

**Annexure- I of Board's Report****EMPLOYEE STOCK OPTION PLAN (ESOP-2016)**

[Pursuant to the Securities and Exchange Board of India  
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

Sr. No.	Particulars	Disclosures
1.	Date of Shareholder's approval	November 4, 2016
2.	Total number of Options approved under the plan	9,57,218
3.	Vesting requirements	The vesting period shall commence after one (1) year from the date of grant of Options and may extend upto three (3) years from the date of each grant, in the manner prescribed under the ESOP-2016 Plan, basis on recommendation provided by the Nomination and Remuneration Committee.
4.	Exercise price or pricing formula	The exercise price will be the market price of the equity shares one day before the date of meeting of the Nomination and Remuneration Committee, wherein the grants of Options of that particular year will be approved, after providing suitable discount or charge premium on such price as arrived above. However, in any case the exercise price shall not go below the par value of equity share of the Company.
5.	Maximum term of Options granted	The vesting of Options granted will take place within a maximum period of three (3) years from the date of grant.
6.	Sources of shares	Primary
7.	Variation in terms of Options	During the year, no amendment/modification/variation has been made in terms of Options granted by the Company.
8.	Method used for accounting of ESOP	The Company has calculated the employee compensation cost using the fair value method of accounting for the Options granted.
9.	Method and assumptions used to estimate the fair value of Options granted during the year	The determination of fair value has been computed by applying Black-Scholes Option Pricing Model, which relies on the comprehensive description and underlying assumptions delineated within the model framework.  Annexure-A furnishes the principal assumptions that have been employed within this model.
10.	Whether and how any other features of the Option granted were incorporated into the measurement of fair value, such as a market condition?	To determine the fair price of an Option, we have applied risk-free interest rate, expected life and dividend yield, apart from other feature as outlined in the Black-Scholes Option Pricing Model. Please refer Annexure-A for more details in this regard.
11.	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility?	We have applied Black-Scholes Option Pricing Model for determining volatility through historical data analysis.
12.	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	None
13.	Loan repaid by the trust during the year from exercise price received	Not applicable
14.	Disclosures in respect of grants made in three (3) years prior to IPO under each ESOPs	Please refer to Annexure-A for disclosure regarding grants made in the past three (3) years. Prior to listing, the Company did not offer share under ESOP-2016 Plan.
15.	Grant to KMP/SMP along with details of Options granted, amounting to 5% or more of the Options granted during the year	Grants allocated to KMP/SMP, along with specific details regarding Options granted, totaling 5% or more of the Options, are outlined in Annexure-B.
16.	Grant to identified employee, who receives in any one (1) year of option amounting to 5% or more of Option granted during that year	Apart from what has been mentioned above and any disclosures made during the relevant period, no employees have been granted Options totaling 5% or more of the Options granted in any given year.
17.	Grant to identified employee, who were granted Options, during any one (1) year, equal to or exceeding 1% of the issued capital of the Company at the time of grant	None

### Options Movement during the FY 2023-24

Sr. No.	Particulars	ESOP-2016 Part-IV	ESOP-2016 Part-V	ESOP-2016 Part-VI	ESOP-2016 Part-VII
1.	Number of Options outstanding at the beginning of the period i.e. April 01, 2023	8,000	27,300	42,250	-
2.	Number of Options granted during FY 2023-24	-	-	-	42,500
3.	Number of Options forfeited/lapsed during FY 2023-24	1,000	300	240	-
4.	Number of Options vested during FY 2023-24	8,000	11,700	12,675	-
5.	Number of Options exercised during FY 2023-24	7,000	11,400	12,435	-
6.	Number of shares arising as a result of exercise of Options	7,000	11,400	12,435	-
7.	Amount realized by exercise of Options, if scheme is implemented directly by the Company (in ₹)	35,77,000	79,57,200	99,48,000	-
8.	Number of Options outstanding at the end of the year i.e. March 31, 2024	Nil	15,600	29,575	42,500
9.	Number of Options exercisable at the end of the year i.e. March 31, 2024	Nil	15,600	29,575	42,500
10.	Weighted average exercise price of Options, whose exercise price is less than market price (In ₹)	511.00	698.00	800.00	750.00
11.	Weighted average fair value of Options, whose exercise price is less than market price (In ₹)	513.96	921.21	967.53	904.55

#### Annexure- A Annexure to (ESOP-2016)

Sr. No.	Date of Grant Vesting Particulars	09.02.2021			28.07.2021			27.05.2022			26.05.2023		
		T-1	T-2	T-3	T-1	T-2	T-3	T-1	T-2	T-3	T-1	T-2	T-3
1.	Vesting percentage (in %)	30	30	40	30	30	40	30	30	40	30	30	40
2.	Risk free interest rate (in %)	4.07	4.64	4.97	3.88	4.23	4.67	5.87	6.38	6.81	6.79	6.82	6.89
3.	Expected life (in years)	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09
4.	Historical volatility (in %)	49.23	41.71	38.70	42.75	45.62	41.53	47.48	44.13	45.39	30.42	39.82	40.24
5.	Expected dividend yield (in %)	0.50	0.50	0.50	0.48	0.48	0.48	0.46	0.46	0.46	0.49	0.49	0.49
6.	Price of the underlying share in market at the time of grant	963.70			1542.20			1633.35			1550.90		

#### Annexure- B Annexure to (ESOP-2016)

Sr. No.	Name of Employee	Designation	Category	% to total Grant
1.	Mr. Mukti Lal	Chief financial Officer	KMP	28.24
2.	Mr. Pabitra Mohan Panda	Sr. Chief Sales & Marketing Officer	KMP	22.35
3.	Mr. Hemant Shrivastava	Chief Operating Officer- Express Business (Non-Surface)	KMP	3.29
4.	Mr. Ashok Pandey	Chief Operating Officer- Multimodal Express	KMP	2.12
5.	Mr. Vikas Sharma	Head-Information Technology	SMP	5.53
6.	Mr. Girija Sankar Das	AVP-Regional Express Manager	SMP	2.12
7.	Mr. Sunil Kumar Rai	AVP-Regional Express Manager	SMP	5.65
8.	Mr. Piush Chachan	VP-Head of E-Com	SMP	6.59
9.	Mr. Anand Kumar Jha (Resigned)	Head- Human Resource	SMP	0.47
10.	Mr. Subimal Mukherjee	Head- Human Resource	SMP	2.00
11.	Mr. Krishan Pal Garg	Internal Auditor	SMP	1.76
12.	Ms. Priyanka	Company Secretary	KMP	0.47
13.	Mr. Noratmal Sarva (Retired)	SVP-Sundry	SMP	4.71

Note: The designations and roles outlined above pertain to the positions held as of the current reporting period. Please refer Board's Report for detailed information.

For and on behalf of the Board  
**TCI Express Limited**

Place : Gurugram  
 Date : May 10, 2024

**D P Agarwal**  
 Chairperson  
 (DIN: 00084105)