



TATA CAPITAL LIMITED EMPLOYEE STOCK PURCHASE / OPTION SCHEME

In order to develop and implement a long-term incentive program to effectively attract, motivate and retain the best talent from the industry in a competitive environment, the Company has implemented the Tata Capital Limited Employee Stock Purchase / Option Scheme ("Scheme"), which has been amended from time to time. For implementation of the Scheme, the TCL Employee Welfare Trust ("Trust") was set up.

The Trust has entrusted the NRC of the Board, with powers to effectively administer the Scheme. In accordance with the Scheme the NRC, *inter alia*, determines the employees to whom an offer is to be made based on certain performance criteria, the price at which the options can be exercised, the quantum of offer to be made and the terms and conditions for vesting and exercise of the offer.

As at March 31, 2025, out of 7,30,31,324 Equity Shares of the Company allotted to the Trust, 3,55,44,341 Equity Shares of the Company aggregating 0.93% of its total paid up Equity Share Capital were held by the persons to whom ESOPs were granted and were exercised by them under the ESOP scheme.

The following disclosures, pertaining to ESOPs for the FY 2024-25, are being made as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014:

Sr. No.	Particulars	
(i)	Options Granted	52,36,540
(ii)	Options Vested	70,35,484
(iii)	Options Exercised	64,06,946
(iv)	Total number of shares arising out of exercise of Options	64,06,946
(v)	Options Lapsed / Forfeited	10,69,826
(vi)	Exercise Price	Rs. 65.60
(vii)	Money realized by exercise of Options	Rs. 42,03,11,989
(viii)	Variation of terms of Options	-
(ix)	Total number of Options in force as at March 31, 2025 (Total No. of Options granted so far Less Total No. of Options exercised and lapsed / forfeited)	2,32,24,249

Employee-wise details of options granted, during FY 2024-25, to (Options yet to be exercised):

a. Key Managerial Personnel:

Sr. No.	Name of Key Managerial Personnel	No. of Options granted
(i)	Mr. Rajiv Sabharwal	4,28,000
(ii)	Mr. Rakesh Bhatia	72,000
(iii)	Ms. Sarita Kamath	43,000



- b. Any other employee who received a grant of Options in any one year of Options amounting to five percent or more of Options granted during that year: None
- c. Identified employees who were granted Options, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: None.