

## EMPLOYEE STOCK OPTION PLANS (ESOPs) / EMPLOYEE STOCK PURCHASE SCHEME (ESPS)

The details of options granted under various ESOPs / ESPS of the Company as required to be provided in terms of Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are given as under:

Sr. No.	Particulars	ESOP 2007	Special ESOP 2009 forming part of ESOP Perpetual I								ESPS 2014	Special ESOP 2014
			(Tranche I)	(Tranche II)	(Tranche III)	(Tranche IV)	(Tranche V)	(Tranche VI)	(Tranche VII)	(Tranche VIII)		
1.	Date of shareholders approval	Scheme III May 22, 2008	Scheme IV August 13, 2009	Scheme V August 13, 2009	Scheme VI August 13, 2009	Scheme VII August 13, 2009	Scheme VIII August 13, 2009	Scheme X August 13, 2009	Scheme XI August 13, 2009	Scheme XII August 13, 2009	Scheme XIII March 27, 2014	Scheme XIV March 27, 2014
2.	Date of Grant	May 21, 2009	October 5, 2009	January 30, 2010	July 28, 2010	October 30, 2010	February 21, 2011	April 27, 2011	July 31, 2011	May 25, 2012	March 31, 2014	June 23, 2014
3.	Vesting requirements											
	Tranche 1	May 21, 2010 - 75%	October 5, 2010 - 50%	January 30, 2011 - 50%	July 28, 2011 - 50%	October 30, 2011 - 50%	February 21, 2012 - 50%	April 27, 2012 - 50%	August 1, 2012 - 50%	May 26, 2013 - 50%	April 15, 2014 - 100%	June 23, 2015 - 50%
	Tranche 2	May 21, 2011 - 25%	October 5, 2011 - 25%	January 30, 2012 - 25%	July 28, 2012 - 25%	October 30, 2012 - 25%	February 21, 2013 - 25%	April 27, 2013 - 25%	August 1, 2013 - 25%	May 26, 2014 - 25%	-	June 23, 2016 - 50%
	Tranche 3	-	October 5, 2012 - 25%	January 30, 2013 - 25%	July 28, 2013 - 25%	October 30, 2013 - 25%	February 21, 2014 - 25%	April 27, 2014 - 25%	August 1, 2014 - 25%	May 26, 2015 - 25%	-	-
4.	Maximum term of options granted / Exercise period	Till May 21, 2015	Till October 5, 2014	Till January 30, 2015	Till July 28, 2015	October 30, 2015	February 21, 2016	April 27, 2016	July 31, 2016	May 25, 2017	Till April 15, 2014	Till March 31, 2017
5.	Pricing formula	The closing price of Equity Shares of the Company on BSE as on date of grant	For all Employees (except US) - 20% Discount to the closing price of Equity Shares of the Company on BSE as on date of grant	For US Employees - the closing price of Equity Shares of the Company on BSE as on date of grant	20% Discount to the closing price of Equity Shares of the Company on BSE as on date of grant	The closing price of Equity Shares of the Company on BSE as on date of grant	The closing price of Equity Shares of the Company on BSE as on date of grant	The closing price of Equity Shares of the Company on BSE as on date of grant	The closing price of Equity Shares of the Company on BSE as on August 1, 2011	The closing price of Equity Shares of the Company on BSE as on date of grant	N.A.	10% Discount to the closing price of Equity Shares of the Company on BSE as on date of grant





Sr. No.	Particulars	Special ESOP 2009 forming part of ESOP Perpetual I								ESPS 2014	Special ESOP 2014	
		ESOP 2007	(Tranche I)	(Tranche II)	(Tranche III)	(Tranche IV)	(Tranche V)	(Tranche VI)	(Tranche VII)			(Tranche VIII)
		Scheme III	Scheme IV	Scheme V	Scheme VI	Scheme VII	Scheme VIII	Scheme X	Scheme XI	Scheme XII	Scheme XIII	Scheme XIV
6.	Sources of shares (primary, secondary or combination)	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary
7.	Options granted under the Plan as at March 31, 2015 (Nos.)	1,878,000	10,916,787	135,000	175,000	50,000	75,000	50,000	65,000	25,000	12,301,100	45,000,000
8.	Options outstanding as at April 1, 2014 (Nos.)	865,000	3,787,081	35,000	35,000	Nil	Nil	Nil	10,000	12,500	12,301,100	Nil
9.	Options granted during the year ended March 31, 2015 (Nos.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	45,000,000
10.	Options vested during the year ended March 31, 2015 (Nos.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	2,500	3,125	N.A.	Nil
11.	Options exercised during the year ended March 31, 2015 (Nos.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	10,095,000	Nil
12.	Total number of shares arising as a result of exercise of options (Nos.)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	10,095,000	Nil
13.	Options forfeited / cancelled during the year ended March 31, 2015 (Nos.)	50,000	70,004	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	734,400
14.	Options lapsed / expired during the year ended March 31, 2015 (Nos.)	Nil	3,717,077	35,000	Nil	Nil	Nil	Nil	Nil	Nil	2,206,100	Nil

Sr. No.	Particulars	Special ESOP 2009 forming part of ESOP Perpetual I								ESPS 2014	Special ESOP 2014	
		ESOP 2007	(Tranche I)	(Tranche II)	(Tranche III)	(Tranche IV)	(Tranche V)	(Tranche VI)	(Tranche VII)			(Tranche VIII)
		Scheme III	Scheme IV	Scheme V	Scheme VI	Scheme VII	Scheme VIII	Scheme X	Scheme XI	Scheme XII	Scheme XIII	Scheme XIV
15.	Options in force as at March 31, 2015 (Nos.)	815,000	Nil	Nil	35,000	Nil	Nil	Nil	10,000	12,500	Nil	44,265,600
16.	Options exercisable at the end of the year	815,000	Nil	Nil	35,000	Nil	Nil	Nil	10,000	9,375	Nil	22,132,800
17.	Variation of terms of options during the year ended March 31, 2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
18.	Money realised by exercise of options (Rs)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	81,769,500	Nil
19.	Loan repaid by the Trust during the year ended March 31, 2015	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
20.	Lock-in period, if any	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	One year from the date of allotment	N.A.
21.	Employee wise details of options granted to:											
i)	Senior Managerial Personnel (including Key Managerial Personnel) - Refer Note 2											
ii)	Employees receiving 5% or more of the total number of options granted during the year ended March 31, 2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
iii)	Employees granted options equal to or exceeding 1% of the issued capital	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil





Sr. No.	Particulars	ESOP 2007	Special ESOP 2009 forming part of ESOP Perpetual I							ESPS 2014	Special ESOP 2014	
			(Tranche I)	(Tranche II)	(Tranche III)	(Tranche IV)	(Tranche V)	(Tranche VI)	(Tranche VII)			(Tranche VIII)
22.	Diluted EPS on issue of shares on exercise calculated in accordance with AS 20 (Rs)	Scheme III	Scheme IV	Scheme V	Scheme VI	Scheme VII	Scheme VIII	Scheme X	Scheme XI	Scheme XII	Scheme XIII	Scheme XIV
23.	Method used to account for the Plan	The Company uses intrinsic value based method of accounting for determining the compensation cost for the Schemes										
24.	Difference between employee compensation cost calculated using intrinsic value of stock options and employee compensation cost that shall have been recognised if the fair value of the options had been used and the impact of this difference on profits and EPS of the Company	The Company has provided Rs Nil (Rs Nil) at the rate of Rs 182.60 per option under Scheme II, Rs Nil (Rs Nil) at the rate of Rs 2.20 per option under Scheme III, Rs Nil (Rs Nil) at the rate of Rs 22.25 per option and Rs 4.75 per option under Scheme IV – Tranche I, Rs 0.09 Crore (Rs Nil) at the rate of Rs 15.45 per option and Rs Nil per option under Scheme V – Tranche II, Rs Nil (Rs 0.05 Crore) at the rate of Rs 12.29 per option and Rs 0.60 per option under Scheme VI – Tranche III, Rs Nil (Nil) at the rate of Rs 11.09 per option under Scheme VII – Tranche IV, Rs Nil (Rs Nil) at the rate of Rs Nil per option under Scheme VIII - Tranche V, Rs Nil (Rs Nil) at the rate of Rs Nil per option under Scheme IX, Rs Nil (Nil) at the rate of Rs 0.05 per option under Scheme X – Tranche VI, Rs Nil (Rs Nil) at the rate of Rs Nil per option under Scheme XI - Tranche VII, Rs Nil (Rs Nil) at the rate of Rs Nil per option under Scheme XII – Tranche VIII, Nil (Rs 1.77 Crore) at the rate of Rs 1.75 per option under Scheme XIII, Rs 7.67 (Rs Nil) at the rate of Rs 3.00 per option under Scheme XIV for the year ended March 31, 2015. The value of option is calculated as a difference between intrinsic value of options and exercise price. Had the Company adopted the 'Black-Scholes' model for pricing and accounting the options, the cost would have been Rs 43.32 (Rs 43.32) per option for Scheme III, Rs 49.28 (Rs 49.28) per option for Scheme IV - Tranche I, Rs 39.95 (Rs 39.95) per option, Rs 34.27 (Rs 34.27) per option for Scheme V – Tranche II, Rs 30.73 (Rs 30.73) per option, Rs 26.39 (Rs 26.39) per option for Scheme VI – Tranche III, Rs 28.68 (Rs 28.68) per option for Scheme VII – Tranche IV, Rs 21.16 (Rs 21.16) per option for Scheme VIII – Tranche V, Rs 29.12 (Rs 29.12) per option for Scheme IX, Rs 24.50 (Rs 24.50) per option for Scheme X – Tranche VI, Rs 22.67 (Rs 22.67) per option for Scheme XI – Tranche VII, Rs 9.25 (Rs 9.25) per option for Scheme XII – Tranche VIII, Rs 1.77 (Rs Nil) per option for Scheme XIII, Rs 13.18 (Rs Nil) per option for Scheme XIV and accordingly the loss after tax would have been higher by Rs 26.00 Crore (Rs 0.02 Crore).										
25.	Weighted average exercise price and weighted average fair value of options, exercise price of which is less than the market price on the date of grant:											
i)	Weighted average exercise price (Rs)	90.50	70.00 / 87.50	61.80 / 77.25	46.76 / 58.45	44.36	47.70	54.35	54.15	20.85	8.10	26.95
ii)	Weighted average fair value (Rs)	43.32	42.54/49.28	34.27/39.95	26.39 / 30.73	28.68	21.16	24.50	22.67	9.25	1.77	13.18

Sr. No.	Particulars	Special ESOP 2009 forming part of ESOP Perpetual I										ESPS 2014	Special ESOP 2014	
		ESOP 2007 Scheme III	(Tranche I) Scheme IV	(Tranche II) Scheme V	(Tranche III) Scheme VI	(Tranche IV) Scheme VII	(Tranche V) Scheme VIII	(Tranche VI) Scheme X	(Tranche VII) Scheme XI	(Tranche VIII) Scheme XII				
26.	Significant assumptions used to estimate fair values of options granted during the year													
i)	Risk free interest rate	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.20%	8.0%
ii)	Expected life (years)	6	5	5	5	5	5	5	5	5	5	5	5	2.8
iii)	Expected volatility	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	48.90%	65.10%
iv)	Dividend yield	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
v)	The price of the underlying share in market at the time of option grant (Rs)	92.70	92.25	77.25	59.05	55.45	47.70	54.85	52.40	20.85	N.A.	N.A.	29.95	

The Securities and Exchange Board of India (SEBI) has issued SEBI (Share Based Employee Benefits) Regulations, 2014 which are effective from October 28, 2014. Prior to that SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 were in force for all stock option schemes established after June 19, 1999. In accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the excess of the market price of the underlying equity shares as of the date of grant over the exercise price of the option, including upfront payments, if any, had to be recognised and amortised on a straight line basis over the vesting period. The equity shares issued / to be issued under ESOP 2007, Special ESOP 2009, ESPS 2014 and Special ESOP 2014 of the Company rank / shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

Notes:

- During the year under review, in terms of Special ESOP 2009 – Tranche I (Scheme IV) and Tranche II (Scheme V), all vested options had to be exercised on or before October 5, 2014 and January 30, 2015 respectively and accordingly 3,717,077 and 35,000 unexercised options under Special ESOP 2009 – Tranche I (Scheme IV) and Tranche II (Scheme V) respectively have lapsed / expired during the year under review. Similarly in terms of ESPS 2014 (Scheme XIII), all vested options had to be exercised on or before April 15, 2014 and accordingly 2,206,100 unexercised options under ESPS 2014 (Scheme XIII) have lapsed / expired during the year under review. During the previous year, 225,500 unexercised options under ESOP 2006 (Scheme II) had lapsed / expired on November 23, 2013 and 5,919,000 unexercised options under Special ESOP 2007 (Scheme IX) had lapsed / expired on March 31, 2014 and hence details of ESOP 2006 (Scheme II) and Special ESOP 2007 (Scheme IX) have not been provided.



2. The details of options granted to senior managerial personnel (including the key managerial personnel in term of Companies Act, 2013) of the Company under various active ESOPs / ESPS are given as under:

Name of senior managerial personnel	Designation	No. of stock options granted under ESOP 2007	No. of stock options granted under Special ESOP 2009	No. of equity shares under ESPS 2014	No. of Stock options granted Under Special ESOP 2014
Tulsi R.Tanti	Chairman and Managing Director	Nil	Nil	Nil	Nil
Kirti Vagadia <sup>1</sup>	Group Head, Finance	50,000	500,000	401,000	1,201,500
Dr. V. V. Rao	Chief Human Resource Officer and Chief Quality Officer	Nil	85,572	400,000	1,251,000
Ishwar Mangal	Chief Sales Officer	50,000	196,000	411,000	1,251,000
Rohit Modi	Chief Executive Officer, International Operations and New Business	Nil	Nil	405,000	1,251,000
Amit Agarwal <sup>2</sup>	Chief Financial Officer	Nil	Nil	405,000	1,251,000
Hemal A.Kanuga	Company Secretary and Compliance Officer	5,000	30,639	39,400	308,200

<sup>1</sup>Appointed as Group Chief Financial Officer with effect from August 1, 2015.

<sup>2</sup>Resigned as Chief Financial Officer with effect from August 1, 2015.

For and on behalf of the Board of Directors

Tulsi R. Tanti  
Chairman & Managing Director  
DIN : 00002283

Place : Mumbai  
Date : July 31, 2015

