

**Statement pursuant to SEBI (Share Based Employee Benefits), Regulations, 2014 for the financial year ended March 31, 2017**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Employee Stock Option Plan, 2006</b>
1	Date of shareholders' approval	5th July 2006
2	Total number of options approved under Employee Stock Option Plan, 2006	Total number of options shall not exceed 5% of the total paid up share capital of the Company from time to time. Paid up share capital of the Company as at March 31, 2017 is 2,72,10,249. Accordingly the maximum no. of options that can be granted by the Company is 13,60,512 (5% of 2,72,10,249).
3	Vesting Requirements	<p>Vesting of the options shall take place in the manner determined by the Nomination and Remuneration Committee at the time of grant provided the vesting period shall not be more than 5 (five) years and not less than 1 year from the date of grant.</p> <p>Vesting of options shall be subject to the condition that the Grantee shall be in continuous employment with the Company and such other conditions as provided under Company's Employee Stock Option Plan, 2006.</p>
4	Exercise price or pricing formula	The Exercise Price of each grant is determined by the Nomination and Remuneration Committee at the time of grant, provided that the Exercise Price shall not be less than the closing market price of the shares of the Company on NSE/BSE on the day preceding the date of grant of Options.
5	Maximum term of options granted	The options granted shall be exercised within ten years from the date of grant of the options.
6	Source of shares (primary, secondary or combination)	Primary
7	Variation in terms of options	During the year, no amendment/ modification/ variation has been made in terms of options granted by the Company.
8	Method used to account for ESOS - Intrinsic or fair value	Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period. The cost of share-based payment to employee for the year ended March 31, 2017 is Rs. 20.50 crores.

9	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable																																												
10	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<p>Details of weighted average exercise prices and weighted average fair values of the options exercised during the financial year ended March 31, 2017, whose exercise price is less than the market price of the stock:</p> <p>Weighted average exercise price - Rs. 1,171</p> <p>Weighted average fair value - Rs. 577</p>																																												
11	Details of Options granted during the financial year ended March 31, 2017																																													
	i) Key Managerial Personnel	None																																												
	ii) Any other employee who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	8 employees of the Company were granted 12,800 options in the aggregate.																																												
12	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	None																																												
		<p>The fair value of each Option granted on 27th April 2016, 28th July 2016, 28th October 2016, 1st February 2017 and 27th March 2017 is estimated using the Black-Scholes Option Pricing Model after applying the following key assumptions:</p> <table border="1"> <thead> <tr> <th></th> <th>27th April 2016</th> <th>28th July 2016</th> <th>28th October 2016</th> <th>1st February 2017</th> <th>27th March 2017</th> </tr> </thead> <tbody> <tr> <td>(i) the weighted-average values of share price</td> <td>20,148</td> <td>20,340</td> <td>24,492</td> <td>23,028</td> <td>24,350</td> </tr> <tr> <td>(ii) exercise price</td> <td>20,148</td> <td>20,340</td> <td>24,492</td> <td>23,028</td> <td>24,350</td> </tr> <tr> <td>(iii) expected volatility</td> <td>33.65%- 39.83%</td> <td>32.04%- 37.36%</td> <td>31.91%- 33.37%</td> <td>31.34%- 32.78%</td> <td>30.73%- 32.54%</td> </tr> <tr> <td>(iv) expected option life</td> <td>3-5 Years</td> <td>3-5 Years</td> <td>3-5 Years</td> <td>3-5 Years</td> <td>3-5 Years</td> </tr> <tr> <td>(v) expected dividends</td> <td>0.94%</td> <td>0.94%</td> <td>0.89%</td> <td>0.89%</td> <td>0.89%</td> </tr> <tr> <td>(vi) the risk-free interest rate</td> <td>7.52%- 7.60%</td> <td>7.3%- 7.38%</td> <td>6.96%- 7.01%</td> <td>6.69%- 6.85%</td> <td>6.07%- 6.28%</td> </tr> </tbody> </table>						27th April 2016	28th July 2016	28th October 2016	1st February 2017	27th March 2017	(i) the weighted-average values of share price	20,148	20,340	24,492	23,028	24,350	(ii) exercise price	20,148	20,340	24,492	23,028	24,350	(iii) expected volatility	33.65%- 39.83%	32.04%- 37.36%	31.91%- 33.37%	31.34%- 32.78%	30.73%- 32.54%	(iv) expected option life	3-5 Years	3-5 Years	3-5 Years	3-5 Years	3-5 Years	(v) expected dividends	0.94%	0.94%	0.89%	0.89%	0.89%	(vi) the risk-free interest rate	7.52%- 7.60%	7.3%- 7.38%	6.96%- 7.01%
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(b)	the method used and the assumptions made to incorporate the effects of expected early exercise	Not Applicable
(c)	how expected Volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Expected Volatility was determined by taking the daily volatility of the share price on NSE, over a period prior to the date of grant, corresponding to the expected life of the options for each vesting.
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Not Applicable
13	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. 572.17
14	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	All relevant disclosures have been made in the financial statements.

### Details of Option Movement during the Financial Year 2016-17

S. No.	Particulars	Employee Stock Option Plan, 2006
1.	Number of options outstanding at the beginning of the year	2,03,490
2.	Number of options granted during the year	12,800
3.	Number of options forfeited / lapsed during the year	10,550
4.	Number of options vested during the year	3,466
5.	Number of options exercised during the year	49,066
6.	Number of shares arising as a result of exercise of options	49,066
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Rs. 5.75 Crore
8.	Loan repaid by the Trust during the year from exercise price received	Not Applicable
9.	Number of options outstanding at the end of the year	1,56,674
10.	Number of options exercisable at the end of the year	33,300