

**Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular dated June 16, 2015 for the Financial Year 2019-20**

<b>Sr. No</b>	<b>Particulars</b>	<b>GKFSPL Employee Stock Option Plan – 2011 (ESOP 2011)</b>
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.	The disclosures are provided in the Note no. 37 of Notes to Accounts forming part of the Financial Statements of the Company for the year ended 31 March 2020.
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Rs. 22.59 per share (SFS) Rs. 23.00 per share ( CFS)
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, including -	The GKFSPL Employee Stock Option Plan-2011 (the "ESOP 2011") has been formulated by the Nomination and Remuneration Committee (Compensation Committee) of the Board with the object of granting, at the discretion of the Company, to such Eligible Employees, Options convertible to Shares of GKFSPL as per the terms of the Plan, and to be allotted Shares of GKFSPL on Exercise of such Options.
	a. Date of shareholders' approval	October 30, 2017
	b. Total number of options approved under ESOS	37,54,208 options convertible into 37,54,208 equity shares of face value Rs.10 each.
	c. Vesting requirements	Options granted under ESOP 2011 would vest after 1 year but not later than 4 years from the date of grant of such options
	d. Exercise price or pricing formula	The Company shall have the freedom to determine the exercise price subject to confirming to the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or accounting standards prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.
	e. Maximum term of options granted	The exercise period would commence from the date of vesting and will expire on completion of 4 years from the date of vesting.
	f. Source of shares (primary, secondary or combination)	Primary allotment
	g. Variation in terms of options	Clause pertaining to treatment of options in case of cessation, was amended during the year under review.
	ii. Method used to account for ESOS - Intrinsic or fair value.	Fair Value as per Ind AS 102.

	iii.	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.	Not applicable as the Company has applied fair value method.
	iv.	Option movement during the year:	
		<b>Particulars</b>	<b>Details</b>
		Number of options outstanding at the beginning of the period	20,87,250 options
		Number of options granted during the year	Nil
		Number of options forfeited / lapsed during the year	32,107 options
		Number of options vested during the year	Nil
		Number of options exercised during the year	4,33,198 options
		Number of shares arising as a result of exercise of options	One Option shall be convertible to one Share. Hence number of shares arising as a result of exercise of options shall be same as number of options exercised during the year i.e. 4,33,198 shares
		Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 3,59,28,244
		Loan repaid by the Trust during the year from exercise price received	Not applicable
		Number of options outstanding at the end of the year	13,43,075 options
		Number of options exercisable at the end of the year	6,69,039 options
	v.	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.	Please refer "Note 37 Employee stock options" to the audited financial statements of the Company for the year ended 31 March 2020

	vi.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	No options were granted to any employees during the year.
		a. senior managerial personnel;	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	Not Applicable
		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.	Not Applicable
	vii.	A description of the method and significant assumptions used during the year to estimate the fair value of options granted during the year 2019-20 including the following information:	No options were granted during the year.
		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;	Not Applicable
		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; and	Not Applicable
		d. whether and how any other features of the option grant were	Not Applicable

		incorporated into the measurement of fair value, such as a market condition.	
		Disclosures in respect of grants made in three years prior to IPO under each ESOS	
		a. 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	<p>Please refer "Note 33: Stock options" to the audited financial statements of the Company for the year ended 31 March 2018</p> <p>Please refer "Note 33: Stock options" to the audited financial statements of the Company for the year ended 31 March 2017</p> <p>Please refer "Note 33: Stock options" to the audited financial statements of the Company for the year ended 31 March 2016</p> <p>With respect to details under Para vi above, refer to <b>Annexure 1</b></p>
D.		Details related to ESPS	Not Applicable
E.		Details related to SAR	Not Applicable
F.		Details related to GEBS / RBS	Not Applicable
G.		Details related to Trust	
		The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:	
	a.	General information on all schemes	
	<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
	1.	Name of the Trust	GKFSPL ESOP Trust
	2.	Details of the Trustee(s)	Mr. Thrishuli B Mr. Gururaj Kumar KS Rao
	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	Not Applicable

	6.	Any other contribution made to the Trust during the year	Nil
	b.	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;	Not Applicable
		d. Number of shares held at the end of the year.	Nil
	c.	In case of secondary acquisition of shares by the Trust	Not Applicable
		<b>Number of shares</b>	<b>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</b>
		Held at the beginning of the year	Not Applicable
		Acquired during the year	Not Applicable
		Sold during the year	Not Applicable
		Transferred to the employees during the year	Not Applicable
		Held at the end of the year	Not Applicable

## Annexure 1

Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to-

a. Senior Managerial Personnel

Sr. No.	Name of the Official	Designation	Options granted			
			2016	2017	2018	2019
1	Udaya Kumar Hebbar	MD & CEO	--	290,000	90,000	
2	Diwakar B. R	Director-Finance & CFO	--	140,000	50,000	
3	Gururaj Kumar KS Rao	Senior Vice President	--	70,000	30,000	
4	Srivatsa HN	State Head	--	55,000	20,000	
5	Gopal Reddy A R	State Head	--	55,000	40,000	
6	Anshul Sharan	Vice President	--	55,000	22,000	
7	Arun Kumar B	Vice President	--	55,000	22,000	

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

For Financial Year 2017:		
S.No.	Name of the Employees	Number of Options
1.	Udaya Kumar Hebbar	290,000
2.	Diwakar B. R	140,000
3.	Gururaj Kumar KS Rao	70,000
4.	Srivatsa HN	55,000
5.	Gopal Reddy A R	55,000
6.	Anshul Sharan	55,000
7.	Arun Kumar B	55,000
For Financial Year 2018:		
S.No.	Name of the Employees	Number of Options
1.	Udaya Kumar Hebbar	90,000
2.	Diwakar B.R.	50,000

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.

NIL

