

**DISCLOSURE PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014  
FOR THE FINANCIAL YEAR 2020-21**

**General Disclosures**

- 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.

All relevant disclosures have been made in the Financial Statements.

- 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 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time. – Not Applicable

**Scheme Specific Disclosures**

<b>Sr. No.</b>	<b>Details of ESOP</b>	<b>PDS Multinational Fashions Limited - Employee Stock Option Plan 2021 (PDS ESOP 2021)</b>
1	A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP including:	The Company at present has only one ESOP Scheme namely, PDS ESOP 2021.
2	Date of Shareholders Approval	February 25, 2021
3	Total No. of Options approved under ESOP	5,31,565 Stock Options
4	Vesting Requirements	The Nomination and Remuneration Committee may specify certain vesting conditions pursuant to which the Options may vest with the relevant Eligible Employee. The specific vesting schedule and vesting conditions would be determined by the Nomination and Remuneration Committee and identified in the grant letter issued to the Option grantee.
5	Maximum Term of Options Granted	Options granted shall be capable of being exercised within a period of 3(three) years from the date of vesting.
6	Exercise Price or Pricing Formula	The Exercise price in respect of the Option shall be determined by the Nomination and Remuneration Committee and shall be notified to the Option Grantees in the grant letter. The Exercise Price may be equal to or less than the market price of the Equity Shares of the Company, as determined by the Nomination and Remuneration Committee from time to time but shall not be less than the face value of the underlying Equity Share.
7	Source of Shares	Primary

8	Variation in Terms of Options	<p>Subject to Applicable Laws, the Nomination and Remuneration Committee, may if it deems necessary, vary the terms of PDS ESOP 2021 which are not prejudicial to the interests of the Option Grantees, subject to compliance with the Applicable Laws and Regulations.</p> <p>During the year, no amendment/ modification/ variation has been introduced in terms of options granted by the Company.</p>
9	Method of Option Valuation	Indian Accounting Standards (Ind AS) has been adopted by Company in previous financial year and accordingly, the Company has accounted the stock options at Fair Value Method.
10	Difference between the above and employee compensation cost that shall have been recognized if it had used the fair value of the options <i>(if method is Intrinsic Value Method)</i>	Not Applicable
11	<b>Option movement during the Year</b>	
	Number of Options outstanding at the beginning of the period, i.e., April 1, 2020	Nil
	Number of Options granted during the year	Nil
	Number of Options forfeited/lapsed during the year	Nil
	Number of Options vested during the year	Nil
	Number of Options exercised during the year	Nil
	Number of Shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (Amount in Rs.)	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of Options outstanding as at March 31, 2021	Nil
	Number of Options exercisable as at March 31, 2021	Nil
12	<b>Weighted average exercise price of Options granted whose</b>	
	(a) Exercise Price equals market price	-
	(b) Exercise Price is greater than market price	-
	(c) Exercise Price is less than market price	-
	<b>Weighted average fair value of Options granted during the year whose</b>	
	(a) Exercise Price equals market price	-
	(b) Exercise Price is greater than market price	-

	(c) Exercise Price is less than market price	-								
	<b>Weighted Average Information:</b> The fair value of employee share options, see (A) above, has been measured using Black Scholes Merton Model. The fair value of the options and the inputs used in the measurement of the grant date fair values of the equity-settled share based payment plan are as follows: <b>Not Applicable</b>									
13	Employee Wise details of-									
	i) Options granted to Key Managerial Personnel during the FY 2020-21									
	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Option Granted during the Year</th> <th>Exercise Price</th> </tr> </thead> <tbody> <tr> <td colspan="4" style="text-align: center;">NIL</td> </tr> </tbody> </table>		Name	Designation	Option Granted during the Year	Exercise Price	NIL			
Name	Designation	Option Granted during the Year	Exercise Price							
NIL										
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year;									
	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Option Granted during the Year</th> <th>Exercise Price</th> </tr> </thead> <tbody> <tr> <td colspan="4" style="text-align: center;">NIL</td> </tr> </tbody> </table>		Name	Designation	Option Granted during the Year	Exercise Price	NIL			
Name	Designation	Option Granted during the Year	Exercise Price							
NIL										
	iii) 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									
	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Option Granted during the Year</th> <th>Exercise Price</th> </tr> </thead> <tbody> <tr> <td colspan="4" style="text-align: center;">NIL</td> </tr> </tbody> </table>		Name	Designation	Option Granted during the Year	Exercise Price	NIL			
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NIL										
14	A description of the method and significant assumptions used during the year to estimate the fair value of options.	Not Applicable								

**By & On Behalf of the Board of Directors  
For PDS Multinational Fashions Limited**

Place: Bengaluru, India  
Date: May 27, 2021

sd/-  
**Deepak Seth**  
Chairman & Non-Executive Director  
DIN: 00003021

sd/-  
**Ashutosh Bhupatkar**  
Independent Director  
DIN : 00479727