

**Date: 01<sup>st</sup> August, 2025**

**Ref: TARIL/SECT/2025-26/NSE-BSE/COMPL/031**

<b>To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928</b>	<b>To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol : TARIL</b>
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Dear Sir/Madam,

**Sub: Grant of stock options under TRIL Employee Stock Option Plan 2024**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform that the Nomination and Remuneration Committee ("Committee") of Transformers and Rectifiers (India) Limited ("Company"), at their meeting held on 01<sup>st</sup> August, 2025 has inter alia approved grant of 2632968 Stock Options to the eligible employee of the Company under TRIL Employee Stock Option Plan 2024 ("ESOP 2024" / "Plan").

Disclosure as required under Regulation 30 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as Annexure A.

Please take the same on your records.

Thanking you,

**For Transformers and Rectifiers (India) Limited**

**Rakesh Kiri  
Company Secretary**

Encl.: As above.

**Annexure - A**

*Disclosure pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024:*

<b>Sr. No.</b>	<b>Particulars</b>	<b>Responses</b>
a)	brief details of options granted;	2632968 Options granted by the Committee to the eligible employees of the Company under ESOP 2024.
b)	whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);	Yes
c)	total number of shares covered by these options;	2632968 equity shares of the Company of face value of Re. 1/- each, which shall entitle the Option holder to 1 (one) fully paid-up equity share of face value of Re.1/- (Rupee One) each against each Option exercised.
d)	pricing formula;	The Exercise Price per Option shall be as may be determined by the Committee from time to time and it may be different for different class/classes of Employees falling in the same tranche of grant of Options issued under ESOP 2024. However, the Exercise Price per Option shall not be less than the face value of the equity share of the Company.
e)	options vested;	NA
f)	time within which option may be exercised;	The Exercise Period for vested Options shall be a maximum of 4 (Four) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period.
g)	options exercised;	NA
h)	money realized by exercise of options;	NA
i)	the total number of shares arising as a result of exercise of option;	NA
j)	options lapsed;	NA
k)	variation of terms of options;	NA
l)	brief details of significant terms;	<p>The shareholders of the Company by way of special resolution dated 13<sup>th</sup> May, 2024, approved the Plan authorizing the Nomination and Remuneration Committee ("Committee") to grant not exceeding 4276922 [Forty-Two Lakh Seventy-Six Thousand Nine Hundred and Twenty-Two] Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 4276922 [Forty-Two Lakh Seventy-Six Thousand Nine Hundred and Twenty-Two] Shares of face value of Re. 1 (One) each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company.</p> <p>In-Principle approvals have been obtained from the Stock Exchanges.</p> <p>The Committee shall administer the ESOP 2024.</p> <p>Out of the maximum 4276922 Options to be granted under the ESOP 2024, the Committee has granted 2632968 Options in the 1<sup>st</sup> tranche to eligible Employee of the Company.</p>

		<p>Only Employees are eligible for being granted Option under Plan. The specific Employees to whom the Option would be granted, and their Eligibility Criteria shall be determined by the Committee.</p> <p>While Granting the Options, the Committee may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.</p> <p>The Vesting dates, Vesting Schedule and Vesting Condition in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested and would be outlined in the document given to the Option Grantee at the time of Grant of Options.</p> <p>Each Option is convertible into one (1) fully paid-up equity share of the Company upon vesting and exercise.</p> <p>The Options shall be deemed to have been exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of Shares against the Options vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise.</p>
m)	subsequent changes or cancellation or exercise of such options;	NA
n)	diluted earnings per share pursuant to issue of equity shares on exercise of options.	NA