

**DISCLOSURE UNDER REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY), REGULATIONS, 2021**

Sr. No	Particulars	The Leela Employee Stock Option Scheme 2024 ("ESOP 2024"/ "the Scheme")
1.	Any material changes in the Plan and whether the Plan is in compliance with the regulations	The Shareholders had approved the Plan in their meeting held on September 17, 2024 Further, the Plan is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
2.	Following disclosures are made on the website of the Company: <a href="http://www.theleela.com">www.theleela.com</a>	
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 – N.A.	
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 ICAI or any other relevant accounting standards as prescribed from time to time – N.A.	
C.	Details related to the Plan:	
(i)	A description of the Plan that existed at any time during the year, including the general terms and conditions of the Plan, including -	
	(a) Date of shareholders' approval	The Plan has been approved by a resolution passed in the meeting of the Board of Directors of the Company held on September 16, 2024 and shareholders in their meeting held on dated September 17, 2024
	(b) Total number of stock options approved under the Plan	The maximum number of Options approved pursuant to the Plan are 2% of the total issued and paid-up share capital which shall be convertible into equal number of Equity Shares of the Company. As per the ESOP the aggregate number of options may not exceed 2% of the total issued and paid-up share capital Options under ESOP maybe granted to two groups viz. key management group and certain identified employees at an exercise price as decided by the Nomination and Remuneration Committee (NRC) .
	(c) Vesting requirements	There shall be a minimum period of one year between the grant of options and vesting of options or as may be prescribed by SEBI and the Act. Provided that in the event of death or permanent incapacity / disability of an employee, the minimum vesting period of one year shall not be applicable and in such instances, the options shall vest in terms of sub-regulation (4) & (5) of Regulation 9 of SEBI Regulations, on the date of the death or permanent incapacity.  The maximum vesting period shall be such period and in such manner as prescribed by the Nomination and Remuneration Committee subject to a maximum period of five years from the grant of Options.

	(d)	Exercise price or pricing formula	The Nomination and Remuneration Committee will determine the Exercise Price which the Optionee should pay to Exercise the Options.
	(e)	Maximum term of stock options granted	Vesting period – Minimum one year and maximum five years Exercise Period – The Exercise Period in respect of Vested Options under this Scheme can be up to a maximum of 10 years from the date of vesting of such options or such period as may be decided by the NRC.
	(f)	Source of shares (primary, secondary or combination)	NA
	(g)	Variation in terms of stock options	NA
(ii)		Method used to account for the Plan - Intrinsic or fair value	NA
(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.	NA
(iv)		Option Movement During the year- NA, no options have been granted or are outstanding under the ESOP Scheme.	
	Sl. No.	Particulars	Details
	1	Number of options outstanding at the beginning of the period	NA
	2	Number of options granted during the year	NA
	3	Number of options forfeited / lapsed during the year	NA
	4	Number of options vested during the year	NA
	5	Number of options exercised during the year 2024-25	NA
	6	Number of shares arising as a result of exercise of options	NA
	7	Money realized by exercise of options (INR), if scheme is implemented directly by the company (including premium)	NA
	8	Loan repaid by the Trust during the year from exercise price received	NA
	9	Number of options outstanding at the end of the year	NA
	10	Number of options exercisable at the end of the year	NA

(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.	NA
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to: <ul style="list-style-type: none"> <li>(a) senior managerial personnel;</li> <li>(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</li> <li>(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.</li> </ul>	NA
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: <ul style="list-style-type: none"> <li>(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;</li> <li>(b) the method used and the assumptions made to incorporate the effects of expected early exercise;</li> <li>(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and</li> <li>(d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.</li> </ul>	NA
<b>Disclosures in respect of grants made in three years prior to IPO under each ESOP – N.A.</b>		