**Disclosure pursuant to Section 62 of the Companies Act, 2013 read with rules made thereunder and Regulation 14 read with Part F of Schedule I to the SEBI (Share Based Employee Benefits) Regulations, 2014 regarding stock options.**

## DESCRIPTION OF ESOP SCHEME:

As at March 31, 2026, the Company has following Employee Stock Option Schemes for eligible employees. In terms of the said plan, options to the employees shall vest as given in the below table.

1) CMS Employees Stock Option Plan 2016; and
2) CMS Employees Stock Option Plan 2023

**A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by Institute of Chartered Accountants of India ("ICAI") or any other relevant accounting standards as prescribed from time to time.**

The disclosures are provided in the Note to account no. 38 to the Standalone Financial Statements of the Company for the year ended March 31, 2026.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations, in accordance with 'Indian Accounting Standard 20 – Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time:**

₹ 17.13 per equity share

**C. Details related to ESOP:**

| Sr. No. | Description | CMS Employees Stock Option Plan 2016 | CMS Employees Stock Option Plan 2023 |
|---|---|---|---|
| **(i)** | **Description of each ESOP that existed during the year, including the general terms & conditions:** | | |
| 1. | Date of Shareholders Approval | October 20, 2016 as amended by Shareholder resolutions dated August 13, 2021, September 10, 2021, October 28, 2021 and December 28, 2022 | May 20, 2023 |
| 2. | Total number of options approved as per scheme | 4,604,444 | 10,075,000 |
| 3. | Vesting Requirements | As per ESOP Scheme | As per ESOP Scheme |

| | | | |
|---|---|---|---|
| 4. | The pricing formula/Exercise Price | The Exercise Price shall be price as determined by the Compensation Committee ('NRC') being not less than the face value of an Equity Share of the Company as on date of grant of Options. | The Exercise Price shall be such price as determined by the Compensation Committee ('NRC') and be set out in each Grant Letter, which shall be determined in accordance with the pricing methodologies provided under clause 8.1 of the Scheme and in compliance with the applicable SEBI regulations. |
| 5. | Maximum Term of Options Granted | 3.7 years | |
| 6. | Sources of Shares | New shares to be issued | |
| 7. | Method used for Accounting of ESOP | Options have been valued based on fair value method as prescribed under Ind AS 102, Share based payments, using Black Scholes valuation option pricing model by using the fair value of the Company's shares on the grant date and assumptions. | |
| 8. | Variations of terms of options | No amendment/variations were done during the previous financial year. | |
| **(ii)** | **Method used to account for ESOS - Intrinsic or fair value: Fair value** | | |
| 1 | Difference between the employee compensation cost so Computed and the employee compensation cost that shall have been recognised if it had used the fair value | Not applicable as the company has accounted for the stock options at fair value using the black scholes merton model based on assumptions detailed in note no. 38 to standalone financial statements | |
| 2. | The impact of this difference on profits and on EPS of the Company | NA | |
| **(iii)** | The movement of options during the year are as follows: | | |
| 1. | No. of options outstanding at the beginning of the year | 6,04,999 | 78,73,500 |
| 2. | No. of options granted during the year | 0 | 0 |
| 3. | No. of options forfeited/ lapsed | 41,250 | 10,00,750 |

| | | | |
|---|---|---|---|
| | during the year | | |
| 4. | No. of options vested during the year | 2,97,500 | 12,38,250 |
| 5. | No. of options exercised during the year | 2,72,500 | 0 |
| 6. | No. of shares arising as a result of exercise of options | 2,72,500 | 0 |
| 7. | Money realised by exercise of options (in Rs.) If scheme is implemented directly by the Company | ₹ 5,24,00,000 | 0 |
| 8. | No. of options outstanding at the end of the year | 2,91,249 | 68,72,750 |
| 9. | No. of options exercisable at the end of the year | 2,46,250 | 48,24,750 |
| **(iv)** | **Weighted-average exercise prices ("WAEP") and weighted-average fair values("WAFV") of Options:** The trading on equity shares of the Company commenced w.e.f. December 31, 2021 on BSE Ltd and National Stock Exchange of India Limited and hence the market value of stocks was not available at the time of pricing of ESOP. The pricing of ESOPs have been done on the basis of Valuation report using the Fair Value method. | | |
| 1. | Where the exercise price is less than the market price of the stock | NA | Options granted at discounted market price with discount not exceeding 10% of the market price of the Shares of the Company immediately prior to the Grant Date, subject to minimum exercise price of INR 300/- per option |
| 2. | Where the exercise price Equals the market price of the stock | NA | NA |

| | | | |
|---|---|---|---|
| 3. | Where the exercise price is more than the market price of the stock | NA | NA |
| **(v)** | **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of Options:** | | |
| 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. | 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 | NIL |
| 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 company at the time of grant. | NIL | 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:** | |
|---|---|---|
| 1. | Weighted-average values of share price | Please refer to note no. 38 to the standalone financials statement for financial year 2025-26 for description of method and significant assumptions used to estimate fair value of options granted during financial year 2025-26. |
| 2. | Exercise Price | |
| 3. | Expected volatility | |
| 4. | Expected option life | |
| 5. | Expected dividends | |
| 6. | The risk-free interest rate | |
| 7. | Any other inputs to the model | |
| 8. | The method used and the assumptions made to incorporate the effects of expected early exercise; | |
| 9. | How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; | |

| | | |
|---|---|---|
| 10. | Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition. | |