

Disclosure pursuant to Regulation 14 of SEBI (Share based Employee Benefits) Regulations, 2014 as on March 31, 2020

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

Please refer the Note no. 29 of Standalone Financial Statement of the Company for the year ended March 31, 2020.

B. Diluted EPS on issue of shares: Rs. 49.84

C. Details related to Employee Stock Option:

(i) Description of Scheme:

Pursuant to a resolution of Board of Directors dated June 8, 2015 and shareholders resolution dated September 23, 2015, the Company adopted the IndiaMART Employees Stock Option Scheme - 2015 ("IndiaMART ESOS 2015"), which governs all previous stock option schemes of our Company, including Grant 2010, Grant 2012 and Grant 2013. The maximum Equity Shares that may be issued upon exercising of grants under the IndiaMART ESOS, 2015 should not exceed the aggregate of 5% of the expanded share capital of our Company and the existing pool of 15,16,216 options that were approved pursuant to the shareholder resolutions dated November 10, 2008 and October 27, 2012. However, pursuant to a resolution of our Board of Directors dated April 30, 2018, the IndiaMART ESOS 2015 was discontinued with respect to future grants of options.

Further, the shareholders at their meeting held on May 07, 2018 passed a resolution that 3,72,746 options, comprising the options under IndiaMART ESOS 2015 that had not been granted to eligible employees, will henceforth be governed by the IndiaMART ESOS 2018 (defined below). At the same meeting, the shareholders also approved Bonus of (1:1) to all Equity shareholders of the Company with appropriate adjustments on issue of bonus, to the outstanding options granted but not exercised by the option holders as on record date under IndiaMART ESOS 2015 and their respective exercise price so that such option holder gets the same shareholding to which they would have been entitled to as if, all such options had been exercised before the issue of such bonus shares.

Nomination and Remuneration Committee is authorized to administer the IndiaMART ESOS 2015 and is entitled to determine the terms of the stock options at the time of their grant. Accordingly, our Company issued stock options to eligible employees in 2015 ("ESOP 2015"), 2016 ("ESOP 2016") and 2017 ("ESOP 2017").

The Company has the various plans in the IndiaMART Employees Stock Option Scheme – 2015. The following plans of the Company were in the operations during the Financial year 2019-20:

Sl. No.	Particular	ESOP 2015	ESOP 2016	ESOP 2017
1.	Date of Shareholders Approval	September 23, 2015		
2.	Total No. of options approved	Please refer the Note no. 29 of Standalone Financial Statement of the Company for the year ended March 31, 2020		
3.	Vesting requirement	Not earlier than one year and not more than five years from the date of grant of options.		
4.	Exercise price or pricing formula (in Rs.)	Please refer the Note no. 29 of Standalone Financial Statement of the Company for the year ended March 31, 2020		
5.	Maximum Term of option granted	Maximum time period of Exercise will be 10 years from the date of grant unless otherwise extended by the Committee.		
6.	Source of shares (Primary, Secondary and combination)	Primary		
7.	Variation in terms of options	During the Financial Year 2019-20, there were no variation in terms of options.		

(ii) Method used to account for Scheme:

The fair value of option is measured by using Black Scholes Valuation Model.

(iii) Where the company opts for expensing of the options using the intrinsic value of the options: Not Applicable

(iv) Option movement during the year:

Sl. No.	Particulars	Details
1.	Number of options outstanding at the beginning of the period	1,41,838
2.	Number of options granted during the year	Nil
3.	Number of options forfeited / lapsed during the year	3,160
4.	Number of options vested during the year	91,4070
5.	Number of options exercised during the year	91,407
6.	Number of shares arising as a result of exercise of options	1,82,814
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,82,81,400

8.	Loan repaid by the Trust during the year from exercise price received	No
9.	Number of options outstanding at the end of the year	47,271
10.	Number of options exercisable at the end of the year	Nil

(v) Weighted-average exercise prices and weighted-average fair values of options:

Weighted-average exercise prices are as follow as on March 31, 2020:

Sl. No,	Plan	Weighted-average exercise prices
1.	ESOP 2015	Rs. 200
2.	ESOP 2016	Rs. 275.93
3.	ESOP 2017	Rs. 280.50

(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:

During the Financial Year ended March 31, 2020, no option granted to the Employee and Senior Management.

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Sl. No.	Particulars	ESOP 2015	ESOP 2016	ESOP 2017
1.	the weighted-average values of share price	<p>No Stock Options were granted during the Year</p> <p>Further, please refer the Note no. 29 of Standalone Financial Statement of the Company for the year ended March 31, 2020</p>		
2.	exercise price			
3.	expected volatility:			
4.	expected option life granted (vesting & exercise period) in Years:			
5.	expected dividends:			
6.	the risk-free interest rate:			
7.	the method used and the assumptions made to incorporate the effects of expected early exercise;			
8.	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility			

9.	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	
----	---	--

D. Details related to ESPS:

The Company does not have any Employee Stock Purchase Scheme (ESPS).

E. Details related to SAR:

(i) Description of SAR Scheme:

Pursuant to a resolution of Board of Directors dated April 30, 2018 and the Shareholders approval dated May 7, 2018, the Company instituted an employee stock benefit scheme (“IndiaMART ESBS 2018”). In terms of the IndiaMART ESBS 2018, eligible employees may be granted options and/or stock appreciation rights (“SARs”). Pursuant to a trust deed dated June 14, 2018, a trust by the name “IndiaMART Employee Benefit Trust” (“EBS Trust”) has been set up in connection with the implementation of IndiaMART ESBS 2018. The current trustees of the ESOP Trust are Mr. Madhup Agrawal, Mr. Sudhir Gupta and Mr. Vikas Aggarwal. The EBS Trust has been set up to implement equity-based incentive schemes of our Company, including the IndiaMART ESBS 2018, whereby the Company will initially issue and allot the Equity Shares to the EBS Trust, which will subsequently, transfer the Equity Shares to our employees when they exercise their stock options or SAR units.

In terms of the IndiaMART ESBS 2018 and resolutions passed by the Board of Directors on June 4, 2018 and by Shareholders on June 11, 2018 a maximum of 45,492 stock options resulting into 45,492 Equity Shares and 1,400,000 SAR units resulting into not more than 7,00,000 Equity Shares in aggregate. may be granted to eligible employees, identified in accordance with the IndiaMART ESBS 2018. The IndiaMART ESBS 2018 is administered and monitored by Nomination and Remuneration Committee.

The Committee granted 800,740 SAR units to eligible employees at Rs. 500/- per unit on October 01, 2018.

During the year 149,816 Stock Appreciation Rights were vested on October 01, 2019. The Nomination and Remuneration Committee opened exercise window form October 01, 2019 to October 30, 2019 wherein vested 149,816 Stock Appreciation Rights were exercised into 1,02,427 Equity Shares of the Company.

Sl. No.	Particular	Indiamart Employee Stock Benefit Scheme 2018
1.	Date of Shareholder’s Approval	May 07, 2018

2.	Total No. of shares approved under the SAR scheme	Please refer the Note no. 29 of Standalone Financial Statement of the Company for the year ended March 31, 2020
3.	Vesting requirement	Not earlier than one year and not more than five years from the date of grant of SAR
4.	SAR price or pricing formula	Please refer the Note no. 29 of Standalone Financial Statement of the Company for the year ended March 31, 2020
5.	Maximum Term of SAR granted	Maximum time period of Exercise will be 10 years from the date of grant unless otherwise extended by the Committee.
6.	Method of settlement (whether in cash or equity)	Equity
7.	Choice of settlement (with the company or the employee or combination)	Company
8.	Source of shares (primary, secondary or combination)	Primary
9.	Variation in terms of scheme	As per Annexure - 1

(ii) Method used to account for SAR:

The fair value of option is measured by using Black Scholes Valuation Model.

(iii) Where the company opts for expensing of SAR using the intrinsic value of SAR: Not Applicable

(iv) SAR movement during the year:

Sl. No.	Particulars	Details
1.	Number of SARs outstanding at the beginning of the year	7,79,740
2.	Number of SARs granted during the year	Nil
3.	Number of SARs forfeited / lapsed during the year	45,332
4.	Number of SARs vested during the year	1,49,816
5.	Number of SARs exercised / settled during the year	1,49,816
6.	Number of SARs outstanding at the end of the year	5,84,592
7.	Number of SARs exercisable at the end of the year	Nil

(v) Employee-wise details (name of employee, designation, number of SAR granted during the year, exercise price) of SAR granted to:

During the Financial Year ended March 31, 2020, no SAR granted to the Employee and Senior Management.

F. Details related to GEBS/RBS:

The Company does not have any General employee benefits schemes (GEBS) and Retirement benefit schemes (RBS).

G. Details related to Trust:

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the ESBS under the regulations are to be disclosed:

(i) General information of Trust:

Sl. No.	Particulars	Details
1.	Name of the Trust	Indiamart Employee Benefit Trust
2.	Details of the Trustee(s)	i) Mr. Madhup Agrawal ii) Mr. Vikas Aggarwal iii) Mr. Sudhir Gupta
3.	Amount of loan disbursed by, during the year	Rs. 15,00,000/-
4.	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 15,00,000/-
5.	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	No
6.	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust:

Sl. No.	Particulars	Details
1.	Number of shares held at the beginning of the year	Nil
2.	Number of shares acquired during the year through primary issuance, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	1,45,000
3.	Number of shares acquired during the year through secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil

4.	Number of shares transferred to the employees / sold along with the purpose thereof	1,02,427
5.	Number of shares held at the end of the year.	42,573

Annexure - 1

VARIATION OF TERMS OF OPTIONS/SAR:

At the Annual General Meeting of the shareholders held on September 25, 2019, the shareholders approved variation under Indiamart Employee Stock Benefit Scheme, 2018 (ESBS 2018).

Under ESBS 2018 the grantees of Stock Appreciation Right (SAR Units) upon vesting of SAR Units are eligible to receive 'Appreciation' in the shares of the company by allotment of shares equivalent to the Appreciation. The Appreciation herein is the difference between Exercise Date Price and the SAR Price. Since the vesting period is 4 years and the exercise period subsequent to vesting is 10 years the determination of the value to be received by employees upon exercise remains unascertained for an extended period of time. Such a lengthy period increases the risk of the return to be received based on Equity Shares due to various market factors and the unascertained benefit makes the rights less attractive to the employees. Thus, to extend the benefit that they have discovered based on the price of Equity Shares of the Company in a more favourable & less risky manner, to reduce the uncertainty of return due to market factors and to increase the attractiveness of the rights it was approved to calculate the Appreciation in favour of the employees (grantees) on the Vesting Date instead of Exercise Date.

DETAILS OF VARIATIONS IN THE SCHEME:

The details of the variations in the Scheme are as under:

Article No.	New Provision	Existing Provision
	Definitions	
4.2	"Appreciation" means the difference between the Vesting Date Price and SAR Price, to be payable in terms of Cash and Equity Shares of the Company in specified percentage as defined in Article 15 of the scheme.	"Appreciation" means the difference between the Existing Date Price and SAR Price, to be payable in terms of Cash and Equity Shares of the Company in specified percentage as defined in Article 15 of the scheme.
4.11	"Exercise Date Price" means the price which is calculated in terms of Article 16 of the scheme.	"Exercise Date Price" means the price which is calculated by the Committee at the time of exercise of SAR units by the Grantees. The Exercise Date Price shall be calculated in terms of Article 15 of the scheme.
4.33	"Vesting Date Price" means the price which is calculated in terms of Article 15 of the scheme.	No such provision in original scheme
	Exercise	
13.4	In case of SAR units: Receive such number of Equity Shares the value of which is equivalent to the amount of Appreciation which shall be	In case of SAR units: Receive such number of Equity Shares the value of which is equivalent to the amount of Appreciation which shall be calculated

	calculated on the difference between SAR Price and Vesting Date Price. The SAR Price and Vesting Date Price shall be calculated in accordance with Article 10 and Article 15 of the scheme respectively.	on the difference between SAR Price and Exercise Date Price. The SAR Price and Exercise Date Price shall be calculated in accordance with Article 10 and Article 15 of the scheme respectively.
15.1	Upon duly Exercise of SAR units, the Committee shall calculate the Appreciation occurred on such units. The Appreciation value will be based on the difference between the Vesting Date Price and SAR Price.	Upon duly Exercise of SAR units, the Committee shall calculate the Appreciation occurred on such units. The Appreciation value will be based on the difference between the Exercise Date Price and SAR Price.
15.3	<p>The Vesting Date Price shall be calculated as follow:</p> <p>The Vesting Date Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the Vesting Date.</p> <p>If such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered for the purpose of calculation of SAR Price.</p>	<p>The Exercise date Price shall be calculated as follow:</p> <ul style="list-style-type: none"> • If shares of the Company are unlisted: The Exercise Date Price shall be calculated on the basis of value determined by an Independent Valuer calculated on the basis of last Audited Results / Provisional Results of the Company as on date of exercise of SAR Units. • If shares of the Company are listed: The Exercise Date Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the exercise date. <p>If such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered for the purpose of calculation of SAR Price.</p>
16.2	<p><u>Payment of Appreciation in Equity:</u></p> <p>The Appreciation in Equity shall be paid by the Trust to the Grantee in terms of Equity Shares of the Company. The number of Equity Shares will be determined by dividing the Appreciation in Equity Shares by the Exercise Date Price.</p> <p>The Exercise Date Price shall be calculated on the basis of latest available closing price of the of the shares of the Company on recognised Stock Exchange on which the shares of the company are listed on the date immediately prior to the exercise date.</p>	<p><u>Payment of Appreciation in Equity:</u></p> <p>The Appreciation in Equity shall be paid by the Trust to the Grantee in terms of Equity Shares of the Company. The number of Equity Shares will be determined by dividing the Appreciation in Equity Shares by the Exercise Date Price.</p>