

**CARBORUNDUM UNIVERSAL LIMITED**

CIN: L29224TN1954PLC000318

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Website : www.cumi-murugappa.com**Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2024**

The Company has granted Stock Options to its employees under the Company's ESOP Scheme 2007 & ESOP 2016.

Please refer Note no. 36 of the Standalone Financial Statements of the Company for the year ended March 31, 2024 for disclosures prescribed under Indian Accounting Standards 'Guidance Note on accounting for employee share-based payments issued by ICAI.

The details pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 are furnished hereunder:

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Plan 2016
A description of each Employee Stock Option Scheme (ESOS) that existed at any time during the year, including the general terms and conditions of each ESOS	The Nomination and Remuneration Committee (earlier Compensation and Nomination Committee) had formulated the Carborundum Universal Limited Employee Stock Option Scheme 2007 entitling the option grantees under the Scheme to subscribe to one share upon exercise of one option.	The Nomination and Remuneration Committee had formulated the Carborundum Universal Limited Employee Stock Option Plan 2016 entitling the option grantees under the Plan to subscribe to one share upon exercise of one option.
Date of shareholders' approval	27-Jul-07	09-Jan-17
Total number of Options approved under ESOS	46,67,700 (forty-six lakhs sixty-seven thousand seven hundred only)	37,72,000 (thirty-seven lakhs seventy-two thousand only)
Vesting requirements	<p>a) The vesting of Options granted, is based on the annual performance rating for each financial year and as per the following schedule: -</p> <p>a) In respect of 41,94,200 Options, 20 per cent each on expiry of 1 and 2 years from the date of grant and 30 per cent each on expiry of 3 and 4 years from the date of grant.</p> <p>b) In respect of 3,34,400 Options, 40 per cent on expiry of one year from the date of grant and 30 per cent each on expiry of 2 and 3 years from the date of grant.</p>	<p>The vesting of Options granted, is based on annual performance rating for each financial year and as per following schedule:-</p> <p>a) In respect of 2,306,600 Options, 20 percent each on expiry of 1 and 2 years from the date of grant and 30 percent each on expiry of 3 and 4 years from the date of grant.</p> <p>b) In respect of 19,344 Options, 25 percent on expiry of 1 year from the date of grant and 37.50 percent each on expiry of 2 and 3 years from the date of the grant.</p> <p>c) In respect of 111,528 Options, 50 percent on expiry of 1 year from the date of grant and 50 percent on expiry of 2 years from the date of the grant.</p>

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Plan 2016
Exercise price or pricing formula	The Options carry a right to subscribe to equity shares at the latest available closing price on the Stock Exchange which reports the highest trading volume, prior to the date of grant of the Options.	
Maximum term of Options granted	<p>a) a) In respect of 41,94,200 Options, the grantee has a right to subscribe within 3 years from the date of vesting for the first tranche and 6 years from the date of vesting for the subsequent tranches.</p> <p>b) In respect of 3,34,400 Options, the grantee has a right to subscribe within 3 years from the date of vesting, for 50 per cent of the first tranche, and 6 years from the date of vesting for the remaining 50 per cent of the first tranche and all subsequent tranches.</p>	The grantee has a right to subscribe the Options within 5 (five) years from the date of respective vesting.
Source of shares (primary, secondary or combination)	Primary	
Variation in terms of Options	Since inception of the scheme, the performance based vesting criteria has been amended. Further the exercise period for the Options have been extended from 3 years to 6 years for the 2nd, 3rd and 4th vests. In respect of the 1st vest, the exercise period continues to be 3 years except in respect of the 3,34,400 Options mentioned above for which 50 per cent is exercisable within 3 years and balance 50 percent within 6 years.	No variations
Method used to account for ESOS - Intrinsic or fair value	As prescribed under the Companies (Indian Accounting Standards) Rules, 2015, the Options are accounted on the basis of fair value.	
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	

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Plan 2016
Total number of Options granted	45,28,600 Options have been granted under the ESOP scheme 2007 till 4th February 2012. No Options were granted during the year 2023-24.	2,713,972 Options have been granted under the ESOP 2016. 225,000 Options were granted during the year 2023-24.
Number of Options outstanding at the beginning of the period	-	13,81,558
Number of Options granted during the year	-	2,25,000
Number of Options cancelled during the year	-	1,63,200
Number of Options forfeited / lapsed during the year	-	0
Number of Options vested during the year	-	1,75,908
Number of Options exercised during the year	-	3,13,634
Number of shares arising as a result of exercise of Options	-	3,13,634
Money realised by exercise of Options (INR), if scheme is implemented directly by the company	-	13,65,38,403
Loan repaid by the Trust during the year from exercise price received	-	
Number of Options outstanding at the end of the year	-	11,29,724
Number of Options exercisable at the end of the year	-	4,61,536
Employee-wise details of Options granted to: a) Senior Management Personnel	No Options were granted during the year. - N Ananthaseshan, Managing Director (200,400) - Sridharan Rangarajan, President (264,000), - Sivakumaran M V, Business Head- Electrominerals (88,600) - Padmanabhan P, Vice President and Chief Financial Officer (93,400) Numbers in brackets represent number of Options granted Earlier	225,000 Options were granted during the year - Sridharan Rangarajan, Managing Director (360,284), - Ninad Gadgil, Business Head - Abrasives (93,120) - M V Siva Kumar, Business Head- Electrominerals (95,440) - Padmanabhan P, Chief Financial Officer (80,540)

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Plan 2016
		<p>-Prathap Kumar, Business Head- Industrial Ceramics (43,600)</p> <p>-Raghavendra Pai B, Business Head- Refractories (43,600)</p> <p>-Rekha Surendhiran, Company Secretary (36,940)</p> <p>-Bhaskharan Kannun, Head-HR (36,940)</p> <p>Numbers in brackets represent the number of Options granted earlier</p> <p>- Padmanabhan P, Chief Financial Officer (14,900) (granted during the year)</p> <p>- Rekha Surendhiran, Company Secretary (58,500) (granted during the year)</p> <p>-Ninad Gadgil, Business Head - Abrasives (108,000) (granted during the year)</p> <p>-Ajit Kohle, Head-IT (43,600) (granted during the year)</p> <p>Numbers in brackets represent the number of Options granted during the year</p>
<p>b) Any other employee who received a grant in any one year of Options amounting to 5 per cent or more of Options granted during that year:</p>	<p>Alagappan P, Sr. AVP -Systems (74,800), D Vijayalakshmi, VP Group Corporate Communications (74,800), Ramesh K, VP Technology, Abrasives (88,600), Ranjan Dey, Head Business Development and Technology, Refractories (93,400), P Nandakumar Nair, Sr. AVP -Projects, Electrominerals (33,500), Rajeev Singhal, VP- Sales, Abrasives (33,500), Vipin Malik, Sr. AVP- International Business, Abrasives (33,500).</p> <p>The above represents the Options granted earlier. No fresh Options were granted during the year.</p>	<p>Vijayalakshmi D, VP- Group Corporate Communications (36,940)</p> <p>Narayanan.R., VP- Accounts, Abrasives (80,540)</p> <p>Sanjay Chandran-Chief Integration Officer- (43,600)</p> <p>Ramesh K - VP -Technology, Abrasives(43,600) (granted during the year)</p> <p>Rajeev Singhal- VP Head-FG Sourcing-Abrasives (36,940)</p>
<p>c) Identified employees who were granted Options, during any one year,</p>	<p>Nil</p>	

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Plan 2016
equal to or exceeding 1 per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant		
A description of the method and significant assumptions used during the year to estimate the fair value of Options*:	The fair value of the Options has been computed as per the Black-Scholes model by taking into account the factors – exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate	
a) Weighted-average exercise prices and Weighted-average fair values of Options granted during the year whose exercise price is either equal to or exceeds or is less than the market price.	Nil as no options were granted during the year.	1,202.92
b) Weighted Average Share price		1,136.44
c) Expected volatility		34.55%
d) Expected life of the Option		4.04
e) Expected dividend yields		0.29%
f) Risk-free interest rate		7.08%
g) Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of Options calculated in accordance with Indian Accounting Standards.		Rs. 18.44
Method used to estimate the fair value of Options		Black-Scholes model
How expected volatility was determined, including an explanation of the extent to which expected volatility was	The daily volatility of the stock prices on the National Stock Exchange, over a period prior to the date of grant, corresponding with the expected life of the Options has been considered for calculating the expected volatility.	The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information.

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Plan 2016
based on historical volatility; and		
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	-	

During the year, there were no material changes carried out in the Carborundum Universal Limited Employee Stock Option Scheme 2007 & ESOP Plan 2016. The ESOP Scheme 2007 and the ESOP Plan 2016 are compliant with the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014.

***Assumptions:**

Stock Price: Closing price on National Stock Exchange on the day before the date of grant has been considered

Volatility: The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information

Risk-free rate of return: The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for Government Securities

Exercise Price: Exercise Price of each specific grant has been considered.

Time to Maturity: Time to Maturity / Expected Life of options is the period for which the Company expects the options to be live.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant

For more details, refer Note no.37 of the Standalone Financial Statements of the Company for the year ended March 31, 2024.