

**DISCLOSURE PURSUANT TO REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("SBEB REGULATIONS") AS ON MARCH 31, 2024**

- 1. 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**

Refer Note No. 35 forming part of the standalone financial statements for the financial year ended March 31, 2024.

- 2. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard (Ind AS 33)- Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

Diluted Earnings Per Share in accordance with "Ind AS-33-Earning Per Share" for the year ended March 31, 2024, stood at Rs. 4.04 (as per Standalone Financials Statements).

- 3. Details related to QDL ESOP Plan 2020**

The Board of Directors vide meeting dated November 14, 2020, and Members of the Company vide postal ballot on January 16, 2021, approved the QDML ESOP Plan 2020, to attract, reward and retain talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the organizational goals.

Pursuant to the change in the name of the Company from "Quint Digital Media Limited" to "Quint Digital Limited", the name of the ESOP plan changed from "QDML ESOP Plan 2020" to "QDL ESOP Plan 2020".

Details related to QDL ESOP PLAN 2020 are given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>QDL ESOP PLAN 2020</b>
1.	<b>Date of shareholders' approval</b>	January 16, 2021
2.	<b>Total number of options approved under ESOS</b>	25,18,978 Options <i>(Shareholders' approval was received for 12,59,489 options. Pursuant to Bonus Issue in the ratio of 1:1, the number of options were increased 25,18,978 options)</i>
3.	<b>Vesting Requirements</b>	As per the QDL ESOP PLAN 2020, ESOPs will vest on completion of minimum of 1 (One) year from the date of the Grant and it may extend maximum up to 10 (Ten) years from the date of grant of Options or such other period as may be decided by the Committee. Further in accordance with ESOP plan, vesting criteria can be decided by the Compensation committee.
4.	<b>Exercise price or pricing formula</b>	Subject to the SBEB Regulations, the exercise price shall be fixed by the Nomination and Remuneration Committee at its discretion and will be specified in the grant letter but the same shall not be higher than the market price (i.e. latest available closing price on a recognized stock exchange having highest trading volume on

		which the equity shares of the Company are listed) of the equity shares at the time of grant and not less than the face value of the equity shares of the Company. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company to comply with the SBEB Regulations.
5.	<b>Maximum term of options granted</b>	Exercise Period would commence from the vesting date and would expire not later than 8 (Eight) years or such other period as may be decided by the Nomination and Remuneration Committee.  The Options shall lapse if not exercised within the Exercise Period.
6.	<b>Source of shares (primary, secondary or combination)</b>	Primary issuance
7.	<b>Variation in terms of options</b>	Nil

(i) Method used to account for ESOP- Intrinsic or fair value

In compliance with Ind AS 102, the cost of equity-settled employee share-based payments is recognized based on the fair value of the options as on the grant date. The Company has considered fair value of the options using the Black-Sholes model.

(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 fair value of the options. The impact of this difference on profits and on EPS of the Company.

Not Applicable

(iii) Option Movement during the Financial Year 2023-24:

Sr. No.	Particulars	As on March 31, 2024
i.	Number of options outstanding at the beginning of the period	11,49,500
ii.	Number of options granted during the year	1,10,000
iii.	Number of options forfeited/lapsed during the year	2,90,000
iv.	Number of options vested during the year	1,15,000
v.	Number of options exercised during the year	1,07,700
vi.	Number of shares arising as a result of exercise of options	1,07,700
vii.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	24,58,100
viii.	Loan repaid by the trust during the year from exercise price received	NA
ix.	Number of options outstanding at the end of the year	8,61,800
X	Number of options exercisable at the end of the year	8,61,800

(iv) Weighted-average exercise prices and weighted-average fair values of options whose exercise price equals or exceeds or is less than the market price of the stock:

Weighted-average exercise prices and weighted-average fair values of options is as follows:

S. No.	Grant Date	Exercise—Price/Weighted Average Exercise Price (Per Option) (in INR)	Weighted Average Fair Value* (Per Option) (in INR)
1.	29.01.2021	58.88/-	14.56/-
2.	13.06.2022		65.13/-
3.	21.03.2023		58.87/-
4.	09.05.2023		58.87/-

*\*As per Black-Scholes model*

**(v) 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: Nil
- b) Any other employee who receives a grant in any one year of option amounting to 5% or more of the options granted during the year: Nil
- c) Identified employees who were granted options, 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: Nil

**(vi) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information viz. (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; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.**

Refer Note No. 35 forming part of the standalone financial statements for the financial year ended March 31, 2024, for description of method and significant assumptions used to estimate fair value of Options granted during Financial Year 2023-24.

**(vii) Disclosures in respect of grants made in three years prior to IPO under each ESOS**

Not Applicable