

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2022:

IIFL Wealth Management Limited (“**The Company**”) has implemented five Employee Stock Option Schemes (“**Scheme(s)**”) viz. IIFL Wealth Employee Stock Option Scheme – 2012 (**IIFLW ESOP 2012**), IIFL Wealth Employee Stock Option Scheme – 2015 (**IIFLW ESOP 2015**), IIFL Wealth Employee Stock Option Scheme – 2019 (**IIFLW ESOP 2019**), IIFL Wealth Employee Stock Option Scheme – Under Composite Scheme of Arrangement (**ESOP Composite Scheme**) and IIFL Wealth Employee Stock Option Scheme – 2021 (**IIFLW ESOP 2021**). All relevant details of these scheme(s) are provided below:

Sr. No.	Particulars	Details
1	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	During the year under review, there has been no change in the Scheme(s), no variation in the terms of the options granted under any of the aforesaid Schemes and all the aforesaid Scheme(s) are in compliance with applicable ESOP Regulations.
2	Further, the following details, <i>inter alia</i>, shall be 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	Disclosed in Notes to Accounts – Note 33A and 33B to Standalone Audited Financial Statements of the Company for the year ended March 31, 2022.

	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.	Diluted Earnings Per Share is Rs. 45.36/- and Rs. 64.10/- based on the Standalone and Consolidated Audited Financial Statements of the Company respectively for the year ended March 31, 2022.				
C.	Details related to Schemes	As on March 31, 2022, the Company has in place 5 (Five) Employee Stock Options Scheme(s) namely: 1. IIFL Wealth Employee Stock Option Scheme – 2012 (IIFLW ESOP 2012); 2. IIFL Wealth Employee Stock Option Scheme – 2015 (IIFLW ESOP 2015); 3. IIFL Wealth Employee Stock Option Scheme – 2019 (IIFLW ESOP 2019); 4. IIFL Wealth Employee Stock Option Scheme – Under Composite Scheme of Arrangement (ESOP Composite Scheme) 5. IIFL Wealth Employee Stock Option Scheme – 2021 (IIFLW ESOP 2021);				
(i)	A description of each Scheme that existed at any time during the year, including the general terms and conditions of each Scheme, including	IIFLW ESOP 2012	IIFLW ESOP 2015	IIFLW ESOP 2019	ESOP Composite Scheme	IIFLW ESOP 2021
	a) Date of shareholders' approval	March 05, 2012	June 09, 2015	September 30, 2019	December 12, 2018	April 18, 2021
	b) Total number of options approved under the Schemes	27,29,375	90,00,000	29,79,419	1,27,912	24,50,000
	c) Vesting requirements	Subject to minimum period of	Subject to minimum period of one year and maximum	Subject to minimum period of one year and	Options granted under	Subject to minimum period

		one year and maximum period of seven years from the date of grant of options	period of five years from the date of grant of options.	maximum period of five years from the date of grant of options.	the ESOP Composite Scheme would vest as per the vesting schedule as determined under various grants made under Employee Stock Option Plan 2008 of IIFL Finance Limited (Earlier known as IIFL Holdings Limited) and outstanding as on May 31, 2019.	of one year and maximum period of five years from the date of grant of options.
	d) Exercise price or pricing formula	Fair Market Value of the Company's equity shares as determined by a qualified Chartered Accountant or SEBI Registered Merchant Banker. This scheme is	Fair Market Value of the Company's equity shares as determined by a qualified Chartered Accountant or SEBI Registered Merchant Banker. This scheme is closed for new grants and the abovementioned pricing	Exercise price shall be the price, payable by the eligible employee for exercising the options granted in pursuance of the scheme, which would be at par value (INR. 2/- per share) or such higher price as	It is the original grant price at which grants were made under IIFL Finance Limited (Earlier known as IIFL Holdings Limited) ESOP	Exercise price shall be a price, payable by the eligible employee for exercising the options granted in pursuance of the Scheme, which shall be decided by the Committee

		closed for new grants and the abovementioned pricing formula was used to determine the Exercise price before listing.	formula was used to determine the Exercise price before listing.	determined by Nomination & Remuneration Committee	Scheme 2008 adjusted by the option of swap ratio as per the Composite Scheme of Arrangement approved by the shareholders of the Company on December 12, 2018 and Hon'ble National Company Law Tribunal on March 07, 2019.	from time to time.
	e) Maximum term of options granted	7 Years from the date of grant	7 Years from the date of grant	7 Years from the date of grant	5 Years from original grant date	7 years from the date of grant
	f) Source of shares (primary, secondary or combination)	Primary	Primary	Primary	Primary	Primary
	g) Variation in terms of options	None	None	None	None	None
ii)	Method used to account for each scheme	Fair Value	Fair Value	Fair Value	Not Applicable (Refer Note No. 1)	Fair Value

(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	The Company has prepared its financials basis Ind-AS and calculated the employee compensation cost using fair value options and there is no difference.	The Company has prepared its financials basis Ind-AS and calculated the employee compensation cost using fair value options and there is no difference.	The Company has prepared its financials basis Ind-AS and calculated the employee compensation cost using fair value options and there is no difference.	Not Applicable (Refer Note No. 1)	The Company has prepared its financials basis Ind-AS and calculated the employee compensation cost using fair value options and there is no difference.
(iv)	Option movement during the year (For each scheme)	IIFLW ESOP 2012	IIFLW ESOP 2015	IIFLW ESOP 2019	ESOP Composite Scheme	IIFLW ESOP 2021
	Number of options outstanding at the beginning of the period	2,114	7,41,693	22,07,703	16,010	Not Applicable
	Number of options granted during the year	Not Applicable*	Not Applicable*	7,74,667	Not Applicable*	25,16,224
	Number of options forfeited / lapsed during the year *	1,560	19,158	1,29,937	722	3,11,440
	Number of options vested during the year	554	3,93,156	6,69,370	686	0
	Number of options exercised during the year	554	4,06,888	4,10,901	6,690	0
	Number of shares arising as a result of exercise of options	554	4,06,888	4,10,901	6,690	0

	Money realized by exercise of options (INR), if scheme is implemented directly by the company	2,31,018.00	16,26,45,621.00	35,45,38,461.00	5,48,713.80	0
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Number of options outstanding at the end of the year	0	3,15,647	24,41,532	8,598	22,04,784
	Number of options exercisable at the end of the year	0	3,15,647	8,51,698	8,598	0
	* IIFLW ESOP 2012 Scheme, IIFLW ESOP 2015 Scheme and IIFLW Demerger Schemes have been closed and there will be no further grants/re-grant under the said Schemes.					
(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.					
	Weighted average Exercise prices for Options where exercise price equals or exceeds the Market Price	Rs. 417.00/-	Rs. 399.73/-	Rs. 1,044.585/-	Not Applicable	Not Applicable
	Weighted average fair values for Options where exercise price equals or exceeds the Market Price	Not Applicable	Not Applicable	Rs. 1,419.98/-	Not Applicable (Refer Note No. 1)	Rs. 1,376.56/-
	Weighted average Exercise	Not Applicable	Not Applicable	Rs. 861.00/-	Rs. 82.02/-	Not Applicable

	prices for Options where exercise price is less than Market Price (for options exercised during the year)					
	Weighted average fair values (Rs.Per Share) for options granted during the year	Not Applicable	Not Applicable	Rs. 1,069.55/-	Not Applicable (Refer Note No. 1)	Rs. 1,069.55/-
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –	<u>Refer Annexure 1</u>				
	(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					
	(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; and					
	(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.					
(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:					
	Weighted Average Share price	Not Applicable	Not Applicable	Rs. 1,116.44/-	NA	Rs. 1,132.05/-
	Weighted Average Exercise price	Not Applicable	Not Applicable	Rs. 1,109.14/-	NA	Rs. 1,126.30/-
	Risk Free Interest Rate	Not Applicable	Not Applicable	4.97% - 5.68%	Not applicable (Refer Note No. 1)	4.97% - 5.82%
	Expected Volatility of Share Price	Not Applicable	Not Applicable	18.52% - 25.16%	Not applicable (Refer Note No. 1)	18.52% - 25.44%
	Expected option life	Not Applicable	Not Applicable	2-5 years	Not applicable (Refer Note No. 1)	2-5 years
	Expected dividends	Not Applicable	Not Applicable	5.65% - 5.70%	Not applicable	5.65% - 5.70%

					(Refer Note No. 1)	
	Fair Value on the date of grant	Not Applicable	Not Applicable	Rs. 1,069.55/ - Rs. 1,564.50/-	Not applicable (Refer Note No. 1)	Rs. 1,069.55/ - Rs. 1,564.50/-
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise	The fair value of options has been estimated on the date of grant using Black Scholes model.	The fair value of options has been estimated on the date of grant using Black Scholes model.	The fair value of options has been estimated on the date of grant using Black Scholes model.	Not applicable (Refer Note No. 1)	The fair value of options has been estimated on the date of grant using Black Scholes model.
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Volatility of market to index based on Historical observations have been used considering that the company's shares do not have a long history.	Volatility of market to index based on historical observations have been used considering that the company's shares do not have a long history.	Volatility of market to index based on historical observations have been used considering that the company's shares do not have a long history.	Not applicable (Refer Note No. 1)	Volatility of market to index based on Historical observations have been used considering that the company's shares do not have a long history.
	(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	Not applicable. The options vest on passage of time and there are no other conditions attached to the	Not applicable. The options vest on passage of time and there are no other conditions attached to the vesting of the options.	Not applicable. The options vest on passage of time and there are no other conditions attached to the vesting of the options.	Not applicable (Refer Note No. 1)	Not applicable. The options vest on passage of time and there are no other conditions attached to the vesting of the options.

		vesting of the options.				
	Disclosures in respect of grants made in three years prior to Initial Public Offer (IPO) under each ESOP – Not Applicable – IIFLWML was listed on Stock Exchanges (NSE & BSE) as a part of Composite Scheme of Arrangement. Accordingly, this disclosure is not applicable.					
D.	Details related to ESPS	Not Applicable. Since the Company has not granted Options under ESPS, SAR, GEBS/RBS or through Trust				
E.	Details related to SAR					
F.	Details related to GEBS/RBS					
G.	Details related to Trust					

Note No. 1: The ESOP Composite Scheme has been implemented on account of Composite Scheme of Arrangement as mentioned above in lieu of existing ESOP scheme of IIFL Finance Limited (formerly Known as IIFL Holdings Ltd.). This, being in lieu of erstwhile ESOP scheme of IIFL Finance Ltd., no separate fair valuation is required to be carried out by the Company.

Annexure 1: Details related to Scheme(s):

Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –	IIFLW ESOP 2012	IIFLW ESOP 2015	IIFLW ESOP 2019				ESOP Composite Scheme	IIFLW ESOP 2021					
			Name of Employee	Designation	No. of options granted	Grant Price (Rs.)		Name of Employee	Designation	No. of options granted	Grant Price (Rs.)		
(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	Nil	Nil					Nil						
			Anirudha Taparia	Joint CEO – Client Relations	3,00,000	1,060/-		Shajikumar Devakar	Executive Director – Client Relations (Wealth Sales)	(i) 2,49,785 (ii) 15,215	1060/- 1316/-		
			Vinay Ahuja	Executive Director – Client Relations	1,00,000	1,060/-		Himanshu Jain	Executive Director – Client Relation (Prime Lending Specialist)	52,500	1060/-		
			Anshuman Maheshwary	Chief Operating Officer	2,167	1,316/-		Anshuman Maheshwary	Chief Operating Officer	5,409	1,316/-		

						Sanjay Wadhwa	President – Accounts & Finance	40,000	1,565/-	
						Mihir Nanavati *	President – Accounts & Finance	24,000	1,060/-	
						*Mr. Mihir Nanavati resigned as Chief Financial Officer of the Company on August 25, 2021.				
(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; and	Nil	Nil								
			Name of Employee	Designation	No. of options granted	Grant Price (Rs.)	Name of Employee	Designation	No. of options granted	Grant Price (Rs.)
			Anirudha Taparia	Joint CEO – Client Relations	3,00,000	1,060/-	Shajikumar Devakar	Executive Director– Client Relations (Wealth Sales)	(i) 2,49,785	1060/-
			Pramod Kumar A	Chief Investment Officer – Portfolio Management	1,17,000	1,060/-			(ii) 15,215	1316/-
			Vinay Prakash Ahuja	Executive Director – Client Relations	1,00,000	1,060/-				
			Umang Jagmohan Papneja	Executive Director – Third Party Products	75,000	1,060/-				
			Abhay Amrite	Managing Partner –	75,000	1,060.00/-				

				Client Relations				
(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	Nil	Nil	Nil				Nil	Nil