DISCLOSURES PURSUANT TO REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014

A. RELEVANT DISCLOSURES IN TERMS OF ACCOUNTING STANDARDS:

Share based payments (Ind AS 102)

The Company has granted options to its eligible employees in various ESOS Schemes, details are as under:

Particulars	**CTEL Employee Stock Opton Scheme - 2008**	**CTEL ESOP Scheme 2011**	**ESOS - 2015**
Vesting Plan	Year I - 40% Year II - 30% Year III - 30%	5 years	3 years
Exercise Period	Any time after the vesting period subject to continuance of employment and the other conditions mentioned in the scheme	5 years	5 years
Grant Date	21-Oct-08	10-Jul-15	9-Mar-16
Exercise Price (Rs. Per share)	25.9	38	80
Fair Value on the date of Grant of Option (Rs. Per share)	15.97	8.47	46.16
Method of Settlement	Equity	Equity	Equity

(B) Movement of Options Granted along with weighted average exercise price (WAEP):

CTEL Employee Stock Option Scheme - 2008				
Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	No.	**WAEP(Rs.)**	**No.**	**WAEP(Rs.)**
Outstanding at the beginning of the year	1000	25.9	1000	25.9
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Forfeited/lapsed during the year	1000	25.9	Nil	Nil
Outstanding at the end of the year	Nil	Nil	1000	25.9
Options exercisable at the end of the year	Nil	Nil	1000	25.9

CTEL ESOP Scheme 2011				
Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	No.	**WAEP(Rs.)**	**No.**	**WAEP(Rs.)**
Outstanding at the beginning of the year	228300	38	229600	38
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	1000	38
Forfeited during the year	23300	38	300	38
Outstanding at the end of the year	205000	38	228300	38
Options exercisable at the end of the year	205000	38	228300	38
1. The weighted average share price on stock exchange at the date of exercise of options was Rupees 52.94 per share as at March 31, 2019. 2. The weighted average remaining contractual life for the share options outstanding as at March 31, 2020 was 3 years & 3 months (March 31, 2019: 4 years & 3 months).				

ESOS - 2015				
Particulars	**As at March 31, 2020**		**As at March 31, 2019**	
	No.	**WAEP(Rs.)**	**No.**	**WAEP(Rs.)**
Outstanding at the beginning of the year	94500	80	107600	80
Granted during the year	Nil	Nil	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Forfeited during the year	13400	80	13100	80
Outstanding at the end of the year	81100	80	94500	80
Options exercisable at the end of the year	81100	80	94500	80
The weighted average remaining contractual life for the share options outstanding as at March 31, 2020 was 4 years (March 31, 2020: 5 years).				

(C) Fair Valuation:

The fair value of option have been done by an independent firm of Chartered Accountants on the date of grant using the Black-Scholes Model.

The key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:

(a) For CTEL Employee Stock Option Scheme - 2008

1. Risk Free Rate	7.42% - 7.73%
2. Option Life	2.5 - 4.5 years
3. Expected Volatility*	63.77%
4. Expected Growth in Dividend	0.00%

(b) For CTEL ESOP Scheme 2011

1. Risk Free Rate	8%
2. Option Life	3 years
3. Expected Volatility*	9.48%
4. Expected Growth in Dividend	0.00%

(c) For ESOS 2015

1. Risk Free Rate	7.83%
2. Option Life	3 years
3. Expected Volatility*	43.05%
4. Expected Growth in Dividend	0.00%

*Expected volatility on the Company's stock price on Bombay Stock Exchange based on the data commensurate with the expected life of the options up to the date of grant.

(D) Details of the liabilities arising from the Share based payments were as follows:

Particulars	**As at March 31, 2020**	**As at March 31, 2019**
Total Carrying amount	5479.92	6295.82

B. DILUTED EPS ON ISSUE OF SHARES PURSUANT TO ALL THE SCHEMES COVERED UNDER THE REGULATIONS IN ACCORDANCE WITH RELEVANT ACCOUNTING STANDARDS

During the FY 2019-20, there are no issue of shares pursuant to all schemes covered under the regulations.

However Basic & Diluted EPS as on March 31, 2020 is 1.19 & as on March 31, 2019 is 1.00.

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:

S. No.	**Particulars**	**CTEL Employee Stock Option Scheme – 2006**	**CTEL Employee Stock Option Scheme - 2008**	**CTEL ESOP Scheme 2011**	**ESOS - 2015**
a	Date of Shareholders' approval	April 21, 2006	March 05, 2008	January 24, 2011	Obtained Shareholders approval through Postal Ballot notice dated April 27, 2015 and closure of process on May 29, 2015.
b	Total number of options approved under ESOS	15,00,000	15,00,000	10,45,000	20,00,000

c	Vesting Requirements	Year I - 40% Year II - 30% Year III - 30% Options granted under CTEL ESOP – 2006 would vest not less than one year from the date of grant of options.	Options granted under CTEL ESOP Scheme 2 - 2008 would vest not less than one year and not more than 3 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company	The Vesting Period shall commence after twelve months from the date of Grant of the Option. The maximum period within which the Options to be vested shall be 5 years from the date of Grant. Vesting of Options would be subject to Employee's continued employment with the Company.	There shall be a minimum period of one year between the grant of options and vesting of options. The Vesting of options may be spread over a period of three years from the date of grant. The committee is empowered to implement and decide the vesting schedule to suit the needs of the organization.
d	Exercise Price or Pricing Formula	Rs. 20/-	Rs. 25.90/- (or) The exercise price shall be as mentioned in the Grant letter or as may be decided by the Committee while granting such Options. The Exercise Price shall mean Market Price less discount as may be decided by the Committee, subject to maximum discount of 20%.	Rs. 38/- (or) The Exercise Price shall mean the latest available closing price, prior to the date of the meeting of the Committee, in which options are granted, on the stock exchange on which the shares of the company are listed less discount as may be decided by the Committee, subject to maximum discount of 20%.	Rs. 80/- (or) The exercise price shall be market price as defined in the Scheme less discount as may be decided by the ESOP Committee/ Compensation Committee/ Nomination and Remuneration Committee from time to time at its own discretion subject to maximum discount of 20%.
e	Maximum term of options granted	The employee is free to exercise the options any time after the vesting period.	The employee can exercise the vested options at any time during the continuance of employment with the Company.	Up to 5 years from the date of vesting	Up to 5 years from the date of first vesting.
f	Source of shares	Primary	Primary	Primary	Secondary
		The shares were allotted by the Company to the trust through which the schemes are implemented			The shares were acquired by the

						trust from secondary market.
g	Variation in terms of options during the year	No Variation				
(ii)	Method used to account for ESOS	NA		fair value	fair value	fair value
(iii)*		NA		NA	NA	NA
(iv)	Option movement during the year (For each ESOS):					
	Number of options outstanding at the beginning of the period	Nil		1000	228,300	94,500
	Number of options granted during the year	Nil		Nil	Nil	Nil
	Number of options forfeited/ lapsed during the year	Nil		1000	23,300	13,400
	Number of options vested during the year	Nil		Nil	Nil	Nil
	Number of options exercised during the year	Nil		Nil	Nil	Nil
	Number of shares arising as a result of exercise of options	2019-20	Nil	Nil	Nil	Nil
		2018-19	Nil	Nil	1000	Nil
		The shares resulting from the exercise of stock options are transferred to Employees from the trust formed for the same. The shares are already existing with the trust formed for ESOS.				
	Money realized by exercise of options (INR) if scheme is implemented directly by the company	The money is not realized directly by the Company. The ESOP schemes are being implemented through trust formed for the same.				
	Loan repaid by the Trust during the year from exercise price received	Nil				
	Number of options outstanding at the end of the period	Nil		Nil	2,05,000	81,100
	Number of options exercisable at the end of the period	Nil		Nil	2,05,000	81,100
(v)	Weighted-average exercise prices of options whose					
	Exercise price equals market price	NA		25.9	38.00	Nil
	Exercise price exceeds market price	NA		Nil	Nil	Nil
	Exercise price is less than market price	NA		Nil	Nil	80.00

<table>
<tr><td></td><td>Weighted-average fair values of options whose</td><td></td><td></td><td></td><td></td></tr>
<tr><td></td><td>Exercise price equals market price</td><td>NA</td><td>15.97</td><td>8.47</td><td>Nil</td></tr>
<tr><td></td><td>Exercise price exceeds market price</td><td>NA</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>Exercise price is less than market price</td><td>NA</td><td>Nil</td><td>Nil</td><td>46.16</td></tr>
<tr><td>(vi)</td><td colspan="5">Employee - wise details of options granted to:</td></tr>
<tr><td>(a)</td><td>Senior Managerial Personnel</td><td colspan="4" rowspan="2">There were no options granted during the year. However details are provided in Annexure - 1</td></tr>
<tr><td>(b)</td><td>Any other employee who received a grant in any one year of options amounting to 5% or more options granted during the year</td></tr>
<tr><td>(c)</td><td>Identified employees who were granted options during any one year equal to or exceeding 1% of issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td colspan="4">None of the employees granted more than 1% of issued capital</td></tr>
<tr><td>(vii)</td><td colspan="5">A description of the method and significant assumptions used during the year to estimate the fair value of options:
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.
Note: The details are provided in Annexure - 2</td></tr>
</table>

* 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.

DISCLOSURES IN RESPECT OF GRANTS MADE IN THREE YEARS PRIOR TO IPO UNDER EACH ESOS: Not Applicable

D. DETAILS RELATED TO ESPS: Not Applicable

E. DETAILS RELATED TO SAR: Not Applicable

F. DETAILS RELATED TO GEBS / SAR: Not Applicable

G. DETAILS RELATED TO TRUST

CTEL Employee Stock Option Scheme 2 – 2008 & CTEL ESOP Scheme 2011		
(i) General information on CTEL Employee Stock Option Scheme 2 – 2008 & CTEL ESOP Scheme 2011		
S. No	**Particulars**	**Details**
1	Name of the Trust	Cambridge Technology Enterprises Trust
2	Details of the Trustee(s)	Mr. Venkata Narayana Gorla Mr. Vinayakam Purushothaman
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 at the end of the year	Nil
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;	320244
(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.	320244
(iii) In case of secondary acquisition of shares by the Trust: Not Applicable		
	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	NA
	Acquired during the year	NA
	Sold during the year	NA
	Transferred to the employees during the year	NA
	Held at the end of the year	NA

<table>
<tr><td colspan="4">ESOS - 2015</td></tr>
<tr><td colspan="4">(i) General information on Cambridge Technology Enterprises Limited – Employees Stock Option Scheme 2015 (“ESOS – 2015”)</td></tr>
<tr><td>S. No</td><td colspan="2">Particulars</td><td>Details</td></tr>
<tr><td>1</td><td colspan="2">Name of the Trust</td><td>CTE Employees Foundation</td></tr>
<tr><td>2</td><td colspan="2">Details of the Trustee(s)</td><td>Mr. Venkata Narayana Gorla
Mr. Vinayakam Purushothaman</td></tr>
<tr><td>3</td><td colspan="2">Amount of loan disbursed by company / any company in the group, during the year</td><td>Nil</td></tr>
<tr><td>4</td><td colspan="2">Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year</td><td>INR 11,900 thousands</td></tr>
<tr><td>5</td><td colspan="2">Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee</td><td>Nil</td></tr>
<tr><td>6</td><td colspan="2">Any other contribution made to the Trust during the year</td><td>Nil</td></tr>
<tr><td colspan="4">(ii) Brief details of transactions in shares by the Trust</td></tr>
<tr><td>(a)</td><td colspan="2">Number of shares held at the beginning of the year;</td><td>227000</td></tr>
<tr><td>(b)</td><td colspan="2">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;</td><td>Nil</td></tr>
<tr><td>(c)</td><td colspan="2">Number of shares transferred to the employees / sold along with the purpose thereof;</td><td>Nil</td></tr>
<tr><td>(d)</td><td colspan="2">Number of shares held at the end of the year.</td><td>227000</td></tr>
<tr><td colspan="4">(iii) In case of secondary acquisition of shares by the Trust</td></tr>
<tr><td></td><td></td><td>Number of shares</td><td>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</td></tr>
<tr><td></td><td>Held at the beginning of the year</td><td>227000</td><td>1.16</td></tr>
<tr><td></td><td>Acquired during the year</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>Sold during the year</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>Transferred to the employees during the year</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>Held at the end of the year</td><td>227000</td><td>1.16</td></tr>
</table>

Annexure - 1

Employee - wise details of options granted to:

Directors

Employee Name	Designation	Grant Date	Exercise Price	Options Granted	Scheme Name
Dharani Raghurama Swaroop	Whole – time Director	July 10, 2015	Rs. 38/-	20,000	CTEL ESOP Scheme 2 - 2011

Senior Managerial Personnel including Key Managerial Personnel

Employee Name	Designation	Grant Date	Exercise Price (in INR)	Options Granted	Scheme Name
*Riaz Mohammad	Director-Delivery	July 10, 2015	38/-	10,000	CTEL ESOP Scheme 2 - 2011
		March 09, 2016	80/-	3,000	ESOS - 2015
Hanumant Bhansali (appointed w.e.f 28.05.2018)	Manager Corporate Finance & Investor Relations	March 09, 2016	80/-	10,000	ESOS - 2015
Ashish Bhattad (appointed w.e.f 09.08.2018)	Company Secretary & Compliance Officer	March 09, 2016	80/-	1,000	ESOS - 2015
T V Siva Prasad (resigned w.e.f 08.08.2018)	CFO & Company Secretary	July 10, 2015	38/-	1,000	CTEL ESOP Scheme 2-2011
		March 09, 2016	80/-	2,500	ESOS - 2015
Radha Raghupathy (resigned during 2017-18)	Director-Delivery	July 10, 2015	38/-	5,000	CTEL ESOP Scheme 2 - 2011
		March 09, 2016	80/-	5,000	ESOS - 2015

* During the year 2018-19, Mr. Riaz Mohammad was transferred to Cambridge Technology Inc., USA, Wholly Owned Subsidiary Company.

<u>Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year</u>

The following employees of subsidiary companies received a grant during the year 2015-16 amounting to 5% or more of options granted during that year:

Employee Name	Designation	Grant Date	Exercise Price	Options Granted	Scheme Name
Nitin Tyagi	Vice President – Enterprise Solutions	July 10, 2015	Rs. 38/-	75,000	CTEL ESOP Scheme 2011
Sudip Kar	Vice President - Delivery	July 10, 2015	Rs. 38/-	50,000	CTEL ESOP Scheme 2011
Alexis Kopikis	Vice President - Innovative Solutions	March 09, 2016	Rs. 80/-	50,000	ESOS - 2015
Rajesh Krishnamurthy	Head - Information Technology	March 09, 2016	Rs. 80/-	25,000	ESOS - 2015

Note:

1. The above said employees are employees of the subsidiary companies.

2. Mr. Alexis Kopikis & Mr. Rajesh Krishnamurthy have resigned from the office of the company during FY 2016-17 & 2017-18 respectively.

Annexure – 2

The fair value of option have been done by an independent firm of Chartered Accountants on the date of grant using the Black-Scholes Model.

The key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant are as follows:

(a) For CTEL Employee Stock Option Scheme - 2008

1. Risk Free Rate	7.42% - 7.73%
2. Option Life	2.5 - 4.5 years
3. Expected Volatility*	63.77%
4. Expected Growth in Dividend	0.00%
5. Share Price	25.90
6. Exercise Price	25.90

(b) For CTEL ESOP Scheme 2 - 2011

1. Risk Free Rate	8%
2. Option Life	3 years
3. Expected Volatility*	9.48%
4. Expected Growth in Dividend	0.00%
5. Share price	Rs. 38/-
6. Exercise Price	Rs. 38/-

(c) For ESOS 2015

1. Risk Free Rate	7.83%
2. Option Life	3 years
3. Expected Volatility*	43.05%
4. Expected Growth in Dividend	0.00%
5. Share price	Rs. 100/-
6. Exercise Price	Rs. 80/-

*Expected volatility on the Company's stock price on Bombay Stock Exchange based on the data commensurate with the expected life of the options up to the date of grant.