

IMAGICAAWORLD ENTERTAINMENT LIMITED

DISCLOSURE PURSUANT TO REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AS ON MARCH 31, 2023

The Shareholders of the Company at their Annual General Meeting held on November 10, 2020, approved a Scheme called as "Imagicaaworld Employee Stock Options Scheme 2020. As on March 31, 2023, the Company has one Scheme i.e. Imagicaaworld Employee Stock Options Scheme 2020 ("Scheme 2020").

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 and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided herein below:

A. Relevant disclosures in terms of the "Guidance note on accounting for employee share-based payments" issued by Institute of Chartered Accountants of India ("ICAI") or any other relevant accounting standards as prescribed from time to time:

The relevant disclosures are provided in the note 44 to the Standalone financial statements of the Company for the year ended March 31, 2023.

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:

Standalone Diluted EPS: 9.81

Consolidated Diluted EPS: 9.80

C. Details related to ESOS

- i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

(a) Date of shareholders' approval – November 10, 2020

(b) Total number of options approved under ESOS – 39,94,891 Equity Shares of Rs. 10/- each

(c) Vesting requirements - Options granted under ESOS 2020 would Vest after 1 (one) year but not later than 3 (three) years from the date of grant of such Options.

(d) Exercise price or pricing formula

- The exercise price for the first grant shall be 30% discount to trailing 2 weeks Volume Weighted Average Price (on the stock exchange which has reported higher volumes) from date of first vesting.
- The exercise price for the subsequent grant shall be 20% discount to trailing 2 weeks

Volume Weighted Average Price (on the stock exchange which has reported higher volumes).

(e) Maximum term of options granted - 7 years from the date of vesting

(f) Source of shares (primary, secondary or combination) – Primary

(g) Variation in terms of options – Nil

ii. **Method used to account for ESOS** – Intrinsic Value Method

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.**

The Company recognizes compensation expense relating to share-based payments in net profit based on estimated fair values of the stock options on the grant date. The estimated fair value of stock options is recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the stock options as if the stock option was in substance multiple stock options with a corresponding increase to share options outstanding account.

In case, the fair value of the stock options granted at the grant date cannot be estimated reliably, the options are measured at their intrinsic value, initially at the date the entity obtains the service and subsequently at the end of each reporting period and at the date of final settlement, with any change in intrinsic value recognized in Profit or Loss.

Accordingly, the change in intrinsic value has been disclosed in the Note No. 25 of the Standalone Financial Statements as on March 31 2023.

iv. **Option movement during the year (For each ESOS):**

Particulars	Details
Number of options outstanding at the beginning of the period	36,20,501
Number of options granted during the year	0
Number of options forfeited / lapsed during the year	0
Number of options vested during the year	0
Number of options exercised during the year	26,27,171
Number of shares arising as a result of exercise of options	26,27,171
Money realized by exercise of options (INR), if scheme is implemented directly by the company	-
Loan repaid by the Trust during the year from exercise price received	-
Number of options outstanding at the end of the year	9,93,330
Number of options exercisable at the end of the year	9,93,330

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.** Not Applicable

vi. **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –**

a. **senior managerial personnel –**

Following are the details of Stock Options granted to the Senior Managerial Personnel of the Company.

Sr. No.	Name of the Employee	Designation	No. of Options exercised during the year
1.	Dhimant Bakshi	Chief Executive Officer & Chief Marketing Officer	3,21,500
2.	Mayuresh Kore	Chief Financial Officer & Head Legal	2,76,500
3.	Divyata Raval	Company Secretary*	85,022
4.	Balanand Anand	Vice President – Engineering	3,10,228
5.	Sitanshu Satapathy	Vice President – Finance and Accounts	2,25,000
6.	Shivajee Sharma#	Assistant Vice President – Operations	1,20,000

* Resigned w.e.f. August 29, 2022

* Resigned w.e.f. August 25, 2022

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- Nil**

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 – Nil**

vii. **A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

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;

b. the method used and the assumptions made to incorporate the effects of expected early exercise;

- c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and
- d. whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.

The Company recognizes compensation expense relating to share-based payments in net profit based on estimated fair values of the stock options on the grant date. The estimated fair value of stock options is recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the requisite service period for each separately vesting portion of the stock options as if the stock option was in substance multiple stock options with a corresponding increase to share options outstanding account.

In case, the fair value of the stock options granted at the grant date cannot be estimated reliably, the options are measured at their intrinsic value, initially at the date the entity obtains the service and subsequently at the end of each reporting period and at the date of final settlement, with any change in intrinsic value recognized in Profit or Loss.

Accordingly, the change in intrinsic value has been disclosed in the Profit and Loss Account as on March 31, 2023 under Employee Benefit Expenses.