DISCLOSURES ON ESOP PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 READ WITH SEBI CIRCULAR DATED JUNE 16, 2015 FOR THE FINANCIAL YEAR 2017-18.

A. 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.

The disclosures are provided in Note.40 to the standalone financial statements of the Company for the year ended 31st March, 2018.

B. Diluted EPS on issue of shares pursuant to all 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. 0.15

C. Details related to Employee Stock Option Scheme (ESOS) of the Company:

Sr. No.	Description	ESOP 1998	ESOP 2000
I.			
a.	Date of Shareholder's Approval		20-Jun-2000 20-Dec-2003 22-Sep-2005 17-Sep-2007 30-Sep-2010 26-Sep-2014 31-Dec-2014 30-Sep-2015 18-Mar-2016
b.	Total Number of Options Approved under ESOP	5% of the issued capital	50,00,000
c.	Vesting requirements	Four equal instalments from the date of the grant of the options	The Vesting period shall be such period as may be prescribed by Nomination / Remuneration / Compensation Committee of the Board of Directors of the Company ("the Committee"), which period cannot be less than one year and may extend upto five years from the date of grant of options by the Committee. Vesting may occur in tranches, subject to terms and conditions of vesting, as may be stipulated by the Committee.
d.	Exercise Price of Pricing Formula	Rs. 265 per option or prevailing market price whichever is higher	The exercise price for each option shall be the face value of the shares of the Company (Rs. 10)
e.	Maximum term of options granted	July 31, 2010	May 6, 2020

f.	Source of shares (primary, secondary or combination)	Primary	Primary
g.	Variation in terms of options	Nil	Nil
II.	Method to account for ESOP – Intrinsic value or Fair Value Method	Intrinsic value Method	Fair Value Method
III.	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 recognised if it had used the fair value of the options shall be disclosed. The impact of the difference on profits and EPS of the company.	Not applicable as the company is using Fair Value Method.	Not applicable as the company is using Fair Value Method.
IV.	Option movement during the year (For each ESOP)		
a.	Number of options outstanding at the beginning of the period	600.00	9,69,200
b.	Number of options granted during the year	-	250,000
c.	Number of options lapsed during the year	-	-
d.	Number of options forfeited / cancelled during the year	-	18,750
e.	Number of options exercised during the year	-	162,500
f.	Number of shares arising as a result of exercise of options	-	162,500
g.	Money realized by exercise of options (INR), if scheme is implemented directly	-	Rs. 1,625,500
h.	Loan repaid by the Trust during the from exercise price received	NA	NA
i.	Number of options outstanding at the end of the year	600.00	10,37,950
j.	Number of options exercisable at the end of the year	600.00	762,950
V.	Weighted Average		

<table>
<tr><td>a.</td><td>Weighted average exercise price of options for options whose exercise price equals or exceeds or is less than the market prices of the stock.</td><td></td><td>Rs. 10</td></tr>
<tr><td>b.</td><td>Weighted average fair values of options for options whose exercise price equals or exceeds or is less than the market prices of the stock.</td><td></td><td>Grant: ESOP 2000 Grant Date: 16 May 2017
Fair value of option (Rs.) 134.88</td></tr>
<tr><td colspan="4"></td></tr>
<tr><td>VI.</td><td>Employee with details of options granted to: (name of employee, designation, number of options granted during the year, exercise price)</td><td></td><td></td></tr>
<tr><td>a.</td><td>Senior Managerial Personnel</td><td></td><td><table>
<tr><th>Name of employee</th><th>Designation</th><th>No of Options</th><th>Exercise Price (INR)</th></tr>
<tr><td>R Ganapathi</td><td>Chairman</td><td>125,000</td><td>10</td></tr>
<tr><td>Homiyar Pandya</td><td>President - Trigyn Technology INC, USA</td><td>125,000</td><td>10</td></tr>
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<tr><td>b.</td><td>Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year</td><td></td><td>Not applicable</td></tr>
<tr><td>c.</td><td>Identified employees who were granted option, during one year of option amounting to 5% or more of option granted during the year.</td><td></td><td>Not applicable</td></tr>
<tr><td colspan="4"></td></tr>
<tr><td>VII.</td><td>Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options, including the following information:</td><td></td><td></td></tr>
<tr><td>a.</td><td>The weighted average values of share price, exercise price, expected volatility, expected option life, expected dividends, risk-free interest rate and any other inputs to the model;</td><td></td><td>Please refer tables below.</td></tr>
<tr><td>b.</td><td>The method used and the assumptions made to incorporate the effects of expected early exercise;</td><td></td><td>The Black-Scholes-Merton model, is used for valuation of ESOPs.
The key assumptions of Black-Scholes-Merton model are:
The price of underlying instrument follows geometric brownian motion with constant drift and volatility, and price changes are log normally distributed.
It is possible to short sell the underlying stock.</td></tr>
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			There are no arbitrage opportunities. Trading in stock is continuous. There are no transaction costs or taxes. It is possible to buy and sell any amount, even fractional, of the stock (securities are perfectly divisible). It is possible to borrow and lend cash at a constant risk-free interest rate.
c.	How expected volatility was determined, including an explained of the extent to which the expected volatility was based on historical volatility; and		Expected volatility is calculated as annualized standard deviation of the continuously compounded rates of return on the stock over the expected life of the option
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