

ANNEXURE-I

Details of ESOP as per the provisions of the Companies Act, 2013 & SEBI (Share Based Employee Benefits) Regulations, 2014:

Sl. No.	Particulars	Employee Stock Option Plan-2017
1	Date of Shareholder's approval	2 nd August, 2017
2	Total number of options approved	5% of the total paid up capital existing as on 31 st March 2017 aggregating to 3,828,873 option.
3	Vesting requirements	There shall be a minimum period of one year between the grant of options and vesting of options. The vesting period may extend upto 3 years from the date of grant. The vesting shall happen in one or more tranches as may be decided by the Compensation/ Nomination & Remuneration Committee (CNRC).
4	Exercise price or pricing formula	Exercise Price will be based upon the Market Price of the Shares one day before the date of the meeting of the CNRC wherein the grants of options of that particular year will be approved. Suitable discount may be provided or premium may be charged on the price as arrived above, as deemed fit by the CNRC for the finalization of the Exercise Price. However, in any case, the Exercise Price shall not go below the par value of Equity Share of the Company.
5	Maximum term of Options granted	All options will get vested within maximum period of 3 (three) years from the date of grant.
6	Sources of shares (Primary, Secondary or Combination)	Primary
7	Variation in terms of Option	Subject to applicable laws, the CNRC will at its absolute discretion have the right to modify/amend the ESOP 2017 Scheme in such manner and at such time or times as it may deem fit, subject however that any such modification/ amendment shall not be detrimental to the interest of the Grantees/ Employees and approval wherever required for such modification/amendment is obtained from the shareholders of the Company in terms of the SEBI Regulations.
8	Method used for accounting of ESOP (Intrinsic or fair value)	Fair Value method or any other method as may be prescribed by Ind-AS or SEBI Regulations from time to time.
9	Disclosures in respect of grants made in three years prior to IPO under each ESOP	Not Applicable

Options Movement during the FY 2024-25

Sl. No.	Particulars	Employee Stock Option Plan-2017 (4 th Tranche)	Employee Stock Option Plan-2017 (5 th Tranche)	Employee Stock Option Plan-2017 (6 th Tranche)	Employee Stock Option Plan-2017 (7 th Tranche)
1	Number of options outstanding at the beginning of the period i.e. 1 st April, 2024	112,400	97,300	152,000	-
2	Number of options granted during FY 2024-25	-	-	-	130,000
3	Number of options forfeited/ lapsed during FY 2024-25	1,200	150	555	-
4	Number of options vested during FY 2024-25	112,400	41,700	45,600	-
5	Number of options exercised during the FY 2024-25	111,200	41,550	45,045	-

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Sl. No.	Particulars	Employee Stock Option Plan-2017 (4 th Tranche)	Employee Stock Option Plan-2017 (5 th Tranche)	Employee Stock Option Plan-2017 (6 th Tranche)	Employee Stock Option Plan-2017 (7 th Tranche)
6	Number of shares arising as a result of exercise of options	111,200	41,550	45,045	-
7	Money realized by exercise of options if scheme is implemented directly by the Company (In ₹)	17,236,000	15,165,750	16,441,425	-
8	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Not Applicable	Not Applicable
9	Number of options outstanding at the end of the year i.e. 31 st March, 2025	-	55,600	106,400	130,000
10	Number of options exercisable at the end of the year i.e. 31 st March, 2025	-	-	-	-
Employee's details who were granted options during the year:					
11	(a) Key Managerial Personnel/ Senior Managerial Personnel				
	I. Mr. Ishwar Singh Sagar, CEO-TCI Freight, A Division of the Company (KMP)	-	-	-	12,000
	II. Mr. Ashish Kumar Tiwari, Group Chief Financial Officer (KMP)	-	-	-	7,500
	III. Mr. Rajkiran Kanagala, Group Head- Chief Business Officer (SMP)	-	-	-	7,500
	IV. Mr. Manoj Kumar Tripathi CEO – TCI SCS (KMP)	-	-	-	6,500
	V. Mr. Bhaiya Sumit Kumar, CEO- TCI Cold Chain Solutions Ltd. (SMP)	-	-	-	6,500
	VI. Mr. Jasjit Singh Sethi, CEO- TCI Supply Chain Solutions, A Division of the Company (KMP)	-	-	-	5,000
	VII. Mr. Pramod Kumar Jain, Head- HR & Admin (SMP)	-	-	-	5,000
	VIII. Mr. Ajit Singh, CEO- TCI-CONCOR Multimodal Sol P. Ltd. (SMP)	-	-	-	5,000
	IX. Mr. Naveen Gupta, Head- Internal Audit (SMP)	-	-	-	3,000
	X. Mr. Prashant Panda, Head- Legal (SMP)	-	-	-	2,000
	XI. Mr. Munish Chander, Group Head- CSR (SMP)	-	-	-	500
	XII. Ms. Archana Pandey, Company Secretary & Compliance Officer (KMP)	-	-	-	500
	(b) Any other employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	-	-	-	-
	(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	-	-	-	-
12	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options (In ₹)	51.19			

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13	Where the company has calculated employees compensation cost using the intrinsic value of stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if they had used fair value of the options. The impact of this difference on EPS of the Company.	Not Applicable			
14	Weighted average exercise price of Options whose Exercise price is less than market price (In ₹)	155.00	365.00	365.00	440.00
15	Weighted average fair value of options whose Exercise price is less than market price (In ₹)	173.08	426.14	370.23	882.00

16. Method and Assumptions used to estimate the fair value of options granted during the year:

The fair value has been calculated using the Black-Scholes Option Pricing model. The assumptions used in the model are as follows:

Date of grant	25 th May, 2021			28 th May, 2022			18 th May, 2023			15 th May, 2024		
Vesting particulars	1 st Vesting	2 nd Vesting	3 rd Vesting	1 st Vesting	2 nd Vesting	3 rd Vesting	1 st Vesting	2 nd Vesting	3 rd Vesting	1 st Vesting	2 nd Vesting	3 rd Vesting
Vesting %age	30%	30%	40%	30%	30%	40%	30%	30%	40%	30%	30%	40%
Risk Free Interest Rate	3.77%	4.29%	4.63%	5.91%	6.32%	6.87%	6.83%	6.86%	6.88%	6.99%	7.07%	7.09%
Expected Life (In Years)	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09
Historical Volatility	42.07%	44.63%	41.60%	55.47%	50.72%	49.53%	32.20%	48.74%	45.39%	24.86%	34.89%	41.59%
Dividend Yield	0.74%	0.74%	0.74%	0.76%	0.76%	0.76%	0.82%	0.82%	0.82%	0.83%	0.83%	0.83%
Price of the underlying share in market at the time of the option grant (₹)	312.55	312.55	312.55	732.30	732.30	732.30	678.80	678.80	678.80	882.45	882.45	882.45