

**BirlaNu Limited (formerly HIL Limited)**

CIN: L74999TG1955PLC000656

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**Disclosure under Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the financial year ended March 31, 2026**

**1. General Disclosures:**

- 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 by the Institute of Chartered Accountants of India in that regard from time to time.

For details, please refer notes 42 to Financial Statements mentioned in the Annual Report 2025-26 which can be accessed through web link

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

Please refer Note no. 37 of the notes to the financial statements forming part of the Annual Report for the financial year 2025-26.

**2. Summary of Employee Stock Option Plans**

The position of the existing Schemes are summarized below:

| S. No.   | Particulars                                                                                                      | BirlaNu Limited Employee Stock Option Scheme 2019 ("BirlaNu ESOS 2019")                                                                                                                         | HIL Limited Employee Stock Option Scheme 2023 ("HIL ESOS 2023")                                                                                                                                                                                 |
|----------|------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>I</b> | <b>Description of ESOS that existed at any time during the year, including the general terms and conditions:</b> |                                                                                                                                                                                                 |                                                                                                                                                                                                                                                 |
| 1        | Date of Shareholder's approval                                                                                   | October 3, 2019 read with shareholder's approval dated July 31, 2025                                                                                                                            | April 4, 2023                                                                                                                                                                                                                                   |
| 2        | Total number of options approved                                                                                 | 1,50,000                                                                                                                                                                                        | 1,31,868                                                                                                                                                                                                                                        |
| 3        | Vesting requirements                                                                                             | (i) Grant I dated February 13, 2026: 40% of options shall vest on 1 <sup>st</sup> anniversary date of grant, i.e. February 13, 2027, and remaining 60% of options shall vest on March 31, 2028. | (i) Grant I dated July 15, 2023: 40% of the granted options shall vest on July 16, 2024 and remaining 60% of the options shall vest on April 1, 2025.<br>(ii) Grant II dated October 19, 2023: 40% of the granted options shall vest on October |

|           |                                                                                                                                                                                                                                                                                        |                                                                                                                                                        |                                                                                                                                                                                                                                                  |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|           |                                                                                                                                                                                                                                                                                        |                                                                                                                                                        | 19, 2024 and remaining 60% of the options shall vest on October 19, 2025.<br>(iii) Grant III* dated October 19, 2023: 40% of the granted options shall vest on October 19, 2025 and remaining 60% of the options shall vest on October 19, 2026. |
| 4         | Exercise price or pricing formula                                                                                                                                                                                                                                                      | Grant I - Rs. 1,803.80/- per option                                                                                                                    | Grant I - Rs. 2999.50/- per option<br>Grant II & III* - Rs. 2931/- per option                                                                                                                                                                    |
| 5         | Maximum term of Options granted                                                                                                                                                                                                                                                        | 4 (four) years from the respective vesting dates. However, this period can be extended by Nomination and Remuneration cum Compensation Committee (NRC) | 4 (four) years from the respective vesting dates. However, this period can be extended by Nomination and Remuneration cum Compensation Committee (NRC)                                                                                           |
| 6         | Sources of shares (Primary, Secondary or Combination)                                                                                                                                                                                                                                  | Primary                                                                                                                                                | Primary                                                                                                                                                                                                                                          |
| 7         | Variation in terms of Option                                                                                                                                                                                                                                                           | Not applicable                                                                                                                                         | Not applicable                                                                                                                                                                                                                                   |
| 8         | Method used for accounting of ESOS (Intrinsic or fair value)                                                                                                                                                                                                                           | Fair Value                                                                                                                                             | Fair Value                                                                                                                                                                                                                                       |
| 9a        | Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options.                                                                                    | Nil                                                                                                                                                    | Nil                                                                                                                                                                                                                                              |
| 9b        | Impact on the profits of the Company and the earnings per share ("EPS") arising due to difference in the accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options) | Nil                                                                                                                                                    | Nil                                                                                                                                                                                                                                              |
| <b>II</b> | <b>Option movement during the FY 2025-26</b>                                                                                                                                                                                                                                           |                                                                                                                                                        |                                                                                                                                                                                                                                                  |
| 1         | Number of options outstanding at the beginning of the period                                                                                                                                                                                                                           | 1,23,004 options                                                                                                                                       | 66,212 options                                                                                                                                                                                                                                   |
| 2         | Number of options granted during the year                                                                                                                                                                                                                                              | 1,10,131 options                                                                                                                                       | Nil                                                                                                                                                                                                                                              |
| 3         | Number of options forfeited/ lapsed                                                                                                                                                                                                                                                    | Nil                                                                                                                                                    | 7,860*                                                                                                                                                                                                                                           |

|            |                                                                                                                                                                                 |                           |                                                                                                                    |
|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------------------------------------------------------------------------------------------------------------|
|            | during the year                                                                                                                                                                 |                           |                                                                                                                    |
| 4          | Number of options vested during the year                                                                                                                                        | Nil                       | 34,678                                                                                                             |
| 5          | Number of options exercised during the year                                                                                                                                     | Nil                       | Nil                                                                                                                |
| 6          | Number of shares arising as a result of exercise of options                                                                                                                     | Nil                       | Nil                                                                                                                |
| 7          | Money realized by exercise of options (INR), if scheme is implemented directly by the Company                                                                                   | Not applicable            | Not applicable                                                                                                     |
| 8          | Loan repaid by the Trust during the year from exercise price received                                                                                                           | Not applicable            | Not applicable                                                                                                     |
| 9          | Number of options outstanding at the end of the year                                                                                                                            | 12,873 options            | 74,072 options                                                                                                     |
| 10         | Number of options exercisable at the end of the year                                                                                                                            | Nil                       | 57,796 options                                                                                                     |
| <b>III</b> | <b>Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock</b>       |                           |                                                                                                                    |
| a.         | Exercise price (Rs.)                                                                                                                                                            | Rs. 1,803.80/- per option | Grant I - Rs. 2999.50/- per option<br>Grant II & III* - Rs. 2,931/- per option                                     |
| b.         | Weighted average fair value (Rs.)                                                                                                                                               | Rs. 546.17/- per option   | Grant I - Rs. 1075.72/- per option<br>Grant II - Rs. 1171.22/- per option<br>Grant III* - Rs. 1302.37/- per option |
| <b>IV</b>  | <b>Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:</b>                                  |                           |                                                                                                                    |
| 1          | 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                       | Nil                                                                                                                |
| 2          | Employee who received grant in any one year equal to or more than 5% of options granted during the year                                                                         | Not applicable            | Not applicable                                                                                                     |
| 3          | 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       | Not applicable            | Nil                                                                                                                |

|           |                                                                                                                                                               |                                                                 |                                                                 |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------|
|           | company at the time of grant                                                                                                                                  |                                                                 |                                                                 |
| <b>V</b>  | <b>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information</b> |                                                                 |                                                                 |
| <b>a.</b> | <b>Particulars</b>                                                                                                                                            |                                                                 |                                                                 |
| i.        | The weighted - average values of share price                                                                                                                  | Please refer to details annexed hereto as <i>Annexure I</i>     | Please refer to details annexed hereto as <i>Annexure II</i>    |
| ii.       | Exercise price                                                                                                                                                |                                                                 |                                                                 |
| iii.      | Expected volatility                                                                                                                                           |                                                                 |                                                                 |
| iv.       | Expected option life (Avg. Period)                                                                                                                            |                                                                 |                                                                 |
| v.        | Expected dividend rate                                                                                                                                        |                                                                 |                                                                 |
| vi.       | The risk-free interest rate                                                                                                                                   |                                                                 |                                                                 |
| vii.      | Any other inputs to the model (Price of underlying shares in market at the time of option grant)                                                              |                                                                 |                                                                 |
| <b>b.</b> | <b>Particulars</b>                                                                                                                                            |                                                                 |                                                                 |
| i.        | The method used to incorporate the effects of expected early exercise                                                                                         | Black Scholes Option Pricing Method                             | Black Scholes Option Pricing Method                             |
| ii.       | The assumptions made to incorporate the effects of expected early exercise                                                                                    | Not applicable                                                  | Not applicable                                                  |
| <b>c.</b> | <b>How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility.</b>        | The expected volatility was determined based on last year trend | The expected volatility was determined based on last year trend |
| <b>d.</b> | <b>Whether and how any other features of the options granted were incorporated into measurement of fair value, such as market condition.</b>                  | Not applicable                                                  | Not applicable                                                  |

\*7860 stock options granted vide Grant III dated October 19, 2023 have lapsed during FY2025-26.

**Annexure I**

| Particulars                                                                                      | BirlaNu ESOS 2019               |              |
|--------------------------------------------------------------------------------------------------|---------------------------------|--------------|
|                                                                                                  | Grant I dated February 13, 2026 |              |
|                                                                                                  | Tranche I                       | Tranche II   |
| The weighted - average values of share price                                                     | Rs. 546.17                      | Rs. 546.17   |
| Exercise price                                                                                   | Rs. 1,803.80                    | Rs. 1,803.80 |
| Expected volatility                                                                              | 34.58%                          | 34.58%       |
| Expected option life (Avg. Period)                                                               | 5 years                         | 6 years      |
| Expected dividend rate                                                                           | 1.66%                           | 1.66%        |
| The risk-free interest rate                                                                      | 6.04%                           | 6.04%        |
| Any other inputs to the model (Price of underlying shares in market at the time of option grant) | Rs. 1,803.80                    | Rs. 1,803.80 |

**Annexure II**

| Particulars                                                                                      | HIL ESOS 2023               |             |                                 |             |                                   |             |
|--------------------------------------------------------------------------------------------------|-----------------------------|-------------|---------------------------------|-------------|-----------------------------------|-------------|
|                                                                                                  | Grant I dated July 15, 2023 |             | Grant II dated October 19, 2023 |             | Grant III dated October 19, 2023* |             |
|                                                                                                  | Tranche I                   | Tranche II  | Tranche I                       | Tranche II  | Tranche I                         | Tranche II  |
| The weighted - average values of share price                                                     | Rs. 1075.72                 | Rs. 1075.72 | Rs. 1171.22                     | Rs. 1171.22 | Rs. 1302.37                       | Rs. 1302.37 |
| Exercise price                                                                                   | Rs. 2999.50                 | Rs. 2999.50 | Rs. 2931.00                     | Rs. 2931.00 | Rs. 2931.00                       | Rs. 2931.00 |
| Expected volatility                                                                              | 41.25%                      | 46.84%      | 45.35%                          | 45.35%      | 44.48%                            | 44.48%      |
| Expected option life (Avg. Period)                                                               | 5 years                     | 5.72 years  | 5 years                         | 6 years     | 6 years                           | 7 years     |
| Expected dividend rate                                                                           | 1.79%                       | 1.79%       | 0.85%                           | 0.85%       | 0.85%                             | 0.85%       |
| The risk-free interest rate                                                                      | 6.91%                       | 6.93%       | 7.28%                           | 7.28%       | 7.30%                             | 7.30%       |
| Any other inputs to the model (Price of underlying shares in market at the time of option grant) | Rs. 2999.50                 | Rs. 2999.50 | Rs. 2931                        | Rs. 2931    | Rs. 2931                          | Rs. 2931    |