

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on 31st March, 2016:

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.

Equity settled stock options granted to employees pursuant to the Company's stock option schemes are accounted for as per the intrinsic value method prescribed by Employee Stock Option Scheme and permitted by the SEBI guidelines, 1999 and the Guidance Note on Share Based Payment issued by the Institute of Chartered Accountants of India (ICAI). The intrinsic value of the option being excess of market value of the underlying share at the date of grant of option, over its exercise price is recognised as deferred employee compensation with a credit to Employees Stock Options Outstanding Account. The deferred employee compensation is amortized to Statement of Profit and Loss on straight line basis over the vesting period of the option. In case of forfeiture of option which is not vested, amortised portion is reversed by credit to employee compensation expense. In a situation where the stock option expires unexercised, the related balance standing to the credit of the employees Stock Options Outstanding Account are transferred to the General Reserve.

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. 2.94

C. Details related to Employee Stock Option Schemes (ESOS) of the Company:

Sr. No	Particulars	ESOS -2006		ESOS- 2013
		Stock Options		Stock option including Restricted Stock unit(RSU)
I A description of each ESOS that existed at any time during the year , including the general terms and condition of each ESOS , including				
a.	Date of shareholder's approval	23 rd January,2007	23 rd September,2011	10 th September,2013
b.	Total number of	64,75,000		54,62,000

	option approved under ESOS													
c.	Vesting requirement	Not earlier than one year and not more than five years from the date of grant of options.						Not earlier than one year and not more than five years from the date of grant of options and RSU.						
d.	Exercise price or pricing formula	The Exercise Price is the average price of the equity shares of the Company in the immediate preceding seven days period (at a stock exchange as determined by the ESOS Compensation Committee) on the date prior to the date on which the ESOS Compensation Committee finalised the specific number of options to be granted to the employees discounted by such percentage but not exceeding 30% to be determined by the ESOS Compensation Committee.						<p>Options: The exercise price is the previous day's closing price on the date on which the Nomination and Remuneration Committee finalized the specific number of options to be granted to the employee.</p> <p>RSUs: The exercise price is at the face value of Rs. 1 /- each of the equity shares of the Company.</p>						
e.	Maximum term of options granted	Five years from the date of vesting of options						Five years from the date of vesting of options and restricted stock units						
f.	Source of shares	Primary												
g.	Variation in terms of options	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
ii.	Method used to account for ESOS – Intrinsic or fair value													
	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for options issued under the ESOS.													
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						Employee Compensation Cost: - intrinsic value based Rs. 6.91 crores							

	computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed	- Fair value based Rs. (9.45) crores	
		Difference Rs. (2.54) crores	
	The impact of this difference	Reported	Proforma
	-On profits	Net profit Rs. 607.25 crores `	Rs. 604.71 crores
	-On difference	Basic ` Rs. 2.94	Rs. 2.93
		Diluted ` Rs. 2.94	Rs. 2.93
iv.	Option (including options and restricted stock units) movement during the year:		
	Particulars	Stock Option 2006	Option 2013
	Number of options outstanding at the beginning of the year	1882528	1943295
	Number of options granted during the year	Nil	111260
	Number of options forfeited / lapsed during the year	388083	103740
	Number of options vested during the year	195652	482605
	Number of options exercised during the year	3185	2193
	Number of shares arising as a result of exercise of options	3185	2193
	Money realised by exercise of options (INR), if Scheme is implemented directly by the Company	0.03 crore	0.03 crore
	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
	Number of options outstanding at the end of the year	1491260	1948622
	Number of options exercisable at the end of the year	1099956	923737
			RSU's 2013
			1951978
			111334
			103812
			Nil
			Nil
			Nil
			Nil
			Not Applicable
			1959500
			Nil

v	<p>Weighted-average exercise prices and weighted-average fair values of options</p> <p><u>Weighted- average exercise prices</u></p> <p>i equal or exceed to market price of the stock</p> <p>ii. less than the market price of the Stock</p> <p><u>Weighted-average fair values of options</u></p> <p>i equal or exceed to the market price of the stock</p> <p>ii less than the market price of the stock.</p>	<p>Stock Option 2006</p> <p>Not applicable. As there were no options granted during the year under this Scheme.</p> <p>Not applicable. As there were no options granted during the year under this Scheme.</p>	<p>Option 2013</p> <p>73.60</p> <p>–</p> <p>–</p> <p>41.96</p>	<p>RSU's 2013</p> <p>–</p> <p>1</p> <p>–</p> <p>68.20</p>		
<p>vi Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to</p>						
a.	Senior Managerial Personnel	<p>Name</p> <p>Satish Jajoo</p>	<p>Designation</p> <p>Chief Operating Officer</p>	<p>Options</p> <p>55630</p>	<p>RSU</p> <p>55667</p>	<p>Exercise Price</p> <p>Options: Rs. 73.60</p> <p>RSU: Re.1/-</p>

		Samik Basu	Chief People officer	55630	55667	Options: Rs. 73.60 RSU: Re.1/-
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	Name	Designation	Options	RSU	Exercise Price
		Satish Jajoo	Chief Operating Officer	55630	55667	Options: Rs. 73.60 RSU: Re.1/-
		Samik Basu	Chief People officer	55630	55667	Options: Rs. 73.60 RSU: Re.1/-
c.	Identified employee 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				
vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information						
	Particulars	Stock Options-2006	Options- 2013	RSU's-2013		
a	the weighted-average values of share price: Rs.	Not applicable. As there were no options granted during the				

	Range of exercise price: Rs.	year under this Scheme.	73.60	1.00
	expected volatility:		0.4636	0.4759
	expected option life:		7.5 years	8 years
	expected dividends:		100%	100%
	the risk-free interest rate:		9%	9%
	and any other inputs to the mode		-	-
b	the method used and the assumptions made to incorporate the effects of expected early exercise	Black – Scholes Method		
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	<p>The following factors have been considered:</p> <ul style="list-style-type: none"> - The Closing price of the Company's sh0061re on the National Stock Exchange of India Limited (NSE) on the date previous to grant date. - Adjustment of the aforesaid closing price for the expected dividend yield over the expected life of the options / RSUs. - Zero coupon Government Bond rate representing the risk free interest rate. - The expected life of the options / RSUs i.e. the period upto the vesting date plus the average of the exercise period corresponding to each vesting. - Implied volatility of the Company's stock price on NSE based on the price data of last one year upto the date of grant. -Exercise price has been adopted as given by the Company. 		
d	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition			