

Disclosure with respect to Employees' Stock Option Scheme, 2024 of the Company pursuant to regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2025:

- (A) Relevant disclosure in terms of the accounting standards prescribed by the Central Govt. in terms of section 133 of the Companies Act, 2013 (18 of 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 statements prepared as per Indian Accounting Standard (Ind-AS) for the year 2024-25. (Refer note 45 of Notes to Standalone Financial Statements)

- (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.**

Diluted EPS for the year ended March 31, 2025 is Rs. 30.40 calculated in accordance with IND – AS 33 (Earning Per Share). (Refer note 42 of Notes to Standalone Financial Statements)

- (C) Details related to Employee Stock Option Scheme 2024**

The description including terms and conditions of ESOS-2024 is summarized as under:

(a)	Details of shareholder's approval	10 th March, 2024	
(b)	Total number of options approved under ESOS	34,70,097	
(c)	Vesting requirements	The options will vest as per the following schedule:	
		Vesting period from grant date	Vesting Schedule
		On completion of 12 months	10%
		On completion of 24 months	20%
		On completion of 36 months	20%
		On completion of 48 months	20%
		On completion of 60 months	30%
		The first grant vested with eligible employees on 03 rd April, 2025.	
(d)	Exercise price or pricing formula	Rs. 425	
(e)	Maximum term of options granted	2 years	
(f)	Scheme of Shares (primary, secondary or combination)	Primary	
(g)	Variation in terms of option	None	

- (ii) Method used to account for ESOS - Intrinsic or fair value:**

The Fair value method is used to account for ESOS.

- (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.** - Not Applicable

- (iv) **Option movement during the year (For each ESOS):**

Particulars	Details
Number of options outstanding at the beginning of the period	Nil
Number of options granted during the year	31,75,000
Number of options forfeited / lapsed during the year	2,70,000
Number of options vested during the year	Nil
Number of options exercised during the year	N.A.
Number of shares arising as a result of exercise of options	N.A.
Money realized by exercise of options (INR), if scheme is implemented directly by the company	N.A.
Loan repaid by the Trust during the year from exercise price received	N.A.
Number of options outstanding at the end of the year	29,05,000
Number of options exercisable at the end of the year	Nil

- (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.**

Refer note 45 of Notes to Standalone Financial Statements.

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

Options granted to	Name and Designation	Options granted and exercise price
Senior Managerial Personnel;	List enclosed -	
Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	Nil	-
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding	Nil	-

outstanding warrants and conversions) of the company at the time of grant.		
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(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) Exercise price - 425
Expected volatility - 33.78%
Expected option life - 2 years
Expected dividends - 1.92%
Risk-free interest rate - 6.31%

(b) **the method used and the assumptions made to incorporate the effects of expected early exercise;**

Black Scholes option pricing model was considered to estimate value of ESOPs granted.

(c) **how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and**

Vardhman Textiles' historical stock volatility as of the Valuation Data is tabulated below:

Expected term (in years)	2.00	3.00	4.00	5.00	6.00
Vardhman Textiles Limited	44.122%	39.483%	37.079%	35.880%	34.039%

(d) **Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition – As given above.**

List of employees to whom Options are granted under VTXL ESOP Plan 2024 @ Rs. 425/- per option

Sr. No	Name	Designation	No. of Shares
1	Satnam Singh Saini	M4	15,000
2	Sanjay Gupta	AVP	15,000
3	Kamal Kishore Ohri	SVP	25,000
4	Rajeev Mehani	SVP	25,000
5	Vikas Mittal	SVP	25,000
6	Rajesh Chopra	SVP	25,000
7	Mukesh Bansal	EVP	50,000
8	Rana Harjinder Pal Singh	EVP	50,000
9	Harsh Mani Tripathi	EVP	50,000
10	Vikas Kumar	EVP	50,000
11	Rajeev Thapar	CG	50,000
12	Tara Chand Gupta	CG	50,000
13	Parveen Dhingra	CG	50,000
14	Mukesh Saxena	CG	50,000
15	Gurpreet Singh	CG	50,000
16	Sumit Aggarwal	CG	50,000
17	Indermohanjit Singh Sidhu	Director	50,000
18	S. Pal	Director	50,000
19	Dinesh K Sindwani	Director	50,000
20	Sushil Kumar Jhamb	Director	50,000
21	Neeraj Jain	JMD	80,000