

**Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits Regulations), 2014, as amended for the financial year ended on March 31, 2018.**

**A.** General Disclosures in terms of Guidance Notes on accounting for employee share based payments or any other relevant accounting standards. Member may refer to the audited financial statement prepared as per Indian Accounting Standards (Ind –AS) for the year 2017-18.

**B. Summary**

<b>Sr. No.</b>	<b>Description</b>	
1	Date Of Shareholders Approval	28.09.2017
2	Total number of options approved under the scheme	45,00,000 Equity Shares of Rs. 1/- each
3	Date of Grant	25.11.2017
4	Options granted	29,88,375
5	Vesting Schedule	The options granted shall vest so long as an employee continues to be in the employment of the Company or the Holding and / or Subsidiary Company as the case may be. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.
6	Pricing Formula	The Exercise Price shall be equal to Rs 93.58/- (Rupees Ninety Three and Paise Fifty Eight only) per option or any other price as may be decided by the Committee. In any case, the Exercise Price per Option shall not be less than the face value of shares and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP 2017.

7	Maximum term of options granted	Options granted under ESOP 2017 would vest subject to maximum period of 6 (Six) years from the date of grant of such options.
8	Source of shares	new Issue of Shares by the Company.
9	Variation in terms of options	None
10	Method used for accounting of ESOP	Fair Value
11	Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with (IND-AS) Earnings Per Share	-
12	Weighted Average exercise price and weighted average fair value shall be disclosed separately for options whose exercise price either equals or is less than the market price of the stock	Weighted Average exercise price is Rs 93.58 per share and weighted average fair value is Rs 123.63 per option

### C. Options movement during the year

Sr. No.	Description	
1	Options outstanding at the beginning of the year	-
2	Options granted during the year	29,88,375
3	Options vested during the year	-
4	Options exercised during the year	-
5	No. of shares arising as a result of exercise of options during the year	-
6	Options cancelled and lapsed during the year	-
7	Options outstanding at the end of the year	29,88,375
8	Options exercisable at the end of the year	-
9	Money realized by exercise of options	-

#### D. Options granted to Senior Managerial Personnel

Sr. No.	Name	Designation	No. of options granted
1	Prashant Joshi	Chief Operating Officer	40,000
2	Sanjeev Sharma	President – Operation	40,000
3	Sandip Modi	Sr. VP Accounts and Finance	40,000
4	C. P. Hubert	Head of International Business	30,000
5	Niklank Jain	VP Legal & Company Secretary	20,000
6	Haresh Raghavan Pillay	President – Infrastructure Business	15,000
7	Rajendra Badve	Chief Technology Officer	15,000

**E.** Options granted to any employee during the year amounting to 5% or more of options granted during the year : Nil

**F.** Options granted to any employee equal to or exceeding 1% of the issued capital of the company at the time of grant : Nil

**G.** A description of the method and significant assumptions used during the year to estimate fair value of options including the following information:

The Securities and Exchange Board of India (“SEBI”) has prescribed two methods to account for stock grants: namely (i) the intrinsic value method; (ii) the fair value method. The company has adopted fair value method to account for the stock options it grants to the employee by using Black – Scholes pricing model with the following assumptions:

1	The closing price of the company share on NSE on the date previous to the grant dated 25 <sup>th</sup> November 2017	Rs 186.70
2	Expected volatility based on historical price movement of the closing price which includes change in price due to dividend*	41.37%
3	The yield of Government of India 10 year bond as on date of grant	6.988%
4	Expected life of options fair value of the option granted	2 to 6 years
5	Weighted average fair value	Rs 123.63

\* Volatility of the company share price is worked out on the basis of movement of stock price on NSE