

Information required to be disclosed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

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.	Refer Note No. 1 of Annexure A
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.	Refer Note No. 2 of Annexure A
C.	Details related to ESOS	
Sr. No.	Particulars	ESOP Scheme 2010
		ESOP Scheme 2013
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –	
a)	Date of shareholders' approval	November 29, 2010
b)	Total number of options approved under ESOS	3,42,95,232
c)	Vesting requirements	Vesting will commence one year after the date of grant at the rates given below or at such other rates as may be fixed by the Nomination & Remuneration Committee and may extend upto four years from the date of grant, unless otherwise varied in accordance with the Rules.
		Vesting will commence two years after the date of grant and may extend up to five years from the date of grant. The percentage of vesting each year shall be at the rates decided by the Management.
d)	Exercise price or pricing formula	The exercise price for the purposes of the grant of Stock Options will be as per terms & conditions decided by the Board and / or Nomination & Remuneration Committee at the time of respective grant of Stock Options, but at a price not below the face value of the equity share and not exceeding the market price as per the SEBI Guidelines.
e)	Maximum term of options granted	The Exercise Period would be seven years (84 months) from the date of grant or 3 years (36 months) from the date of retirement / death, whichever is earlier.
		Eight years (96 months) from the date of grant or Three years (36 months) from the date of retirement/ death whichever is earlier.
f)	Source of shares (primary, secondary or combination)	Primary
		Primary
g)	Variation in terms of options	N.A.
		N.A.
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Intrinsic Value

(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.

Had the Company opted for accounting of employee compensation cost under 'Fair value Method', Profit after tax would have been lower by ₹ 45.79 lakhs (Previous year: ₹ 120.45 lakhs) and Earnings per share Basic and diluted would have been ₹0.71 & ₹ 0.70 respectively. (Previous year: ₹ 0.88).

(iv) Option movement during the year (For each ESOS):

Particulars	ESOP Scheme 2010	ESOP Scheme 2013
Number of options outstanding at the beginning of the period	61,08,998	2,35,50,000
Number of options granted during the year	6,50,000	1,16,40,000
Number of options forfeited / lapsed during the year	21,36,393	1,08,77,500
Number of options vested during the year	5,94,150	29,70,000
Number of options exercised during the year	18,03,810	5,19,500
Number of shares arising as a result of exercise of options	18,03,810	5,19,500
Money realized by exercise of options (₹), if scheme is implemented directly by the company	7,97,28,402	3,52,48,075
Loan repaid by the Trust during the year from exercise price received	NA	NA
Number of options outstanding at the end of the year	28,18,795	2,37,93,000
Number of options exercisable at the end of the year	15,76,795	23,90,500

(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.

Weighted-average exercise prices – ₹ 73.70

Weighted-average fair values – ₹ 27.24

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

a) senior managerial personnel;

Mr. Dinanath Dubhashi – Managing Director & Chief Executive Officer – 11,00,000 options @ ₹ 134.15

Mr. Sachinn Joshi – Chief Financial Officer – 3,00,000 options @ ₹ 134.15

b) any other employee who receives a grant in any one year of option amounting to 5% or

None

<p>more of option granted during that year; and</p> <p>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.</p>	<p>None</p>
<p>(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</p> <p>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;</p> <p>b) the method used and the assumptions made to incorporate the effects of expected early exercise;</p> <p>c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and</p> <p>d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.</p>	<p>Weighted average exercise price - ₹ 73.70. Weighted average share price – ₹ 75.53 Expected volatility – Calculated by using the closing market prices of the Company's Shares during the last one year. Expected life – Full life of the option is the period up to which it can be exercised. Expected dividends – Yield has been calculated on the basis of dividend yield of the financial year. Risk-free interest rate – This is the rate offered in the market with virtually zero risk. Normally the yield of Government backed securities with maturity similar to that of the option is taken into consideration.</p> <p>As decided by the Management in case of Retirement and Death of an employee.</p> <p>Expected volatility is based on the historical volatility of the Company shares price applicable to the expected life of each option.</p> <p>The price of underlying shares in market at the time of option grant – closing market price, on previous trading day on which the options are granted, on the Stock Exchange where the volume of shares traded is more.</p>
<p>Disclosures in respect of grants made in three years prior to IPO under each ESOS</p> <p>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>	<p>Not Applicable</p>

Annexure A

1. Stock option scheme

- a) In respect of stock options granted pursuant to Company's stock options scheme, the intrinsic value of the options (excess of market price of the share over the exercise price of the option) is treated as discount and accounted as employee compensation over the vesting period.
- b) The grant of options to the employees under the stock option scheme is on the basis of their performance and other eligibility criteria. The options allotted under scheme 2010 are vested over a period of 4 years in ratio of 15%, 20%, 30% and 35% respectively from the date of grant, subject to the discretion of the management and fulfillment of certain conditions. The options granted under scheme 2013 are vested in a graded manner over a period of four year with 15 %, 20%, 30 % and 35 % of grants vesting each year, commencing from the end of 24 month from the date of grant.
- c) Options allotted under scheme 2010 can be exercised anytime within a period of 7 years from the date of grant and would be settled by way of equity. The option granted under scheme 2013 can be exercised anytime within a period of 8 years from the date of grant. Management has discretion to modify the exercise period.
- d) The option granted under scheme 2010 is at exercise price of ₹ 44.20. The option granted under scheme 2013 was at market price which was the last closing price on National stock exchange preceding the dates of grant respectively.
- e) During the year ended March 31, 2017, 1,803,810 and 519,500 options were allotted under scheme 2010 & 2013 respectively.
- f) The details of the grants are summarised below:

Sr. No.	Particulars	2016-17	2015-16
1	Options granted and outstanding at the beginning of the year	29,658,998	33,152,519
2	Options granted during the year	12,290,000	900,000
3	Options cancelled/ lapsed during the year	13,013,893	31,17,841
4	Options exercised during the year	2,323,310	12,75,680
5	Options granted and outstanding at the end of the year of which –		
	- Options vested	3,967,295	40,95,548
	- Options yet to vest	22,644,500	2,55,63,450
6	Weighted average remaining contractual life of options (in years)	6.22	6.47

- g) During the year, the Company has debited to the Statement of Profit and Loss ₹ 63.63 lakhs (previous year ₹ 36.72) {net of recovery from its subsidiary companies during the year ₹ 8.29

Annexure A

lakhs (previous year: ₹ 95.46 lakhs)) towards the stock options granted to their employees, pursuant to the employee stock option schemes.

- h) Total carrying amount of liabilities arising from employee share-based payment plans as on March 31, 2017 is ₹ 553.74 lakhs (previous year: ₹ 845.97 lakhs), including ₹ 232.27 lakhs (previous year : ₹ 415.97 lakhs) for which the options have vested to employees as on March 31, 2017.
- i) Weighted average fair values of options granted during the year is ₹ 27.24 (previous year: ₹ 32.02) per options.
- j) Had the Company opted for accounting of employee compensation cost under 'Fair value Method', Profit after tax would have been lower by ₹ 45.79 lakhs (Previous year: ₹ 120.45 lakhs) and Earnings per share Basic and diluted would have been ₹ 0.71 & ₹ 0.70 respectively. (Previous year: ₹ 0.88 & ₹ 0.88 respectively)
- k) The Fair value has been calculated using the Black-Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Sr.No.	Particulars	2016-2017	2015-2016
a)	Weighted average risk-free interest rate	7.49%	7.52%
b)	Weighted average expected life of options	3.98 years	3.68 years
c)	Weighted average expected volatility	32.53%	31.78%
d)	Weighted average expected dividends	₹ 3.19 per option	₹ 2.94 per option
e)	Weighted average share price	₹ 75.53 per option	₹ 65.73 per option
f)	Weighted average exercise price	₹ 73.70 per share	₹ 44.20 per share
g)	Method used to determine expected volatility	Expected volatility is based on the historical volatility of the Company shares price applicable to the expected life of each option.	

2. Earnings Per Share: Accounting Standard - 20

Particulars		2016-17	2015-16
Basic			
Profit after tax (₹ lakhs)		24,866.17	37,803.66
Less : Dividend on Cumulative Compulsorily Redeemable Preference Shares (including dividend distribution tax of ₹2104.46 lakhs)		12,443.41	16,207.28

Annexure A

Profit attributable to equity shareholders (₹ lakhs)	A	12,422.76	21,596.38
Number of equity shares			
Weighted average number of equity shares outstanding	B	1,754,486,014	1,730,229,294
Basic EPS before and after extraordinary items (₹)	A/B	0.71	1.25
Diluted			
Profit after tax (after deducting proposed preference dividend) (₹ lakhs)	A	12,422.76	21,596.38
Add: Weighted average number of equity shares outstanding	B	1,754,486,014	1,730,229,294
Add: Weighted average no. of potential equity shares on account of employee stock options and share warrants	C	24,404,228	1,010,108
Weighted average number of shares outstanding for diluted EPS	D=B+C	1,778,890,242	1,731,239,403
Diluted EPS before and after extraordinary items (₹)	A/D	0.70	1.25
Face value of shares (₹)		10.00	10.00