

PC JEWELLER LIMITED

Statement pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014

PC Jeweller Limited Employee Stock Option Plan 2011 (“ESOP 2011”)

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 requisite disclosures are provided in Note 36 of standalone financial statements of the Company for the financial year ended March 31, 2020.

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 ICAI or any other relevant accounting standards as prescribed from time to time:

Rs.1.98 (Disclosure provided in Note 34 of standalone financial statements of the Company for the financial year ended March 31, 2020).

C. Details related to ESOP 2011:

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|-----------|--|---|---|
| 1. | Date of shareholders’ approval | : | <ul style="list-style-type: none"> • September 26, 2011 (Approval of ESOP 2011) • September 18, 2013 (Ratification of ESOP 2011 post Listing of the Company) • June 28, 2017 {Approval for grant of options to employees of subsidiary company(ies)} • October 26, 2017 (Approval for amendment in Vesting Plan) |
| 2. | Total number of options approved under ESOP | : | 34,61,867 |
| 3. | Vesting requirements | : | <p>Original Vesting Plan:</p> <p>Vesting of the options granted shall take place over a period of 4 years (as specified below) with a minimum vesting period of 1 year from the Grant date:</p> <ul style="list-style-type: none"> • 10% on completion of 12 months from the Grant date. • 20% on completion of 24 months from the Grant date. • 30% on completion of 36 months from the Grant date. • 40% on completion of 48 months from the Grant date. <p>Amended Vesting Plan:</p> <p>The options granted shall vest not earlier than 1 year and not later than 5 years from the Grant date. Within this period, Vesting Plan could be different for different eligible employees as may be determined by Nomination and Remuneration Committee.</p> |
| 4. | Exercise price or pricing formula | : | The exercise price would be decided at sole discretion of Nomination and Remuneration Committee. Till March 31, 2020 all Grants were made at an Exercise Price of Rs.10/- per option. |

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|-----|---|------------|--|--|--|--|
| 5. | Maximum term of options granted | : | 8 years from the Grant date | | | |
| 6. | Source of shares | : | Primary | | | |
| 7. | Variation in terms of options | : | None during the year | | | |
| 8. | i) Method used to account for ESOP | : | Fair Value Method | | | |
| | ii) 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 | : | Not applicable | | | |
| | iii) The impact of this difference on profits and on EPS of the company | : | Not applicable | | | |
| 9. | Option movement during the year: | | | | | |
| | i) Number of options outstanding at the beginning of the period | : | 12,58,250 | | | |
| | ii) Number of options granted during the year | : | 0 | | | |
| | iii) Number of options forfeited / lapsed during the year | : | 0 | | | |
| | iv) Number of options vested during the year | : | 6,87,775 | | | |
| | v) Number of options exercised during the year | : | 3,54,895 | | | |
| | vi) Number of shares arising as a result of exercise of options | : | 3,54,895 | | | |
| | vii) Money realized by exercise of options (Rs.) | : | 21,32,950 | | | |
| | viii) Loan repaid by the Trust during the year from exercise price received | : | Not Applicable | | | |
| | ix) Number of options outstanding at the end of the year | : | 9,03,355 | | | |
| | x) Number of options exercisable at the end of the year | : | 7,31,820 | | | |
| 10. | | | | | | |
| | | Grant Date | May 14, 2015 | May 25, 2017 | August 1, 2017 | January 19, 2018 |
| | Particulars | | | | | |
| | Weighted-average exercise prices (WAEP) and weighted-average fair values (WAFV) of options, whose exercise price either equals or exceeds or is less than the market price of the stock. | : | WAEP: Rs.10/- WAFV: Rs.318.22 | WAEP: Rs.10/- WAFV: Rs.393.99 | WAEP: Rs.10/- WAFV: Rs.231.55 | WAEP: Rs.10/- WAFV: Rs.536.47 |
| 11. | Employee wise details of options granted during the year to: | | No options were granted during the year | | | |
| | i) Senior Managerial Personnel | : | - | | | |
| | ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year. | : | - | | | |
| | iii) 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. | : | - | | | |
| 12. | A description of the method and significant assumptions used during the year to estimate the fair value of | : | No options were granted during the year | | | |

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| | options including the following information: | |
| | i) 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 | : - |
| | ii) The method used and the assumptions made to incorporate the effects of expected early exercise | : - |
| | iii) Methodology for determination of expected volatility | : - |
| | iv) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition | : - |