

Disclosure under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI Regulation”) for the year ended 31st March 2025:

EMPLOYEES STOCK OPTION SCHEME, 2017/ ESOS 2017

Pursuant to the approval accorded by Members of Satin Creditcare Network Limited (“Company”) at their 27th Annual General Meeting held on July 6, 2017, Nomination and Remuneration Committee (“NRC”) of the Company formulated ‘Satin Employee Stock Option Scheme 2017’ (“ESOS 2017”) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (or any amendment thereto or any other provisions as may be applicable). ESOS is applicable to all permanent and full-time employees (as defined in the Plan), excluding Promoters of the Company.

The NRC approved the amendments/modification pursuant to statutory requirements on May 05, 2025, and the same was noted by the Board of Directors at its meeting held on May 07, 2025.

The said disclosure can be accessed on the company’s website at the following link:
<https://satincreditcare.com/disclosures-under-regulation-46-of-the-lodr-2/>.

Details of Options Granted, Vested and Exercise of Options

I. ESOS 2017:

Date of Grant of Options	No of Options Granted	Vesting Date	Vested Option	No of Options Exercised
August 14, 2017	1,45,200	August 14, 2018	21,400	12,200
		August 14, 2019	15,800	13,500
		August 14, 2020	11,400	-
May 30, 2018	2,26,600	May 30, 2019	1,05,050	20,950
		May 30, 2020	96,850	-
June 24, 2024	85,000	June 24, 2025	-	-

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.

Relevant disclosures are provided in the Note No.54 to the Standalone Financial Statements of the Company for the year ended March 31, 2025.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

INR 19.69 per share.

C. Details related to ESOS 2017

Sl. No.	Particular	Satin ESOS Scheme 2017
a)	Date of shareholders’ approval	July 6, 2017

b)	Total number of options approved under ESOS Scheme 2017	<p>The ESOP pool under the ESOS 2017 has 4,82,946 Options and Satin Employee Welfare Trust holds 4,82,946 shares (including the impact of Right Issue) in its Demat account during the year ended March 31, 2025.</p> <p>As on March 31, 2025, under ESOS 2017 the options granted are 85,000 and the balance available ESOS pool for future grant is 3,97,946 options.</p>
c)	Vesting requirements	<p>The actual vesting of options will depend on continuation to hold the services being provided to the Company at the time of exercise of options and such other conditions as mentioned in the ESOS 2017.</p> <p>However, all options granted on any date shall vest over a period of upto 4 years from the date of such grant, starting from end of 1 year from the date of grant of such options.</p>
d)	Exercise price or pricing formula	Nomination and Remuneration Committee is free to determine the exercise price based on Market Price i.e. at a discount over the market price of the shares immediately prior to the date of grant.
e)	Maximum term of options granted	All options granted on any date shall vest over a period of upto 4 years from the date of such grant, starting from end of 1 year from the date of grant of such options.
f)	Source of shares (primary, secondary or combination)	Primary
g)	Variation in terms of options	Variations in Terms of Grants can be done by the Nomination and Remuneration Committee. There has been no variation in terms of options in the last financial year.

(i) **Method used to account for ESOS – Fair Value (Black Scholes Model).**

(ii) **As the company has opted for expensing of the options using the fair value of the options,**

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: Since the Company opted for using the Fair value method for expensing of the options. Hence, same is not applicable

The impact of this difference on profits and on EPS of the Company: **Not Applicable**

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

Particulars (F.Y. 24-25)	Satin ESOS Scheme 2017
Number of options outstanding at the beginning of the period	0
Number of options granted during the year	85,000
Number of options forfeited / lapsed during the year	0

Number of options vested during the year	0
Number of options exercised during the year	0
Number of shares arising as a result of exercise of options	0
Money realized by exercise of options (₹), if scheme is implemented directly by the company	0
Loan repaid (₹) by the Trust during the year from exercise price received	0
Number of options outstanding at the end of the year	85,000
Number of options exercisable at the end of the year	0

- (iv) **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:**

Weighted-average exercise prices: ₹ 222.38 per option
Weighted-average fair values of options:

- (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:

Name of Employee	Designation	Date of Joining	Number of Options Granted*
Mr. Jugal Kataria	Group Controller	01-04-2000	15,000
Mr. Anil Gupta	Business Head – Products	01-02-2020	10,000
Mr. Anil Kwatra	Chief Business Officer	01-05-2017	10,000
Ms. Aditi Singh	Chief Strategy Officer	01-06-2018	10,000
Mr. Sunil Yadav	Chief Information Officer	08-09-2016	10,000
Mr. Dhiraj Jha [#]	Chief Risk Officer	29-04-2022	10,000
Mr. Manoj Agrawal	Chief Financial Officer	07-08-2023	5,000
Mr. Manish Mittal	Head - Finance	27-07-2018	5,000
Mr. Vikas Wadhera ^{\$}	Chief Risk Officer	06-03-2019	5,000
Mr. Vikas Gupta	Company Secretary & Chief Compliance Officer	27-09-2022	5,000

**Note: At an exercise price of INR 222.38 per option (at a discount of 8% on the closing market price of Equity Shares on one day prior to the date of grant of Stock Options i.e. INR 241.72).*

#Mr. Dhiraj Jha resigned as Chief Risk Officer w.e.f. January 16, 2025 and was transferred to Satin Finserv Limited as Chief Executive Officer.

\$Mr. Vikas Wadhera was appointed as Chief Risk Officer w.e.f. January 16, 2025.

- 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: **Nil**
- c. Identified employee 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: **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:

Method: Black Scholes

a. Significant Assumptions used to estimate the fair value are as follows:

1. Expected volatility
2. Risk free interest rate
3. Returns are normally distributed
4. Markets are perfectly liquid

	Grant 1 ESOS 2017			Grant 2 ESOS 2017		Grant 3 ESOS 2017
	1 st tranche of vesting	2 nd tranche of vesting	3 rd tranche of vesting	1 st tranche of vesting	2 nd tranche of vesting	
Fair market value of option on the date of grant	267.38	267.38	267.38	386.65	386.65	67.59
Exercise Price	₹ 160.00	₹ 160.00	₹ 160.00	₹ 160.00	₹ 160.00	₹ 222.38
Expected Volatility	55.86%	62.90%	62.90%	45.31%	53.94%	41.34%
Expected Life	1.50	2.50	3.50	1.50	2.50	1.50
Expected Dividend	Nil					
Risk Free Interest Rate	6.35%	6.40%	6.45%	7.53%	7.66%	6.83%
Any other inputs to the model	N.A.					

- b. The method used and assumptions made to incorporate the effects of expected early exercise.

Not Applicable.

- c. How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and

The expected volatility was determined based on historical volatility data of the Company's shares listed on the National Stock Exchange of India Limited.

- d. Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition:

- The closing price of the Company's share on NSE on the date previous to the grant date.
- The Company has not declared any dividend. Accordingly, no adjustment is made to the aforesaid closing price for the expected dividend yield over the expected life of the Options.
- The expected life of the Options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur.
- The expected volatility reflects the assumptions that the historical volatility over a period similar to the life Options is indicative of future trends, which may not necessarily be the actual outcome.

D. Details of Employee Stock Purchase Scheme: Not Applicable

E. Details Related to Stock Appreciation Rights (SAR): Not Applicable

F. Details related to General Employee Benefit Scheme / Retirement Benefit Scheme: Not applicable

G. Details related to trust:

Sr. No.	Particulars	Details
1.	General information on all schemes	
	a) Name of the Trust	SCNL Employee Welfare Trust
	b) Details of Trustee	Mr. Amit Kumar Gupta Mr. Soumendra Rout Mr. Manish Kumar Mittal Ms. Aditi Singh
	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 from 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.	Brief details of transactions in shares by the Trust	
	a) Number of shares held at the beginning of the year;	4,82,946 fully paid equity shares of ₹ 10/- each
	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;	Primary Issuance: Nil Secondary Acquisition: Nil
	c) Number of shares transferred to the employees / sold along with the purpose thereof;	Nil
	d) Number of shares held at the end of the year.	4,82,946 fully paid equity shares of ₹ 10/- each
3.	In case of secondary acquisition of shares by the Trust	
	Held at the beginning of the year	Nil
	Acquired during the year	Nil
	Sold during the year	Nil
	Transferred to the employees during the year	Nil

	Held at the end of the year	Nil
--	-----------------------------	-----

ESOS Scheme 2017 Compliance Status

ESOS 2017 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Act, 1992, Companies Act, 2013, RBI Circular and all relevant revenue, tax, securities or exchange control regulations or corporate laws of India or any relevant jurisdiction. The Company has received a certificate from the Secretarial Auditors of the Company certifying that ESOS 2017 Scheme of the Company is being implemented in accordance with the SEBI (SBEB & SE) Regulations and is in accordance with the resolution passed by the Members of the Company at a general meeting.

The ESOS 2017 are implemented in accordance with Indian Accounting Standard issued by ICAI and the relevant accounting pronouncements.

Administration of ESOS 2017

The Nomination and Remuneration Committee of the Board administer the Employee Stock Option Schemes, formulated by the Company from time to time.