



REFEX INDUSTRIES LIMITED

**DISCLOSURES AS REQUIRED UNDER REGULATION 14 OF
THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021**

Description of the ESOS Scheme:

The Company has obtained requisite approvals under the Securities and Exchange Board of India SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, with respect to drafting and adoption of 'Refex Employee Stock Option Scheme 2021 ('Scheme' or 'ESOP 2021') as recommended by the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company in their respective meetings held on September 02, 2021 and subsequently, approved by the Shareholders in their 19th Annual General Meeting held on September 30, 2021, and subsequently, adopted by the NRC of the Board in its meeting held on January 21, 2022.

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:

Relevant disclosures in terms of the "Guidance Note on Accounting for Employee Share based Payments" issued by ICAI has been made in Note no. 34 of the Notes to Standalone Financial Statements and Consolidated Financial Statements forming part of the Annual Report 2022-23 of the Company.

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:

Diluted EPS for the year ended 2022-23 is Rs. 53.84 (Standalone & Consolidated) calculated in accordance with Ind-AS 33 (Earnings Per Share).

C. Details relating to Employee Stock Option Schemes (ESOS):

SR. NO	PARTICULARS	DETAILS
1	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:	
(a)	Date of Shareholders' Approval	September 30, 2021
(b)	Total Number of Options approved under Refex Employee Stock Option Scheme (ESOS) 2021	20,00,000 (Twenty Lakh only)
(c)	Vesting Requirement	The Options granted would be vested on the basis of time and upon the Company and the Individual achieving targets as per prescribed performance criteria as determined by Nomination and Remuneration Committee
(d)	Exercise Price or Pricing Formula	The Exercise Price of the Options granted has been determined by the NRC at a discount compared to the Market Price as defined under Clause 10 of the Scheme. The exercise Price shall not be lower than the face value per share.
(e)	Maximum term of options granted	Options granted would vest as per the vesting schedule as determined under the Grant of options approved by the

SR. NO	PARTICULARS	DETAILS
		NRC subject to a minimum period of 1 (one) year from the Grant date of such options and maximum period of 6 (six) years from the Grant date.
(f)	Sources of Shares	Primary
(g)	Variation in terms of options	None
2	Method used to account for ESOS: Intrinsic or fair value.	Intrinsic Value
3	Where the company opts for expensing of the options using the intrinsic value	
(a)	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	Since the Options were granted at a discount from Market Value, intrinsic value on the date of grants approximates the fair value of the options
4	Option movement during the year:	
	Number of options outstanding at the beginning of the year i.e. on April 01, 2022	Nil
	Number of options granted during the year	7,00,009 (Seven Lakh Nine Only)
	Number of options forfeited/ lapsed during the year	67,150 (Sixty-Seven Thousand One Fifty Only)
	Number of options vested during the year	Nil
	Number of options exercised during the year	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realised by exercise of options (Rs), if scheme is implemented directly by the Company	Nil
	Loan repaid by the Trust during the year from exercise price received	NA
	Number of options outstanding at the end of the year i.e., March 31, 2023	6,32,859 (Six Lakhs Thirty - Two Thousand Eight Hundred Fifty - Nine Only)
	Number of options exercisable at the end of the year	Nil
5	Weighted average exercise price and weighted average fair values of Options	

SR. NO	PARTICULARS	DETAILS
	<p>granted for options whose exercise price either equals or exceeds or is less than the market price of the stock.</p> <p>Weighted Average exercise price (per option)</p> <p>Weighted Average Fair value (per option)</p>	<p>Rs. 90.40</p> <p>Rs. 145.20</p>
6	Employee-wise details of options granted during FY23	
(a)	Number of options granted to Senior Managerial Personnel	Refer Annexure 1 below
(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	No employee has been granted in any one year of option amounting to 5% or more of option granted during that year
(c)	Identified employees who were granted options during any one year, equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	No employee has been granted during any one year, equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant
7	Description of method and significant assumptions used during the year to estimate the fair values of options including the following information:	
(a)	<p>the weighted-average values of</p> <ul style="list-style-type: none"> i.share price, ii.exercise price, iii.expected volatility, iv.expected option life, v.expected dividends, vi.the risk-free interest rate and vii.any other inputs to the model 	Not Applicable as the Company has opted for Intrinsic Value method
(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	
(d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	



Annexure 1:

Grants made during the financial year to senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	Designation	Number of options granted	Exercise Price (Rs.)
Divya G	Company Secretary	13,344	No options have been exercised during the year
Gopalakrishnan Srinivasan *	Company Secretary	10,331	
Ravi Arumugam	Deputy General Manager	13,344	
Lalitha U	Chief Financial Officer	21,222	

* Resigned with effect from September 29, 2022. Hence the options granted are lapsed