

## ANNEXURE I

### Disclosure pursuant to the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2024

#### DESCRIPTION OF ESOP SCHEMES:

The Company views Employee Stock Options as instruments that would enable the Employees to share the value they would create and contribute to the Company in the years to come.

The Company has framed and implemented the Metropolis Employee Stock Option Scheme 2015 ("MESOS 2015") as well as Metropolis – Restricted Stock Unit Plan – 2020 ("RSU 2020") for eligible employees. In terms of the said schemes, options to the employees have vest and shall continue to vest as given in the below table under point no. C.

Statement as at March 31, 2024, pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

#### 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 No. 46C to the Financial Statements of the Company for the year ended March 31, 2024.

#### B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations, in accordance with 'Indian Accounting Standard 33 – Earnings per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time:

22.55

#### C. Details related to ESOP / RSU:

Sr. No.	Particulars	MESOS 2015	RSU 2020
(i)	<b>Description of each ESOP /RSU that existed during the year, including the general terms and conditions:</b>		
1	Date of Shareholders' approval	<ul style="list-style-type: none"><li>• March 28, 2015</li><li>• September 18, 2017</li><li>• February 28, 2018</li><li>• September 10, 2018</li><li>• September 14, 2018</li></ul>	<ul style="list-style-type: none"><li>• April 6, 2020</li><li>• August 17, 2022</li></ul>
2	Total number of options / units approved under ESOP / RSU	12,21,324 options	3,70,000 units

3	Vesting requirements	<p>i) Options granted to Existing employees (person who is in continuous employment with the Company since January 1, 2016 or prior thereto) shall vest as below:</p> <ul style="list-style-type: none"> <li>a) 50% - on January 1, 2018;</li> <li>b) 25% -on January 1, 2019 and;</li> <li>c) c) 25% on January 1, 2020.</li> </ul> <p>ii) Options granted to New employees (person who is in continuous employment with the Company after January 1, 2016) shall vest as below:</p> <ul style="list-style-type: none"> <li>a) 50% of grant on completion of 2 years from date of joining;</li> <li>b) 25% of grant on completion of 3 years from date of joining; and</li> <li>c) 25% of grant on completion of 4 years from date of joining.</li> </ul>	<p>The RSUs would vest not earlier than 1 year and not later than 4 years from the date of grant of RSUs</p> <p>However, the above is subject to the attainment of the performance parameters the relative weight of which shall be determined by the Nomination and Remuneration Committee (“NRC”) as per the criteria mentioned in the RSU 2020.</p>
4	Exercise price or pricing formula	₹ 705.77 per option <sup>#</sup>	The NRC may decide the exercise price at the time of each grant which may be at discount to the fair market value/ or the market value but shall not be less than the face value of shares, except for bonus awards/ options.

5	Maximum term of options / units granted (Years)	The exercising period will commence from the date of vesting to the Grantee. Accordingly, the maximum term of Options will be 4 (four) years from the date of vesting.	5 years
6	Source of shares	Primary	Primary
7	Variation in terms of options / units	There was no variation in terms of options outstanding during the financial year 2023-24.	There was no variation in terms of units outstanding during the financial year 2023-24.
(ii)	<b>Method used to account for ESOP / RSU:</b>	Fair value	Fair Value
(iii)	<b>Movement during the year:</b>		
1	No. of options / units outstanding at the beginning of the period	2,500	1,40,671

2	No. of options / units granted during the year	-	77,666
3	No. of options / units forfeited/ lapsed during the year	-	28,715
4	No. of options / units vested during the year	Nil	18,454
5	No. of options / units exercised during the year	Nil	16,197
6	No. of shares arising as a result of exercise of options / units	2,500	16,197
7	Money realized by exercise of options / units (INR). If scheme is implemented directly by the Company	Nil	32,394
8	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
9	No. of options / units outstanding at the end of the year	2,500	1,73,425
10	No. of options / units exercisable at the end of the year	2,500	2,911
(iv)	<b>Weighted-average exercise prices ("WAEP") and weighted-average fair values ("WAFV") of Options / Units</b>		

1	Where the exercise price is less than the market price	Weighted Average exercise price is INR 705.77 & Weighted Average fair value is INR 1,174.34	Weighted Average exercise price is INR 2 & Weighted Average fair value is INR 1399.03
2	Where the exercise price equals the market price	Nil	Nil
3	Where the exercise price is more than the market price	Nil	Nil
<b>(v)</b>	<b>Employee wise details of Options / Units granted</b>		
1	Senior Managerial Personnel	Not Applicable	Refer table below
2	Employees were granted during any one year, options amounting to 5% or more of options granted during that year		Refer table below
3	Identified employees who were granted options, 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.		Not Applicable
<b>(vii)</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>		
1	Weighted-average Values of share price		
	Exercise price		As provided in notes to accounts no. 46C
	Expected volatility		
	Expected option life		
	Expected dividends		
	The risk-free interest rate		

	Any other inputs to the model		
2	The method used and the assumptions made to incorporate the effects of expected early exercise;	N.A.	
3	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;	-	
4	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	-	

*#Post bonus and split during the financial year 2018-19.*

**Details of RSUs granted to Senior Management Employees during the year:**

Sr. No.	Name	Designation	No. of RSUs granted
1	Surendran Chemmenkotil	Chief Executive Officer	68,666

**Details of RSUs granted to employees amounting to 5% or more of RSUs granted during the year:**

Sr. No.	Name	Designation	No. of RSUs granted
1	Surendran Chemmenkotil	Chief Executive Officer	68,666

***For and on behalf of the Board of Directors***  
**Metropolis Healthcare Limited**

**Place:** Mumbai  
**Date:** May 21, 2024

**Dr. Sushil Shah**  
Chairman & Executive Director  
DIN: 00179918