Disclosures with respect to Compliance to Section 62 of the Companies Act, 2013 read with Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014 (as amended from time to time) and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

The ESOP Schemes are in Compliance with the regulations.

(A) Relevant disclosures in terms of the accounting standards prescribed by the Central Government 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 statement prepared as per Ind-AS for the year 2025-26 and refer point no. D, E and F as mentioned below.

(B) Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the schemes covered under the regulations in accordance with 'Accounting Standard 20 – Earning Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

Diluted EPS on standalone basis is Rs. 26.91 and on consolidated basis is Rs. 38.75for the year ended March 31, 2026.

(C) Details related to Employees' Stock Option Scheme ("ESOS")

i) The description including terms and conditions of ESOS is summarized as under:

	Particulars	**ESOS 2008**	**ESOS Merger 2020**
(a)	Date of shareholders' approval	December 15, 2008	The Composite Scheme of Arrangement approved by shareholders of the company on December 12, 2018 and Hon'ble NCLT approved the Scheme as on March 07, 2019.
(b)	Total number of options approved under ESOS	5,00,00,000	82,81,111
(c)	Vesting requirements	Options granted would vest over a period of Five years subject to a minimum period of one year from the date of grant of options or such other period as may be decided by Nomination and	Options granted under Scheme was vested as per the vesting schedule as determined under various grants made under ESOP 2015 of India Infoline Finance Limited subject to minimum

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		Remuneration Committee ("NRC") based on specific criteria.	one year and maximum period of 5 years from the Original Grant Date.
(d)	Exercise price or pricing formula	The Exercise Price will be decided by the NRC on the basis Market Price as per Scheme. The NRC has power to provide a suitable discount, however in any case the exercise price shall not go below the face value of the Company.	Exercise price was equal to the original grant price at which grants were made under ESOP — 2015 adjusted by the option swap ratio as per the Composite Scheme of Arrangement approved by shareholders of the Company on December 12, 2018 and by Hon'ble NCLT as on March 07, 2019.
(e)	Maximum term of options granted	The options would vest over a maximum period of 5 years or such other period as may be decided by the NRC from the date of grant based on specified criteria. Such options may be exercised by the employee within 5 years from the date of Grant.	The maximum Exercise Period for the vested options was 5 (five) years from the Original Grant date as defined under IIFL merger Scheme. The Options cancelled or lapsed without being Exercised within the Exercise Period lapsed permanently.
(f)	Source of shares (primary, secondary or combination)	Primary	Primary
(g)	Variation in terms of options	None	None

ii. Method used to account for ESOS - Intrinsic or fair value.

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 disclosed.

The Company has prepared its financials basis Ind AS and calculated the employee compensation cost using fair value options and there is no difference.

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

Particulars	ESOS 2008	ESOS Merger 2020
Number of options outstanding at the beginning of the period	35,58,866	12,01,536
Number of options granted during the year	44,000	0
Number of options ~~forfeited /~~ lapsed during the year	2,66,508	5,84,285
Number of options vested during the year	3,49,285	5,40,000
Number of options exercised during the year	1,55,754	6,17,251
Number of shares arising as a result of exercise of options	1,55,754	6,17,251
Money realized by exercise of options (INR), if scheme is implemented directly by the company	4,10,31,258	9,83,82,198
Loan repaid by the Trust during the year from exercise price received	-	-
Number of options outstanding at the end of the year	31,80,604	0
Number of options exercisable at the end of the year	4,35,404	0

v. (i) Weighted average exercise price of options outstanding at the end of the year whose:

(Amount in Rs.)

	ESOS 2008	ESOS Merger 2020
Exercise price equals market price	NA	NA
Exercise price is greater than market price	620.57	NA
Exercise price is less than market price	45.74	NA

(ii) Weighted average fair value of Options outstanding at the end of the year whose:

(Amount in Rs.)

	ESOS 2008	ESOS Merger 2020
Exercise price equals market price	NA	NA
Exercise price is greater than market price	94.36	NA
Exercise price is less than market price	469.99	NA

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

(a) senior managerial personnel including Key Managerial Personnel

Name of the Employee	Designation	Number of options	Grant/exercise price (In Rs.)

(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- **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**

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)	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	See tables below
(b)	the method used and the	Expected life has been calculated as an average of the minimum and maximum life of the options. No further assumptions on early

Particulars	ESOP 2008	ESOP Merger 2020
Stock Price	523.00	179.63
Volatility	45.02	59%
Riskfree Rate	7.04%	7.29%
Exercise Price	10.00	182.22
Expected Life (Time to Maturity)	4.00	5.55
Dividend yield	1.43.00%	1.00%
Weight Average Value	489.93	102.16

Share Price	Spot price calculated
Exercise Price	As decided by the Committee of the Board
Risk-free rate of return	Zero coupon yield curve
Dividend yield	Average of the last three years yield
Time to maturity	Expected life has been calculated as an average of the minimum and maximum life of the options
Expected Volatility	Annual volatility has been calculated as an average of the daily volatility of the listed companies from the peer group for a period commensurate with the remaining time to maturity of the option

	assumptions made to incorporate the effects of expected early exercise	exercises have been used.
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Expected Volatility has been calculated based on the historical volatility of the identified peer group company.
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	None.

(D) For share options exercised during the period, the weighted average share price at the date of exercise. If options were exercised on a regular basis throughout the period, the entity may instead disclose the weighted average share price during the period.

Dates of exercise during the year	Number of shares Allotted	Share price on the date of allotment (Amount in Rs.)
04-04-2025	3,43,214	340.25
13-06-2025	70,683	469.05
11-08-2025	60,211	450.1
10-10-2025	1,11,433	490
05-12-2025	1,25,816	569.35
06-02-2026	57,291	515.85
18-03-2026	4,357	488.85

(E) **For share options outstanding at the end of the period, the range of exercise prices and weighted average remaining contractual life. If the range of exercise prices is wide, the outstanding options shall be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and the cash that may be received upon exercise of those options.**

IIFL Employee Stock Option ("IIFL ESOP – 2008")

Grant Date	Options Granted	No of Options Outstanding as on 31st Mar 2026	Remaining Life	Exercise Price
18-Dec-08	13,05,000	-	NA	45.3
18-Dec-08	21,95,000	-	NA	45.3
18-Dec-08	3,70,00,000	-	NA	45.3
01-Jan-09	40,58,000	-	NA	50.9
01-Jan-09	4,42,000	-	NA	50.9
27-May-09	3,00,000	-	NA	100
10-Dec-09	10,45,000	-	NA	136
20-Sep-10	2,50,000	-	NA	105
07-May-11	27,00,000	-	NA	72.4
15-May-12	6,00,000	-	NA	45.9
10-Aug-12	12,00,000	-	NA	56.6
29-Oct-12	15,00,000	-	NA	68.15
05-Nov-13	5,00,000	-	NA	58.1
05-Aug-14	25,000	-	NA	134.75
05-Aug-14	75,000	-	NA	134.75
05-Aug-14	1,00,000	-	NA	134.75
20-Nov-14	50,000	-	NA	188.4
02-Mar-15	1,50,000	-	NA	181.55
08-Mar-16	9,00,000	-	NA	180
29-Apr-17	2,00,000	-	NA	480
04-Sep-20	50,000	-	1.17	126.64
06-May-21	4,50,000	1,32,868	2.25	252
20-Aug-21	4,44,703	1,08,736	2.28	252
20-Aug-21	1,540	-	2.28	252
20-Aug-21	1,757	-	2.28	252

20-Aug-21	2,000	300	2.28	252
22-Dec-21	25,000	-	2.32	271.4
26-Aug-22	1,50,000	70,500	3.40	341.65
15-Oct-22	50,000	45,000	3.42	350
04-Aug-23	26,19,950	19,59,150	4.52	10
04-Aug-23	3,80,050	3,80,050	4.52	10
05-Jan-24	1,70,000	1,10,000	4.57	625
05-Jan-24	3,30,000	3,30,000	4.57	625
30-Oct-25	24,000	24,000	6.78	10
30-Oct-25	20,000	20,000	6.78	523
Total	**5,93,14,000**	**31,80,604**		

IIFL Employee Stock Option Scheme – 2020 ("IIFL ESOP – 2020")

Grant Date	Options Granted	No of Options Outstanding as on 31st Mar 2026	Remaining Life	Exercise Price
02-Dec-2015	3,17,980	-	NA	61.48
09-Mar-2016	11,813	-	NA	61.48
08-Feb-2017	11,76,930	-	NA	106.67
02-May-2018	5,12,325	-	NA	142.22
02-May-2018	6,75,000	-	NA	142.22
02-May-2018	20,250	-	NA	142.22
04-Sep-2018	22,73,400	-	NA	177.04
21-Nov-2018	27,43,764	-	NA	177.04
18-Jan-2019	3,03,750	-	NA	182.22
18- Jan - 2019	2,32,399	-	NA	182.22
18-Sep-2019	13,500	-	NA	129.63
Total	**82,81,111**	**-**		

(F) 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.

The diluted EPS is calculated as per the fair value as required under IndAS 102 and the same is shown in the annual financial statements of the Company for the year ended March 31, 2026.