

### Details of Stock Options as on March 31, 2019

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular dated June 16, 2015 on ESOP Disclosures for the Financial Year 2018-19:

#### 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

Members may please refer to the audited financial statement for the year 2018-19.

#### B. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options:

Diluted EPS for the year ended March 31, 2019 is ₹ 7.13

#### C. Details related to Employees' Stock Option Scheme:

i) The description including terms and conditions of ESOS is summarized as under:

No.	Description	Details	
a.	Date of shareholders' approval	13 <sup>th</sup> September, 2000	
b.	Total Number of options approved under ESOS	Upto 5% of the paid-up capital of the Company	
c.	Vesting Requirements	On achievement of targets	
d.	Exercise Price or Pricing Formula	Each option carries the right to the holder to apply for one equity share of the Company at par/ discount to market value	
e.	Maximum term of options granted	5 years	
f.	Source of shares	Primary	
g.	Variation in terms of options	None	
ii)	Method used to account for ESOS	Fair value	
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 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 be disclosed.	N.A.	
iv)	Option movement during the year:		
a.	Number of options outstanding at the beginning of the period	49,71,621	
b.	Number of options granted during the year	<b>Plan</b>	<b>No. of Options</b>
		Vision V	67,44,864

		<b>Total:</b>	<b>67,44,864</b>
<b>c.</b>	Number of options forfeited/ lapsed/ expired during the year	<b>Plan</b>	<b>No. of Options</b>
		Vision III	1,62,972
		Vision IV	24,500
		Vision V	1,60,440
		<b>Total:</b>	<b>347912</b>
<b>d.</b>	Number of options vested during the year	<b>Plan</b>	<b>No. of Options</b>
		Vision IV	4784131
		<b>Total:</b>	<b>4784131</b>
<b>e.</b>	Number of options exercised during the year	<b>Plan IV</b>	<b>No. of Options</b>
		<b>Total:</b>	<b>47,70,631</b>
<b>f.</b>	Number of shares arising as a result of exercise of options	<b>Plan IV</b>	<b>No. of Options</b>
		<b>Total:</b>	<b>47,70,631</b>
<b>g.</b>	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	<b>Plan</b>	<b>Amount</b>
		<b>Total:</b>	<b>47,70,631</b>
<b>h.</b>	Loan repaid by the trust during the year from exercise price received	<b>N.A.</b>	
<b>i.</b>	Number of options outstanding at the end of the year	<b>65,97,942</b>	
<b>j.</b>	Number of options exercisable at the end of the year	<b>65,97,942</b>	
<b>v)</b>	Weighted average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	(i) Weighted average exercise price of options granted during the year whose:	
		a. Exercise price equals market price: NA	
		b. Exercise price is greater than market price: NA	
		c. Exercise price is less than the market price: Re.1	
		(ii) Weighted average fair value of options granted during the year whose:	
		a. Exercise price equals market price: NA	
b. Exercise price is greater than market price: NA			
c. Exercise price is less than the market price: Rs.350.37			
<b>vi)</b>	Employee-wise details of options granted to :-		
<b>i. Senior Managerial Personnel</b>	<b>Name</b>	<b>Designation</b>	<b>No. of options granted</b>
	Mr P D Narang	Group Director-Corporate Affairs	17,66,400
	Mr Sunil Duggal	Whole Time Director & C.E.O	8,83,000
	Mr Mohit Malhotra	Whole Time Director & C.E.O Designate	4,60,000
	Mr Shahrukh Adi Khan	ED-Operations	2,40,000
	Mr V Krishnan	ED-HR	1,44,000
	Mr Lalit Malik	CFO	2,00,000
	Mr Adarsh Sharma	EVP-Sales	1,60,000
	Mr Ashok Kr Jain	EVP (Finance) & Company Secretary	70,000
	Mr Arun Gupta	EVP-Corporate Affairs	24,000
	Dr Sudhir Achar	EVP-R&D(HPC,Foods) & CQA	1,50,000
	Dr J L N Sastry	VP - Health Care Research	54,000

	ii. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Name Mr K K Chutani	Designation CEO-International Business	No. of options granted 4,08,000
	iii. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	<b>None</b>		
<b>vii)</b>	<p>Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</p> <ul style="list-style-type: none"> <li>• Fair value of the options calculated by using Black-Scholes option pricing model.</li> <li>• Stock price: The closing price on NSE as on the date of grant has been considered for valuing the options granted.</li> <li>• Volatility: Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of 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 historical volatility of the stock till the date of grant has been considered to calculate the fair value of the options.</li> <li>• Risk free interest rate: The risk free interest rate on the date of grant considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero coupon yield curve for Government Securities.</li> <li>• Time of Maturity/ Expected Life: Time of Maturity/ Expected Life of option is the period for which the Company expects the option to be live. The minimum life of a stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised.</li> <li>• Expected dividend yield: Expected dividend yield has been calculated on the dividend prior to the date of the grant.</li> </ul>			

<b>Weighted Average Information</b>			
<b>Variables</b>			
<b>Plan</b>	<b>Vision V</b>		
<b>Grant Date</b>	<b>19.04.2018</b>	<b>31.07.2018</b>	<b>29.11.2018</b>
Risk free rate (%)	7.22%	7.70%	7.29%
Expected Life (years)	3.40	3.42	3.12
Volatility (%)	22.64%	22.92%	24.09%
Dividend yield (%)	0.63%	1.91%	1.81%
Stock price (NSE closing rate) Rs.	358.35	393.45	414.80
Option Fair Value Rs.	349.98	367.79	391.27