

**Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021
as on March 31, 2025**

The shareholders of the Company had approved 'CFCL Employees Stock Option Scheme, 2010' on August 27, 2010, which was amended by the shareholders on September 13, 2013. The revised 'CFCL Employees Stock Option Scheme 2010' ("**ESOS 2010**") was approved by the shareholders on September 15, 2015.

All the eligible employees have exercised their stock options under ESOS 2010 by the financial year ended on March 31, 2024

The requisite disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as under:

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.

The relevant disclosures form part of Note 35 of the Notes to Standalone Financial Statements of the Company for the financial year ended March 31, 2025.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations 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.

Rs. 41.35 (As per IND AS-33)

C. Details related to Employees Stock Option Scheme (ESOS):

i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS:		
The description including terms and conditions of ESOS 2010 is as under:		
a)	Date of shareholders' approval	August 27, 2010, amended on September 13, 2013. The revised ESOS 2010 was approved on September 15, 2015.

b)	Total number of options approved under ESOS	41,62,000
c)	Vesting requirements	<p>Not earlier than 1 (one) year, and not later than 5 (five) years from the date of grant of options.</p> <p>Vesting of options granted under ESOS 2010 is a function of continued employment with the Company (passage of time) and achievement of performance criteria as specified by the Nomination and Remuneration Committee.</p>
d)	Exercise price or pricing formula	<p>The options under ESOS 2010 were granted at market price i.e. the latest available closing price on the stock exchanges where the shares of the Company are listed, prior to the date of the meeting of the Nomination and Remuneration Committee in which the options were granted.</p> <p>As the shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), the closing price prevailing on the stock exchange wherein higher trading volume is reported on the said date, is considered.</p>
e)	Maximum term of options granted	8 (eight) years from the date of vesting of options. In case of death, permanent incapacity or retirement of an employee, the vested options can be exercised within 3 years from the date of death, permanent incapacity or retirement, as the case may be or before the expiry of the exercise period, whichever is earlier.
f)	Source of shares (primary, secondary or combination)	Combination

g)	Variation in terms of options	No variation was made in the terms of ESOS 2010 during the Financial Year 2024-25.
ii.	Method used to account for ESOS - Intrinsic or fair value	
	The Company had calculated the employee compensation cost using the fair value method of accounting to account for the options granted under ESOS 2010.	
iii.	Where the company opts for expensing of the options using the intrinsic value of the options -	
a)	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	Not Applicable
b)	Impact of this difference on profits and on EPS of the Company	
iv.	Option movement during the year (For each ESOS):	
	Particulars	Details (ESOS 2010)
	Number of options outstanding at the beginning of the period	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 (INR), if scheme is implemented directly by the Company	Not Applicable - ESOS 2010 is implemented through Trust.
	Loan repaid by the Trust during the year from exercise price received	The entire outstanding loan was repaid during the Financial Year 2023-24. Therefore, there was no question of repayment during the Financial Year 2024-25.
	Number of options outstanding at the end of the year	NIL

	Number of options exercisable at the end of the year	NIL				
v.	Weighted-average exercise prices and weighted-average fair values of options whose exercise price 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 –					
	Particulars	Name of Employee	Designation	Number of options granted during the year	Exercise Price	
a)	Senior Managerial Personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015	Not Applicable				
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					
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.					
vii.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:					
	Not Applicable					
	Particulars	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5
a)	the weighted average values:					
	Share Price (Rs.)	-	-	-	-	-
	Exercise Price (Rs.)	-	-	-	-	-
	Expected volatility	-	-	-	-	-
	Expected option life	-	-	-	-	-

	Expected dividend yield	-	-	-	-	-
	Risk-free interest rate	-	-	-	-	-
	Any other inputs to the model	-	-	-	-	-
b)	the method used and the assumptions made to incorporate the effects of expected early exercise	Not Applicable				
c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Not Applicable				
d)	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	Not Applicable				
viii.	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.	Not Applicable				

D. Details related to Trust

i. General information

Sl. No.	Particulars	Details
1.	Name of the Trust	CFCL Employees Welfare Trust
2.	Details of the Trustee(s)	Mr. Arun Mahajan Mr. Kapil Mittal
3.	Amount of loan disbursed by company/ any company in the group, during the year	NIL
4.	Amount of loan outstanding (repayable to company / any company in the group) as	NIL (as on March 31, 2025)

	at the end of the year	
5.	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL
6.	Any other contribution made to the Trust during the year	NIL

ii. Brief details of transactions in shares by the Trust

a)	Number of shares held at the beginning of the year	NIL
b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	NIL
c)	Number of shares transferred to the employees / sold along with the purpose thereof	NIL
d)	Number of shares held at the end of the year	NIL

iii. In case of secondary acquisition of shares by the Trust

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	0.00% (Nil equity shares)
Acquired during the year	NIL
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	0.00% (Nil equity shares)