

The Company had instituted the Employee Stock Option Plans ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('Board'). Your Company had issued stock options under various stock option programs, viz., ESOP 1999, ESOP 2001, ESOP 2006 (a), ESOP 2006 (b) (approved by Shareholders on July 25, 2007), ESOP 2008 A (approved by Shareholders on Dec 22, 2008), ESOP 2006 (approved by Shareholders on July 25, 2007), ESOP 2010 A (approved by Shareholders on July 20, 2010) which were in compliance with the then SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (ESOP & ESPS) Guidelines, 1999. The above schemes are not operating and discontinued, hence the reporting under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is not provided.

Further, ESOP 2021 which were approved by Shareholders on May 22, 2021 and Employee Stock Purchase Scheme namely, Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS or ERSP 2012) approved by Shareholders on July 16, 2012 and amended and approved by the Shareholders on June 22, 2015 which are in compliance with the then SEBI (Share Based Employee Benefits) Regulations, 2014, SEBI (ESOP & ESPS) Guidelines, 1999 and subsequently SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. There were no material changes in the above schemes.

Further, the following details have been disclosed on the company's website and a web-link thereto shall be provided in the report of Board of Directors.

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.

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. **The summary information of various Employee Stock Option Plans (ESOPs) and ESPS/ERSP 2012 of the Company and Diluted EPS are provided under Notes to Accounts under Standalone Financial Statements of Annual Report 2021-22.**

C. Details related to ESOS

(i) 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 : **May 22, 2021**

(b) Total number of options approved under ESOS : **2,000,000 options**

(c) Vesting requirements: **All stock options which have been granted have a four-year vesting term. The options vest and become fully exercisable at the rate of 25% each over a period of 4 years from the date of grant. These options are exercisable within 6 years from the date of vesting.**

(d) Exercise price or pricing formula: **The exercise price for the purpose of grant of Options shall be determined by the Nomination and Remuneration Committee which shall not be less than the face value of Rs. 10/- (Rupees Ten only) per equity share of the Company. Series A was granted at a face value of Rs. 10 and Series B was granted at market value (*average price over the last 6 weeks*)**

(e) Maximum term of options granted: **6 (Six) years from the date of Vesting of Options**

(f) Source of shares (primary, secondary or combination): **Primary**

(g) Variation in terms of options: **Not Applicable**

(ii) Method used to account for ESOS - Intrinsic or fair value: **Fair Value based of accounting**

(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. **Not Applicable as the Company has used fair value based method of accounting**

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

| Particulars | Mindtree Employee Stock Option Plan 2021 (ESOP 2021) | |
|---|--|----------|
| | Series A | Series B |
| Number of options outstanding at the beginning of the period | Nil | Nil |
| Number of options granted during the year | 328,128 | 187,000 |
| Number of options forfeited / lapsed during the year | 16,160 | 17,000 |
| Number of options vested during the year | 0 | 0 |
| Number of options exercised during the year | 0 | 0 |
| Number of shares arising as a result of exercise of options | 0 | 0 |
| Money realized by exercise of options (INR), if scheme is implemented directly by the company | 0 | 0 |
| Loan repaid by the Trust during the year from exercise price received | 0 | 0 |
| Number of options outstanding at the end of the year | 311,968 | 170,000 |
| Number of options exercisable at the end of the year | 0 | 0 |

(v) 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.

ESOP 2021 - Series A

| Particulars | Year ended | | | |
|---|-------------------------|---------------------------------|-------------------------|---------------------------------|
| | March 31, 2022 | | March 31, 2021 | |
| | Number of share options | Weighted average Exercise Price | Number of share options | Weighted average Exercise Price |
| Outstanding options, beginning of the year | - | - | - | - |
| Granted during the year | 328,128 | 10.00 | - | - |
| Exercised during the year | - | - | - | - |
| Cancelled during the year | 16,160 | 10.00 | - | - |
| Outstanding options, end of the year | 311,968 | 10.00 | - | - |
| Options vested and exercisable, end of the year | - | - | - | - |

The options outstanding as at March 31, 2022 have an exercise price of Rs 10 (As at March 31, 2021: NA) and a weighted average remaining contractual life of 1.88 years (As at March 31, 2021: NA).

ESOP 2021 - Series B

| Particulars | Year ended | | | |
|---|-------------------------|---------------------------------|-------------------------|---------------------------------|
| | March 31, 2022 | | March 31, 2021 | |
| | Number of share options | Weighted average Exercise Price | Number of share options | Weighted average Exercise Price |
| Outstanding options, beginning of the year | - | - | - | - |
| Granted during the year | 187,000 | 3,290.65 | - | - |
| Exercised during the year | - | - | - | - |
| Cancelled during the year | 17,000 | 2,683.80 | - | - |
| Outstanding options, end of the year | 170,000 | 3,290.65 | - | - |
| Options vested and exercisable, end of the year | - | - | - | - |

The options outstanding as at March 31, 2022 have an exercise price of Rs 3,290.65 (As at March 31, 2021: NA) and a weighted average remaining contractual life of 1.99 years (As at March 31, 2021: 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 as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

| | Name of Senior Managerial Personnel | Designation | Number of options granted | Exercise Price |
|----|--|---|----------------------------------|-----------------------|
| 1 | Suresh Bethavandu | Chief People Officer | 3,120 | 10 |
| 2 | Radhakrishnan Rajagopalan | Global Delivery Head-Technology Services | 2,040 | 10 |
| 3 | Suresh H P | Global Delivery Head-Industry Groups | 13,640 | 10 |
| 4 | Deepak Parameswaran | Chief Business Officer-Service Line Sales | 10,760 | 10 |
| 5 | Dinesh Bajaj | Chief Business Officer - RCM | 13,840 | 10 |
| 6 | Dominic Del Giudice | Chief Business Officer - APAC | 5,204 | 10 |
| 7 | Ganesh Nathella | Head of Markets-Health Business Unit | 2,800 | 10 |
| 8 | Klaus Seifert | VP-DACH & Head of Europe Strategy | 9,840 | 10 |
| 9 | Lakshminarasimhan Peramallore V | Vice President-Platforms | 5,740 | 10 |
| 10 | Mahesh Mahajan | VP-Global Head of Products and Platforms | 1,800 | 10 |
| 11 | Neha Kathuria | Associate Vice President | 720 | 2683.8 |
| 12 | Sreedhar Bhagavatheeswaran | Senior Vice President | 6,640 | 10 |
| 13 | Vijay Srinivasan | Vice President & Head Solutioning | 1,200 | 10 |
| 14 | Subhodh Shetty | General Manager & Company Secretary | 280 | 4595.42 |
| | | | 77,624 | |

(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; **None**

(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: **None**

(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;

The weighted average fair value of each option under Series A of ESOP 2021 plan was Rs 2,965.70 using the Black-Scholes model with the following assumptions:

| | As at March 31, 2022 |
|---|-----------------------------|
| Weighted average grant date share price | Rs 2,984.23 |
| Weighted average exercise price | Rs 10 |
| Dividend yield % | 0.10% |
| Expected life | 1-4years |
| Risk free interest rate | 4.88% |
| Volatility | 34.68% |

The weighted average fair value of each option under Series B of ESOP 2021 plan was Rs 782.47 using the Black-Scholes model with the following assumptions:

| | As at March 31, 2022 |
|---|-----------------------------|
| Weighted average grant date share price | Rs 3,411.29 |
| Weighted average exercise price | Rs 3,290.65 |
| Dividend yield % | 0.11% |
| Expected life | 1-4years |
| Risk free interest rate | 4.94% |
| Volatility | 34.29% |

- (b) the method used and the assumptions made to incorporate the effects of expected early exercise; **Black-Scholes model**
- (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; **The Black-Scholes model is used for valuation of stock options . and the expected volatility is considered based on the historical trend.**
- (d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition: **Yes. Other assumptions like Risk free rate, Dividend ratio are considered for the valuation.**

Details related to ESPS

- (i) The following details on each ESPS under which allotments were made during the year:

(a) Date of shareholders' approval: July 16, 2012 and amended and approved by the Shareholders on June 22, 2015 and May 22, 2021

(b) Number of shares issued: 703,091

(c) The price at which such shares are issued : Rs.10

(d) Lock-in period: one year

(ii) The following details regarding allotment made under each ESPS, as at the end of the year:

a. The details of the number of shares issued under ESPS: 114,006

b. The price at which such shares were issued : Rs.10

c. Employee-wise details of the shares issued to;

d. (i) "Senior Management" as defined under regulation 16(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Sl. No. | Name of Senior Management Personnel | Designation | No. of shares | Original Grant Price |
|---------|-------------------------------------|---|---------------|----------------------|
| 1 | Debashis Chatterjee | CEO & Managing Director | 20,000 | 10 |
| 2 | Venugopal Lambu | Executive Director & President, Global Markets | 18,000 | 10 |
| 3 | Paneesh Rao | Global Head-Sustainability | 10,900 | 10 |
| 4 | Manikandesh Venkatachalam | Chief Business Officer-TTH | 10,400 | 10 |
| 5 | Vijayaram Parupudi | Chief Business Officer (CBO) | 7,200 | 10 |
| 6 | Sriramkumar Kumaresan | Head Service Line Markets & Set – North America | 7,500 | 10 |

| | | | | |
|----|---------------------------|--|----------------|----|
| 7 | Anthony Abraham Karakkal | Chief Business Officer-IG | 5,150 | 10 |
| 8 | Aditya Shashikant Karmali | Vice President, Global Alliance Leader | 5,100 | 10 |
| 9 | Mukund Rao | Chief Business Officer (BFSI) | 4,900 | 10 |
| 10 | Dayapatra Nevatia* | Executive Director and Chief Operating Officer | 4,400 | 10 |
| 11 | Monish Mishra | Head Service Line Markets & Set - EU & UK | 4,221 | 10 |
| 12 | Vinit Teredesai | Chief Financial Officer | 2,700 | 10 |
| 13 | Venkat Pery | Chief Strategy Officer | 1,856 | 10 |
| | Total | | 102,327 | |

*Resigned during the year.

(ii) any other employee who is issued shares in any one year amounting to 5% or more shares issued during that year; **None**

(iii) identified employees who were issued shares during any one year equal to or exceeding 1% of the issued capital of the company at the time of issuance: **No employee was granted shares ESPS/ERSP 2012 during the year, equal to or exceeding 1% of the issued capital.**

e. Consideration received against the issuance of shares, if scheme is implemented directly by the company: **Rs.1,190,060**

f. Loan repaid by the Trust during the year from exercise price received: **NA**