

DU Digital Global

DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

A. Disclosures with respect to DuDigital Global Limited Employees Stock Option Scheme 2022 (“ESOP 2022”), of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and SweatEquity) Regulations, 2022 as on March 31, 2023:

Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time. Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the year 22-23.

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.

Consolidated diluted EPS for the FY 2022-23 is INR (0.48) calculated in accordance with Ind AS 33 (Earnings Per Share). Employee stock options are not considered for calculation of EPS since they are anti-dilutive in nature.

C. Details related to ESOP 2022

S. No.	Particulars	ESOP 2022
1(a)	Date of shareholders’ approval	September 15, 2022
(b)	Total number of options approved under ESOS	
(c)	Vesting requirements	1- 3 years
(d)	Exercise price or pricing formula	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any
(e)	Maximum term of options granted	3 years
(f)	Source of shares (primary, secondary or combination)	Primary
(g)	Variation in terms of options	

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S. No.	Particulars	ESOP 2022
2	Method used to account for ESOS - Intrinsic or 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 shall also be disclosed	
4	Option movement during the year	
(a)	Outstanding at the beginning of the year	Nil
(b)	Granted during the year	82,500
(c)	Forfeited during the year	NIL
(d)	Expired during the year	NA
(e)	Number of options vested during the year	NA
(f)	Exercised during the year	NA
(g)	Number of shares arising as a result of exercise of options	NA
(h)	Money realized by exercise of options (INR), if scheme is implemented directly by the company	NA
(i)	Loan repaid by the Trust during the year from exercise price received	NA
(j)	Outstanding at the end of the year	
(k)	Exercisable at the end of the year	-
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	

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S. No.	Particulars	ESOP 2022
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 as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	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	Annexure-B
(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	Annexure-C
7	A description of the method and significant assumptions used during the year to estimate the fair value of options :	
(a)	Method used	
(b)	Dividend yield (%)	0%
(c)	Expected volatility (%)	58.23% - 62.31%
(d)	Risk-free interest rate (%)	6.73% - 7.21%
(e)	Expected life of share options	1.5 Years - 3.5 Years
(f)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The volatility is based on annualised standard deviation of the continuously compounded rates of return based on the peer companies and competitive stockover a period of time.
(g)	"Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	The following factors have been considered: a) Share price b) Exercise prices c) Time To Maturity/Exercise Period d) Expected volatility e) Expected option life f) Dividend Yield g) Risk free interest rate

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D. Details related to Trust : NA

S. No.	Particulars	ESOP 2022
1(a)	Name of the Trust	NA
(b)	Details of the Trustee(s)	NA
(c)	Amount of loan disbursed by company / any company in the group, during the year	NIL
(d)	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL
(e)	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
(f)	Any other contribution made to the Trust during the year	NIL
2(a)	Number of shares held at the beginning of the year	-
(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	NA
(c)	Number of shares transferred to the employees along with the purpose thereof	NA
(d)	Number of shares held at the end of the year	NA

Annexure-A

Details of Options granted during the year to Senior Managerial Personnel

Sr. No.	Name of Employee	Designation	Options granted during the year	Exercise Price per option in INR
1	Piyush Patodia	Chief Financial Officer	13500	100
2	Yashovardhan Azad	Non-Executive Director	10,000	100
3.	Pinak Ranjan Chakravarty	Non-Executive Director	10,000	100
4.	Krishna Kumar	Whole Time Director	3,000	100
5.	Abhishek	Company Secretary	1500	100

Annexure-B

Detail of employee who receives a grant of option amounting to 5% or more of option granted during the year

Sr. No.	Name of Employee	Designation	Options granted during the year	Exercise Price per option in INR
1	Sunil Arora	Sr. Vice president - Operations	13,500	100
2	Piyush Patodia	Chief Financial Officer	13,500	100

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3	Yashovardhan Azad	Non-Executive Director	10,000	100
4	Pinak Ranjan Chakravarty	Non-Executive Director	10,000	100
5	Neil Almedia	Vice President (Operations)	9000	100
6	Amit Kumar	Vice President (Finance)	6000	100

Annexure-C

Detail of identified employee who were granted option, during any one year, equal to or exceeding 1% of the issued capital

Sr. No.	Name of Employee	Designation	Options granted during the year	Exercise Price per option in INR
1	NA	NA	NA	NA