

Disclosure pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Gati – Employees Stock Appreciation Rights Plan 2021 (“ESAR 2021”): On January 27, 2022, pursuant to approval by the shareholders of the Company through Postal Ballot, the Board including Nomination and Remuneration Committee (“NRC”) were authorized to create, offer and grant Employee Stock Appreciation Rights (“ESARs”) to eligible employees of the Company, Holding Company, Subsidiary Company(ies) and Associate Company(ies) under the ESAR 2021 in one or more

tranches, from time to time. The maximum number of ESARs under the ESAR 2021 shall not exceed 42,00,000 ESARs and the same shall be exercisable into such number of equity shares of face value of ₹ 2/- fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company. To implement the ESAR 2021 the NRC has granted 31,05,000 ESARs and 7,75,000 ESARs on March 17, 2022 and February 08, 2023, respectively, to the eligible employees of the Company, Holding Company and Subsidiary Company and which shall vest as per the vesting schedule and vesting conditions.

The Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the financial year 2021-22 are as follows:

Sl. No.	Particulars	Details
1.	The board of directors in their report shall disclose any material.	Refer to the Board’s Report, page 40 of the Annual Report for FY 2023.
2.	Further, the following details, inter alia, 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 ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Disclosed in Notes to Accounts - Note 56 to Standalone Financials for the year ended March 31, 2023, page 159 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102-Share based payment).
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Indian Accounting Standard (Ind AS) 33 - Earnings Per Share’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Refer page 109 and page 171 of the Annual Report for disclosure of Diluted EPS at standalone and consolidated levels. (Disclosures are provided in accordance with Ind AS 33- Earnings Per Share)
C.	Details related to ESOS – Not Applicable	
D.	Details related to ESPS – Not Applicable	
E.	Details related to ESAR	
(i)	A description of each SAR scheme that existed at any time during the year, including the general terms and conditions of each SAR scheme, including -	ESAR 2021
a)	Date of shareholders’ approval	January 27, 2022
b)	Total number of shares approved under the SAR scheme	The maximum number of ESARs under the ESAR 2021 shall not exceed 42,00,000 ESARs and the same shall be exercisable into such number of equity shares of face value of ₹ 2/- fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company.
c)	Vesting requirements	The vesting period of ESARs granted shall vest in not earlier than 1 (one) year and not more than 4 (four) years from the date of grant of such ESARs.
d)	SAR price or pricing formula	₹ 85/- per ESAR
e)	Maximum term of SAR granted	9 years from the date of Grant
f)	Method of settlement (whether in cash or equity)	Equity
g)	Choice of settlement (with the company or the employee or combination)	-

Sl. No. Particulars	Details		
h) Source of shares (primary, secondary or combination)	Primary		
i) Variation in terms of scheme	Not Applicable		
(ii) Method used to account for SAR - Intrinsic or fair value.	Fair Value		
(iii) Where the company opts for expensing of SAR using the intrinsic value of SAR, 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 SAR, shall be disclosed. The impact of this difference on profits and on EPS of the company	Not Applicable		
(iv) SAR movement during the year (For each SAR scheme)			
(a) Number of SARs outstanding at the beginning of the year	31,05,000		
(b) Number of SARs granted during the year	7,75,000		
(c) Number of SARs forfeited / lapsed during the year	NIL		
(d) Number of SARs vested during the year	NIL		
(e) Number of SARs exercised / settled during the year	NIL		
(f) Number of SARs outstanding at the end of the year	38,80,000		
(g) 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:-			
(a) Senior Management:			
	Name of Senior Management Personnel	Designation	Number of SAR granted during the year
	Mr. Pirojshaw Sarkari	CEO	2,00,000
	Mr. Anish T Mathew	CFO	1,00,000
	Mrs. T S Maharani	CS	50,000
(b) any other employee who receives a grant in any one year of amounting to 5% or more of SAR granted during that year; and			
	Name of the Employee	Designation	Number of SAR granted during the year
	Pirojshaw Sarkari	CEO	2,00,000
(c) identified employees who were granted SAR, 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		
F. Details related to GEBS / RBS – Not Applicable			
G. Details related to Trust – Not Applicable			