

ANNEXURE -G**EMPLOYEE STOCK OPTION PLAN (ESOP)**

The Company had instituted the Employee Stock Option Plan 2014 (the "Plan") for employees of the Company by granting shares thereunder. Accordingly, the Plan was formulated in accordance with the SEBI (ESOS & ESPS) Guidelines, 1999.

The Plan was approved by the shareholders of the Company, on 5th August, 2014, through postal ballot. The Plan provides for issue and allotment of not exceeding 900090 Equity Shares to the eligible employees of the Company and subsequent to the Bonus Issue the number of options available increased to 1800180. Disclosures in compliance with Employee Stock Option Plan of the Company, are set below:

Disclosure as required under SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2017

S. No.	Particulars	ESOP Scheme
A	Summary	
1	Date of Shareholders Approval	5 th Aug, 2014
2	Total number of options approved under the scheme	1800180
3	Date of Grants	9 th Aug, 2014 9 th May, 2015 25 th July, 2015 31 st Oct, 2015 14 th May, 2016 30 th July, 2016 5 th Nov, 2016
4	Options Granted	589400
5	Vesting Schedule	Minimum one year from the date of Grant
6	Pricing Formula	Closing Market price prior to the date of the meeting of Nomination & Remuneration Committee in which options are granted, on the stock exchange on which the shares of the Company are listed. In case shares are listed on more than one stock exchange then the stock exchange where the highest trading volume is recorded on the said date shall be considered.
7	Maximum Term of Options Granted	8 years from the date of Grant
8	Source of Shares	Primary
9	Variation in terms of Options	No Variations
10	Method used for Accounting of ESOP	Intrinsic Value Method
B	Option Movement During the year	
1	Options Outstanding at the Beginning of the year *	420,440
2	Number of Options Granted during the year	54,400
3	Number of options vested	105,440
4	Number of options exercised during the year	90,550
5	Total number of shares arising as a result of exercise of options	90,550
6	Number of options Cancelled & lapsed during the year	50,490

S. No.	Particulars	ESOP Scheme
7	Number of Options outstanding at the end of the year	333,800
8	Number of Options exercisable at the end of the year	29,950
9	Money realised by exercise of options during the year (₹)	18,365,208
10	Loan repaid by the trust during the year from the exercised price received	0
C.	Employee-wise details of options granted to:	
(i)	Senior managerial personnel	
	Name	No. of options granted
	Vinay Kumar Bajaj	8,200
(ii)	Employees who were granted options during the year amounting to 5% or more of the options	
	Name	No. of options granted
	Surender Bansal	3,900
	Ajay Prakash Sharma	3,000
	Anil Kumar Jha	4,100
	Rajeev Bhatia	4,200
	Vinay Kumar Bajaj	8,200
	Mani Kant Mehta	4,600
	Ajit Kumar Singh	3,300
	Sanjeev Rawat	4,200
	Rahul Jadhav	3,100
	Pankaj Bhalla	3,300
(iii)	Identified employees who were granted option, during the year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	
	Name	No. of options granted
	Nil	
D.	The impact on the profits and EPS of the fair value method is given in the table below :-	
		2016-17
	Profit as reported (₹ in Crores) (a)	122.97
	Add - Intrinsic Value Cost	Nil
	Less: Employee Stock Compensation Expense as per Fair Value Method* (₹ in Crores)	1.32
	Profit after tax recomputed for recognition of employee stock compensation expense under fair value method (₹ in Crores) (b)	121.65
	Earnings per share based on earnings as per (a) above	
	-Basic (₹)	10.24
	-Diluted (₹)	10.23
	Earnings per share had fair value method been employed for accounting of employee stock options as per (b) above	
	-Basic (₹)	10.13
	-Diluted (₹)	10.12

E (i).	Weighted average exercise price of Options granted during the year whose	
(a)	Exercise price equals market price (₹)	469.71
(b)	Exercise price is greater than market price (₹)	Nil
(c)	Exercise price is less than market price (₹)	Nil
E (ii).	Weighted average fair value of options whose	
(a)	Exercise price equals market price (₹)	168.98
(b)	Exercise price is greater than market price (₹)	Nil
(c)	Exercise price is less than market price (₹)	Nil
F.	Method and Assumptions used to estimate the fair value of options granted during the year:	
a)	The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows Stock Price (₹) Volatility Risk free Rate Exercise Price (₹) Time To Maturity (in Years) Dividend yield	Weighted Average Assumptions 469.71 40.79% 6.89% 469.71 3.12 0.13%
b)	The company has incorporated the early exercise of options by calculating expected life on past exercise behavior.	
c)	The volatility used in the Black-Scholes option-pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the options and is based on the daily volatility of the Company's stock price on NSE.	
d)	There are no market conditions attached to the grant and vest.	
*Pre Bonus numbers		