

## Annexure 'H'

### 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 August 5, 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 in July 2015 and June 2019, the number of options available increased to 31,79,940. Disclosures in compliance with Employee Stock Option Plan of the Company, are set below:

- I. The information pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, erstwhile SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 read with 'Guidance note on accounting for Employee share-based payments' issued by ICAI have been provided in **Annexure 1** to this Report.
- II. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations in accordance with Ind AS 33 - Earnings Per Share issued by ICAI have been provided in **Annexure 1** to this Report.

## Annexure 1: Details related to ESOS

Requirements under the SEBI (Share Based Employee Benefits) Regulations, 2014

### Summary of Status of ESOPs Granted

The position of the existing schemes is summarized as under -

#### A. Summary

S. No	Particulars	ESOP Scheme
1	Date of Shareholders Approval	August 5, 2014
2	Total number of options approved under the scheme	31,79,940
3	Date of Grants	August 9, 2014 May 9, 2015 July 25, 2015 October 31, 2015 May 14, 2016 July 30, 2016 November 5, 2016 August 5, 2017 November 4, 2017 May 11, 2018 August 4, 2018 November 3, 2018 May 10, 2019 August 3, 2019 November 2, 2019

## A. Summary (contd.)

S. No	Particulars	ESOP Scheme
4	Options Granted (After adjustment for bonus on June 28, 2019)	16,65,430
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	Fair Value Method

## B. Option Movement During the year

Option Movement (April 1, 2019 to June 27, 2019)		
S.No.	Particulars	ESOP Scheme
1	Options Outstanding at the Beginning of the year	4,69,430
2	Number of Options Granted during the period	6,100
3	Number of options vested during the period	0
4	Number of options exercised during the period	0
5	Total number of shares arising as a result of exercise of options	0
6	Number of options Cancelled & lapsed during the period	13,700
7	Number of Options outstanding at the end of the period	4,61,830
Option Movement (June 28, 2019 to March 31, 2020)		
S.No.	Particulars	ESOP Scheme
1	Options Outstanding at the Beginning of the period*	9,23,660
2	Number of Options Granted during the period	52,000
3	Number of options vested during the period^	19,540
4	Number of options exercised during the period	1,44,690
5	Total number of shares arising as a result of exercise of options	1,44,690
6	Number of options Cancelled & lapsed during the period	95,420
7	Number of Options outstanding at the end of the year	7,35,550
8	Number of Options exercisable at the end of the year	41,040
9	Money realised by exercise of options during the year(₹)	3,14,74,603
10	Loan repaid by the trust during the year from the exercised price received	0

\*Options outstanding adjusted for Bonus Issue (1:1)

^Options vested but not exercised during the period

### C. Employee-wise details of options granted to:

(i) Senior managerial personnel

Name	No. of options granted
Ashish Srivastava	9,300
R Lakshmanan	7,900

(ii) Employees who were granted options during the year, amounting to 5% or more of the options.

Name	No. of options granted
Ashish Srivastava	9,300
Balaji Roy	4,600
Himanshu Kumar	3,400
Kapil Batra	4,300
R Lakshmanan	7,900
Rohit Kohli	4,000
Sandeep Singh	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: Nil

D. (i) Weighted average exercise price of Options granted during the year whose		
(a)	Exercise price equals market price (₹)	450.92
(b)	Exercise price is greater than market price (₹)	Nil
(c)	Exercise price is less than market price (₹)	Nil

D. (ii) Weighted average fair value of options whose		
(a)	Exercise price equals market price (₹)	143.31
(b)	Exercise price is greater than market price (₹)	Nil
(c)	Exercise price is less than market price (₹)	Nil

E. 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 (₹)	450.92
	Volatility	29.24%
	Risk free Rate	6.23%
	Exercise Price (₹)	450.92
	Time To Maturity (In Years)	3.83
	Dividend yield	0.19%
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.	