



**CL EDUCATE LIMITED**

CIN: L74899HR1996PLC076897

**Registered Office:** Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003

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**Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 pertaining to the year 2019-20**

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

The relevant disclosures are provided in Note no. 57 to the Standalone Financial Statements of the Company for the year ended March 31, 2020.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Ind AS 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.**

Diluted EPS for the year ended March 31, 2020, is Rs. (37.54) calculated in accordance with 'Ind-AS 33 - Earnings Per Share'.

- C. During the Financial Year 2019-20, the ‘Amended and Restated Career Launcher Employee Stock Options Plan 2014’ (“CL ESOP Plan 2014” or “ESOP Scheme”) was the only scheme in existence. The relevant details pertaining to the ESOP Scheme are given below:**

S. No.	Particulars	Amended and Restated Career Launcher Employee Stock Options Plan 2014
<b>I</b>	<b>A description of ESOP Scheme that existed at any time during the year, including the general terms and conditions of ESOP Scheme, including -</b>	
<b>a</b>	Date of shareholders' approval	a. March 31, 2008 - Initial Approval b. May 29, 2014 - Extension for 1 year (May 30, 2014 - May 29, 2015) c. September 5, 2014 - Adoption of the "Amended Career Launcher Employee Stock Options Plan 2008" and extension for 3 years. d. March 22, 2016 - Adoption of "Amended and Restated Career Launcher Employee Stock Options Plan 2014".

		<p>e. August 24, 2017 - Ratification and renewal of the "Amended and Restated Career Launcher Employee Stock Options Plan 2014" for 1 year (September 5, 2017 -September 4, 2018).</p> <p>f. August 7, 2018 - Ratification and renewal of the "Amended and Restated Career Launcher Employee Stock Option Plan 2014" for 3 years (September 5, 2018 - September 4, 2021).</p>
<b>b</b>	Total number of options approved under ESOP Scheme	2,50,000 options
<b>c</b>	Vesting requirements	Unless otherwise specified, all Grants made to any Grantee vest in 4 (four) equal installments over a period of 4 (four) years unless otherwise specifically authorized and approved by the Compensation Committee.
<b>d</b>	Exercise price or pricing formula	The Grant shall be at such price as may be determined by the Nomination Remuneration and Compensation Committee in accordance with the Guidance Note or Accounting Standard issued by the ICAI applicable to the Amended Plan or the ESOP Guidelines, as may be applicable, and such price shall be specified in the Grant.
<b>e</b>	Maximum term of options granted	<p>The options granted are planned to be settled in equity at the time of exercise and have a vesting period of 4 years from the date of respective grants, unless otherwise stated in the grant letter.</p> <p>Unless otherwise specified, Vested Options must be Exercised prior to the earliest of the following dates:</p> <p>a. 36 (Thirty Six) months from the Vesting Date or as otherwise specified in the Grant, or</p> <p>b. 12 (Twelve) months following the death of a Grantee or termination due to disability or retirement.</p>
<b>f</b>	Source of shares (primary, secondary or combination)	Primary
<b>g</b>	Variation in terms of options	During the year, no amendment/ modification/variation has been done in the terms of the options granted by the Company.
<b>II</b>	Method used to account for ESOP – Intrinsic or fair value	Fair value
<b>III</b>	<b>Where the Company opts for expensing of the options using the intrinsic value of the options:</b>	
	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

	The impact of this difference on profits and on EPS of the Company.	NA
<b>IV</b>	<b>Options movement during the year:</b>	
	Number of options outstanding at the beginning of the year <sup>1</sup>	1,67,525
	Number of options granted at the beginning of the year <sup>2</sup>	3,12,468
	Number of options lapsed at the beginning of the year	1,85,993
	Number of options vested at the beginning of the year (excluding the options that have been exercised)	17,750
	Number of options exercised at the beginning of the year	82,475
	Number of shares arising as a result of exercise of options at the beginning of the year	82,475
	Money realized by exercise of options scheme is implemented directly by the Company (at the end of the year)	Rs. 250.71 Lakhs
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year <sup>1</sup>	1,67,525
	Number of options exercisable at the end of the year	Nil
	The price of the underlying share in the market at the time of option grant.	Not Applicable
<b>V</b>	<b>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.</b>	Please refer Note no. 57 (Share based payments) of Standalone Financial Statements of the Company for the financial year ended March 31, 2020.
<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;	During the financial year 2019-20, no options were granted to any employee or managerial personnel of the Company.
<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	
<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.	
<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 at grant date exercise price expected volatility expected option life expected dividend yield the risk-free interest rate any other inputs to the model	Please refer Note no. 57 (Share based payments) of Standalone Financial Statements of the Company for the financial year ended March 31, 2020.

<b>b</b>	the method used and the assumptions made to incorporate the effects of expected early exercise	The fair value at the grant date is determined using the Black Scholes Model.
<b>c</b>	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Expected volatility has been determined using historical fluctuation in share issue prices of the Company.
<b>d</b>	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as market condition	NA

<sup>1</sup>Outstanding options include options vested/ options unvested/ options that can be granted.

<sup>2</sup>Although a total of 250,000 options were available to be granted, these include grants that had been forfeited/lapsed, and pooled back, and granted again. At no point of time did the total number of options granted under the plan exceed 250,000.

### **Disclosures in respect of grants made in three years prior to IPO**

**(i) 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.**

Disclosed above.

*During the Financial Year 2019-20, there has been no change in the CL ESOP Plan 2014 and the same is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. A certificate from M/s. Haribhakti & Co. LLP, Chartered Accountants, Statutory Auditors of the Company with regard to the implementation of the Company's Employee Stock Option Scheme in line with SEBI (Share Based Employees Benefits) Regulations, 2014 would be placed at the 24<sup>th</sup> Annual General Meeting of the Company.*

**For CL Educate Limited**

**Sd/-**

**Rachna Sharma**

**Company Secretary & Compliance Officer**

**Date: August 22, 2020**

**Place: New Delhi**