

**Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with SEBI circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, for the financial year ended March 31, 2025**

As on March 31, 2025, the Company has the following Scheme:

**- Gufic Biosciences Limited – Employee Stock Option Plan 2023 (“ESOP 2023”)**

Accordingly, the disclosures pertaining to stock options granted by the Company under the aforesaid scheme and as required under the applicable provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided herein below.

**A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.**

Disclosed in Notes to Accounts – Note 49 [Employee Stock Option Plan (ESOP)] of Standalone Financial Statements for the year ended March 31, 2025, forming part of the Annual Report. Disclosures are provided in accordance with Ind AS 102, Share based payment.

**B. Diluted Earnings per Share (EPS) on issue of shares in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.**

Diluted EPS for the year ended March 31, 2025, is disclosed in Note 41.2 (Earning per Share) of Standalone Financial Statements for the year ended March 31, 2025, forming part of the Annual Report. Diluted earnings per share have been computed using weighted average number of shares and dilutive potential ordinary shares.

**C. Details related to ESOP:**

<b>I)</b>	Description of the scheme	Gufic Biosciences Limited Employee Stock Option Plan 2023
a.	Date of Shareholders Approval of the Scheme	September 29, 2023 by passing Special Resolution at the 39 <sup>th</sup> Annual General Meeting of the Company.
b.	Total number of options approved under the Scheme	500,000
c.	Number of Options Granted	6,000 (Options granted on June 27, 2024)i.e. 6000 (Six Thousand) Equity Shares of Face Value of Re. 1/- each (Each option will be converted

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Plot No. 48, Smart Industrial Park, Near Natrip, Pithampur, District Dhar - 454775, Madhya Pradesh  
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		into 1 fully paid-up Equity Share of the Company).
d.	Vesting of Options	Options shall be vested for 1 year from the date of grant.
e.	Time within which option may be exercised	All Vested Options shall be exercised over a maximum period of 6 months from the date of Vesting.
f.	Exercise price or pricing formula	Under the Gufic ESOP 2023, the Exercise Price of options shall be based on the closing market price of the Company's Equity Shares quoted on the stock exchanges immediately prior to the date of the meeting of the Nomination and Remuneration Committee, designated as Compensation Committee (including circular resolution) on which grant is to be made, as discounted by the Compensation Committee but it shall not be less than the face value of the shares i.e. Rs.1/- per share.  As the Equity Shares of the Company are listed on more than one recognized stock exchange, the closing price on the recognized stock exchange having a higher trading volume shall be considered as the market price for determining the exercise price.
g.	Maximum term of options granted	Options granted under Gufic ESOP 2023 would vest not earlier than the minimum vesting period of 1 (one) year and not later than the maximum vesting period of 4(four) years from the date of grant of such options.
h.	Source of shares (primary, secondary or combination)	Primary
i.	Variation of terms of options	There were no variations in terms of options during the year.
II)	Method used for accounting of ESOPs	The Company recognizes compensation expense relating to share based payments in accordance with Ind AS 102 Share based Payment. Stock options granted by the Company to its employees are accounted as equity settled options. Accordingly, the estimated fair value of options granted that is determined on the date of grant, is charged to statement of Profit and Loss on a straight-line basis over the vesting period of options which is the requisite service period, with a corresponding increase in equity.

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III)	Where the Company opts for expensing of the options using intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the Fair Value of the option, shall be disclosed. The impact of this difference on profits and EPS of the company shall also be disclosed.	Not Applicable
<b>IV)</b>	<b>Options movement during the year</b>	
	<b>Particulars</b>	
<b>a.</b>	No. of options outstanding at the beginning of the year	-
<b>b.</b>	No. of options granted during the year	6,000
<b>c.</b>	No. of options cancelled, lapsed and forfeited during the year	-
<b>d.</b>	No. of options vested during the year	-
<b>e.</b>	No. of options exercised during the year	-
<b>f.</b>	No. of shares arising as a result of exercise of options	-
<b>g.</b>	Money realized by exercise of options	-
<b>h.</b>	Loan repaid by the trust during the year from exercise price	NA
<b>i.</b>	No. of options outstanding at the end of the year	6,000
<b>j.</b>	No. of options exercisable at the end of the year	NA
<b>v)</b>	Weighted Average exercise price and weighted average fair value 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	Under the Gufic ESOP 2023, the Exercise Price of options shall be based on the closing market price of the Company's Equity Shares quoted on the stock exchanges immediately prior to the date of the meeting of the Nomination and Remuneration Committee, designated as Compensation Committee (including circular resolution) on which grant is to be made, as discounted by the Compensation Committee but it shall not be less than the face value of the shares i.e. Rs.1/- per share.

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		As the Equity Shares of the Company are listed on more than one recognized stock exchange, the closing price on the recognized stock exchange having a higher trading volume shall be considered as the market price for determining the exercise price.
<b>VI)</b>	<b>Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -</b>	
<b>a.</b>	Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Refer #Note 1 below
<b>b.</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	NIL
<b>c.</b>	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.	NIL
<b>VII)</b>	<b>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</b>	
<b>a.</b>	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;	Refer Note 49 forming part of the Standalone financial statements for the financial year 2024-25.
<b>b.</b>	The method used and the assumptions made to incorporate the effects of expected early exercise;	Refer Note 49 forming part of the Standalone financial statements for the financial year 2024-25.
<b>c.</b>	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Refer Note 49 forming part of the Standalone financial statements for the financial year 2024-25.

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<b>d.</b>	Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	Refer Note 49 forming part of the Standalone financial statements for the financial year 2024-25.
<b>VIII)</b>	<b>Disclosures in respect of grants made in three years prior to IPO under each ESOS - Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.</b>	Not Applicable

**#Note 1:**

<b>Sr. No.</b>	<b>Name of Employees</b>	<b>Designation</b>	<b>Number of Options granted</b>
1.	Mr. Rasik Kulkarni	Senior Vice President – Feticare & Feticare Life and Aesthaderm	1000
2.	Mr. Shekhar Aley	Senior Vice President – Critical Care SBUs, Nepal & Institution	1000
3.	Mr. Nagesh Yarrabathina	Chief Operating Officer	1000
4.	Mr. Ashok Dev	President – Operation	1000
5.	Mr. Gaurang Pancholi	Associate Vice President – Operation	1000
6.	Mr. Devkinandan Roonghta	Chief Financial Officer	1000

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