

## Annexure

## Disclosure pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as at March 31, 2017.

Particulars		ESOP 2013 - Tranche 1			ESOP 2013 - Tranche 2			ESOP 2013 - Tranche 3	ESOP 2013 - Tranche 4		
		Loyalty	Grant A	Grant B	Loyalty	Grant A	Grant B	Grant A	Loyalty	Grant A	Grant B
1	Date of shareholder's approval	27.09.2013	27.09.2013	27.09.2013	27.09.2013	27.09.2013	27.09.2013	27.09.2013	27.09.2013	27.09.2013	27.09.2013
2	Number of options granted	1,571,075	3,711,200	1,706,700	6,100	456,000	380,900	325,000	8,150	390,400	728,300
3	Exercise price (Rs.)	10/-	50/-	50/-	10/-	50/-	50/-	50/-	10/-	50/-	50/-
4	Source of shares	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary
5	Vesting period	1-2 years	1-5 years	2-6 years	1-2 years	1-5 years	2-6 years	1-5 years	1-2 years	1-5 years	2-6 years
6	Vesting requirements	In a graded manner over a 2 year period with 50% vesting at the end of 12 months from the date of grant and the remaining 50% of the grants vesting at the end of 24 months from the date of grant	In a graded manner over a 5 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 12 months from the date of grant	In a graded manner over a 6 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 24 months from the date of grant	In a graded manner over a 2 year period with 50% vesting at the end of 12 months from the date of grant and the remaining 50% of the grants vesting at the end of 24 months from the date of grant	In a graded manner over a 5 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 12 months from the date of grant	In a graded manner over a 6 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 24 months from the date of grant	In a graded manner over a 6 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 24 months from the date of grant	In a graded manner over a 2 year period with 50% vesting at the end of 12 months from the date of grant and the remaining 50% of the grants vesting at the end of 24 months from the date of grant	In a graded manner over a 5 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 12 months from the date of grant	In a graded manner over a 6 year period with 10%,15%,20%,25% each year grants vesting in each year commencing from the end of 24 months from the date of grant
7	Options outstanding at the beginning of the year	80,666	1,880,500	821,430	2,262	345,630	236,800	292,500	-	-	-
8	Options granted during the year	-	-	-	-	-	-	-	8,150	390,400	728,300
9	Options exercised during the year	34,295	321,115	47,940	2,012	45,655	4,600	17,600	-	-	-
10	Number of shares arising as a result of exercise of option	34,295	321,115	47,940	2,012	45,655	4,600	17,600	-	-	-
11	Options vested during the year	-	742,240	256,005	3,049	91,200	38,090	48,750	-	-	-
12	Forfeited/Lapsed during the year	17,147	656,595	487,285	50	68,625	123,690	-	325	39,700	82,100
13	Options outstanding at the end of the year	29,224	902,790	286,205	200	231,350	108,510	274,900	7,825	350,700	646,200
14	Options exercisable	29,224	62,990	25,450	200	4,100	7,170	31,150	-	-	-
15	Money realised by exercise of options (Rs.)	342,950/-	16,055,750/-	2,397,000/-	20,120/-	2,282,750/-	230,000/-	880,000/-	-	-	-

**Other details are as under :-**

16	Directors and Employees to whom options were granted during the year :- i) Director(s) including Managing Director and Senior Managerial personnel ii) Other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year iii) Identified employees who were granted option during the year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil None None		
17	Variations of terms of Options	Nil		
18	Diluted Earnings Per Share (EPS)	Rs. 29.45/- per Share		
19	i) Method of calculation of employee compensation cost ii) Difference between the employee compensation and cost so computed at i) above and the employee compensation cost that shall have been recognised if it had used the fair value of the options iii) The impact of this difference on profits and on EPS of the company	Intrinsic value method Employee compensation cost as per Intrinsic value method - Rs. 361.94 lacs Employee compensation cost as per Fair value method using Black Scholes Model - Rs. 306.04 lacs Difference in costs - Rs .55.90 lacs Impact on profits: -Profits of the company would have been higher by Rs. 55.90 lacs Impact on EPS: - EPS would have been higher by Rs.0.01/-per share		
20	Weighted Average exercise price of options whose:- i) Exercise price either equals market price (Rs.) or ii) Exercise price greater than market price (Rs.) or iii) Exercise price less than market price (Rs.)			
21	Weighted Average fair price of options whose:- i) Exercise price either equals market price (Rs.) or ii) Exercise price greater than market price (Rs.) or iii) Exercise price less than market price (Rs.) Tranche 1 Tranche 2 Tranche 3 Tranche 4			
		<b>Loyalty</b>	<b>Grant A</b>	<b>Grant B</b>
		Nil	Nil	Nil
		Nil	Nil	Nil
		10/-	50/-	50/-
		<b>Loyalty</b>	<b>Grant A</b>	<b>Grant B</b>
		Nil	Nil	Nil
		Nil	Nil	Nil
		100.33/-	70.95/-	71.20/-
		164.23/-	128.48/-	126.92/-
		NA	159.37/-	NA
		259.93/-	220.05/-	217.46/-

**Impact of fair value method on net profit and on EPS :-**

Particulars	As at 31.03.2017
Net Profit as reported (Rs. In lacs)	117983.16
Proforma Net Profit based on fair value approach (Rs. In lacs)	118039.06
Basic EPS as reported (Rs.)	29.56/- per Share
Basic EPS ( Proforma) (Rs.)	29.57/-per Share
Diluted EPS as reported (Rs.)	29.45/- per Share
Diluted EPS ( Proforma) (Rs.)	29.46/- per Share

In computing the above information, certain estimates and assumptions have been made by the management which has been relied upon by the auditors.

**22 Description of the method and significant assumptions used to estimate fair value: -**

The Securities Exchange Board of India (SEBI) has prescribed two methods to account for employee stock options; (1)the intrinsic value method; (2) the fair value method.The company adopts the intrinsic value method to account for the stock options it grants to the employees.Intrinsic value is the amount, by which the quoted closing market price of the underlying shares as on the date of grant exceeds the exercise price of the option. The fair value of the option is estimated on the date of grant using Black Scholes options pricing model with following assumptions:-

Particulars	Year ended 31-03-2017									
	ESOP 2013 - Tranche 1			ESOP 2013 - Tranche 2			ESOP 2013 - Tranche 3	ESOP 2013 - Tranche 4		
	Loyalty option	Grant A	Grant B	Loyalty option	Grant A	Grant B	Grant A	Loyalty option	Grant A	Grant B
i) Exercise Price per share (Rs.)	10/-	50/-	50/-	10/-	50/-	50/-	50/-	10/-	50/-	50/-
ii) Vesting Period (Years)	1-2	1-5	2-6	1-2	1-5	2-6	1-5	1-2	1-5	2-6
iii) Price of Share in market at the time of Grant of options (Rs.)	117.30/-	117.30/-	117.30/-	184.30/-	184.30/-	184.30/-	219.05	280.35/-	280.35/-	280.35/-
iv) Weighted Average fair price of options (Rs.)	100.33/-	70.95/-	71.20/-	164.23/-	128.48/-	126.92/-	159.37/-	259.93/-	220.05/-	217.46/-
v) Expected Volatility (%)	57.68	57.68	57.68	53.96	53.96	53.96	34.5	36.98	36.98	36.98
vi) Expected Life of the options granted ( years )	1.5-2.5	1.5 -5.5	2.5-6.5	1.5-2.5	1.5 -5.5	2.5-6.5	1.5 -5.5	1.5-2.5	1.5 -5.5	2.5-6.5
vii) Weighted Average Contractual Life of the options granted ( years )	2	4	5	2	4	5	4	2	4	5
viii) Average Risk Free Interest rate (% p.a )	8.4-8.45	8.4-8.8	8.4-8.95	8.32-8.35	8.26-8.35	8.24-8.32	7.45-7.60	6.91-7.08	6.91-7.41	7.08-7.47
ix) Expected Dividend Yield (%)	3.84	3.84	3.84	3.26	3.26	3.26	2.74	2.14	2.14	2.14