximum term of options granted	4 years from date of vesting or on or before 31 st March, 2026 whichever is earlier			4 years from date of vesting or on or before September 15, 2030, whichever is earlier
(i)	Source of shares (primary, secondary or combination)	Secondary acquisition			Secondary acquisition
(j)	Variation in terms of options	None			None
2	Method used to account for ESOS - Intrinsic or fair value.	Fair Value			Fair Value
3	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.	Not Applicable			Not Applicable
4	Option movement during the year :				
(a)	Number of options outstanding at the beginning of the Period	12,124	10,135	9,079	-
(b)	Number of options granted during the year	-	-	-	1,065
(c)	Number of options forfeited / lapsed during the year	-	-	-	-
(d)	Number of options vested during the year	-	5,068	9,079	-
(e)	Number of options exercised during the year	12,124	10,135	4,540	-

No.	Name of Scheme	JSWHL Employees Stock Ownership Plan – 2016 ('ESOP-2016')			Shri O. P. Jindal Employees Stock Ownership Plan (JSWHL) 2021 ('ESOP-2021')
		1 st Grant	2 nd Grant	3 rd Grant	1 st Grant
(f)	Number of shares arising as a result of exercise of options	-	-	-	-
(g)	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Scheme is implemented by the Trust. The total money received by the Trust during the year was Rs.297.55 lakhs			-
(h)	Loan repaid by the Trust during the year from exercise price received	The total loan repaid by the Trust during the year was Rs.297.55 lakhs			-
(i)	Number of options outstanding at the end of the year	-	-	4,539	1,065
(j)	Number of options exercisable at the end of the year	-	-	4,539	1,065
5	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.	Weighted-average exercise price per option is Rs.841.76. Fair Value of each option at the time of grant was Rs. 631.57	Weighted-average exercise price per option is Rs.1,232.52. Fair Value of each option at the time of grant was Rs. 884.45	Weighted-average exercise price per option is Rs. 1,554.56. Fair Value of each option at the time of grant was Rs. 1,092.69	Weighted-average exercise price per option is Rs.10. Fair Value of each option at the time of grant was Rs. 4,771.57
6	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -				
(a)	senior managerial personnel;	Annexure A			
(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	Not Applicable			Not Applicable
(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.	Not Applicable			Not Applicable

No.	Name of Scheme	JSWHL Employees Stock Ownership Plan – 2016 ('ESOP-2016')			Shri O. P. Jindal Employees Stock Ownership Plan (JSWHL) 2021 ('ESOP-2021')
		1 st Grant	2 nd Grant	3 rd Grant	1 st Grant
7.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	The fair value of options has been calculated by using Black Scholes's Method and significant assumptions used to estimate the fair value of option are as follows.			
(a)	Weighted-average values of share price	INR 1,052.20 (closing price on June 10, 2016 on NSE)	INR 1,540.65 (closing price on April 21, 2017)	INR 1,943.20 (closing price on April 26, 2018)	INR 4,779 (5 working day's average closing share price of the Company including September 14, 2021)
(b)	Weighted-average exercise prices	841.76 - 20% discount to share price	1,232.52 - 20% discount to share price	1,554.56 - 20% discount to share price	Rs.10 per shares (i.e. Face Value)
(c)	Expected volatility	Volatility was calculated using standard deviation of daily change in stock price. The historical period considered for volatility match the expected life of option for each tranche.			Volatility was calculated using standard deviation of daily change in stock price of companies for the expected life of option for each tranche.
(d)	Expected option life	The expected option life is assumed to be mid-way between the option vesting and expiry. Since the vesting period and contractual term of each tranche is different, the expected life for each tranche will be different. The expected option life is calculated as (Year to Vesting+ Contractual Option Term)/2			The expected option life is assumed to be mid-way between the option vesting and expiry. Since the vesting period and contractual term of each tranche is different, the expected life for each tranche will be different. The expected option life is calculated as (Year to Vesting+ Exercise Period)/2
(e)	Expected dividends	Rs.0.00 per share			Rs.0.00 per share
(f)	Risk-free interest rate	Zero coupon sovereign bond yields were utilized with maturity equal to expected term of the option			Zero coupon sovereign bond yields were utilized with maturity equal to expected term of the option

No.	Name of Scheme	JSWHL Employees Stock Ownership Plan – 2016 ('ESOP-2016')			Shri O. P. Jindal Employees Stock Ownership Plan (JSWHL) 2021 ('ESOP-2021')
		1 st Grant	2 nd Grant	3 rd Grant	1 st Grant
(g)	The method used and the assumptions made to incorporate the effects of expected early exercise;	Black-Scholes Options pricing model			Black-Scholes Options pricing model
(h)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The following factors have been considered: a) Share price b) Exercise prices c) Historical volatility d) Expected option life			The following factors have been considered: a) Share price b) Exercise prices c) Historical volatility d) Expected option life
(i)	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 Trust (F.Y. 2021-22)

- (i) The following details, *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are disclosed hereunder:

No.	Particulars	Details	
		ESOP-2016	ESOP-2021
1	Name of the Trust	JSW Holdings Employees' Welfare Trust	
2	Details of the Trustee(s)	1) Mr. Sriram K.S.N 2) Mr. Sundeep Jain 3) Mr. Sanjeev Doshi	
3	Amount of loan disbursed by Company / any Company in the group, during the year 2021-22	-	Rs. 50.50 lakhs
4	Amount of loan outstanding (repayable to Company / any Company in the group) as at the end of the year	Rs. 72.61 lakhs	Rs. 50.50 lakhs
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	-	-
6	Any other contribution made to the Trust during the year	-	-

(ii) Brief details of transactions in shares by the Trust:

No.	Particulars	ESOP-2016	ESOP-2021
a	Number of shares held at the beginning of the year:	31,338	-
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:	-	1,065 (0.01%) shares through secondary acquisition.
c	Number of shares transferred to the employees/ sold along with the purpose thereof:	26,799 equity shares sold pursuant to exercise of cashless ESOPs by Mr. K. N. Patel	-
d	Number of shares held at the end of the year	4,539	1,065

(iii) In case of secondary acquisition of shares by the Trust:

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	
	ESOP-2016	ESOP-2021
Held at the beginning of the year	0.28	-
Acquired during the year	0.00	0.01
Sold during the year	0.24	-
Transferred to the employees during the year	0.00	-
Held at the end of the year	0.04	0.01

Annexure-A

Details of options granted to and accepted by Senior Managerial Personnel as defined under Regulation 16(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

No.	Name	Designation	ESOP-2016			ESOP-2021
			1 st Grant	2 nd Grant	3 rd Grant	1 st Grant
			Granted on June 13, 2016	Granted on April 24, 2017	Granted on April 27, 2018	
1.	Mr. K. N. Patel	Jt. Managing Director, CEO & CFO	12,124	10,135	9,079	Not Applicable
2.	Mr. Manoj Kr. Mohta	Whole-time Director, CEO & CFO	Not Applicable			838
3.	Mr. Sanjay Gupta	Company Secretary				227