DISCLOSURES WITH RESPECT TO COMPLIANCE OF REGULATION 14 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 READ WITH SEBI CIRCULAR DATED JUNE 16, 2015 ON ESOP DISCLOSURES AS ON MARCH 31, 2021

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:**

Members may refer to the audited financial statement prepared as per Indian Accounting Standards (Ind AS) for the financial year 2020-21, available on www.ugrocapital.com

B. **Diluted EPS on issue of shares in accordance with "Accounting Standard 20 - Earnings Per Share" issued by ICAI:**

Basic and Diluted EPS for the year ended March 31, 2021 is Rs. 4.07 and Rs. 4.07 respectively

C. **Details related to CSL Employees Stock Option Scheme, 2017**

The description including terms and a condition of ESOS is summarized as under:

Sr. No.	Particulars	Details
1.	Date of shareholders' approval	9th May, 2018
2.	Total number of options approved under ESOS	39,00,000
3.	Vesting requirements Options granted under the Scheme shall vest after 1 (one) year from the date of Grant of such Options, subject to the conditions mentioned below : i. the number of Options which would Vest under this Scheme shall be determined as follows: **First Tranche** Half of the Options Granted to an Employee shall vest in equal instalments over a period of 3 (three) years on the first, second and third anniversary of the Grant Date. **Second Tranche** If the Company's ROA and AUM at the end of March 31, 2022 (first test year) or March 31, 2023 (second test year) achieves both the ROA and the AUM projections as set out at Annexure B of the ESOS 2017, then each of the respective Option Grantees would be eligible for vesting of the remaining half of the Options Granted. The Vesting of Options would be subject to continued employment of the Option Grantee with the Company and thus the Options would Vest on passage of time in the manner prescribed above. An Option Grantee would need to have a minimum continuous (excluding Long Leave period) employment of at least 3 (three) years to be able to Exercise the options vested to the Option Grantee. Further, if an Option Grantee exits from the Company prior to completion of continuous (excluding Long Leave period) employment of atleast 3 (three)	

		years, all Vested Options may be Exercised by such an Option Grantee, however such an Option Grantee will be liable to pay back any gains on such Options. The Vesting Period for Option Grantees on Long Leave would be determined by the Committee on a case to case basis.	
4.	Exercise price or pricing formula	The Exercise Price shall be determined by the Committee and shall not in any case be lower than Rs. 130/- (Indian Rupees One Hundred and Thirty only) or the market price as defined under SEBI (Share Based Employee Benefits) Regulations, 2014.	
5.	Maximum term of options granted	The options vested should be exercised within 3 years from the date of such respective vesting.	
6.	Source of shares (primary, secondary or combination)	Primary / Fresh issue of shares	
7.	Variation in terms of options	No variation has been made in the Scheme during the financial year ended March 31, 2021.	
8.	Method used to account for ESOS - Intrinsic or fair value.	Fair Value	
9.	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.	NA	
10.	The impact of this difference on profits and on EPS of the company shall also be disclosed.	Nil	
11.	Option movement during the year		
	Number of options outstanding at the beginning of the period	35,24,605	
	Number of options granted during the year	8,37,615	
	Number of options forfeited / lapsed during the year	11,42,112	
	Number of options vested during the year	1,29,229	
	Number of options exercised during the year	Zero	
	Number of shares arising as a result of exercise of options	Nil	
	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	Nil	
	Number of options outstanding at the end of the year	5,16,923	
	Number of options exercisable at the end of the year	1,29,229	

12.	Weighted average exercise price and weighted average fair value of Options granted during the year for Options whose exercise price either equals or exceeds or is less than the market price of the stock.	
	Options whose exercise price is less than the market price:	
	- Weighted average exercise price of options	130.00
	- Weighted average fair value of options	41.47
13.	Employee wise details	
	Senior Managerial Personnel	
	Name	Number of Options
	Abhijit Ghosh	7,24,615.00
	Anuj Pandey	2,76,923.00
	Manish Agarwal	2,64,615.00
	Sathiayan J	2,64,615.00
	Sunil Lotke	78,000.00
	Sandeepkumar Mohanlal Zanvar	1,00,000.00
	Amit Gupta	1,00,000.00
	Pia Shome	61,500.00
	Employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	
	Name	Number of Options
	Abhijit Ghosh	7,24,615.00
	Anuj Pandey	2,76,923.00
	Manish Agarwal	2,64,615.00
	Sathiayan J	2,64,615.00
	Sandeepkumar Mohanlal Zanvar	1,00,000.00
	Amit Gupta	1,00,000.00
	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:	
	Name	Number of Options
	Abhijit Ghosh	7,24,615.00
14.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
	Weighted average share price	
	- Exercise price	130.00
	- Expected volatility	49.31-55.70
	- Option life (comprising vesting period and exercise period)	1-6 years
	- Expected dividends	0.00%
	- Risk free rate of return	4.2%-5.7%

15.	The method used and the assumptions made to incorporate the effects of expected early exercise	Historical data and pattern for early exercise of Options is not uniform, hence not considered in expected life calculations.
16.	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. There is no research that demonstrates conclusively how long the historical period used to estimate expected long-term future volatility should be. Hence, we have considered the historical volatility of the shares of the Company, including days on which there was no trading in the equity shares of the Company, on BSE commensurate with the expected life of the options being valued.
17.	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in the points above.