

**DISCLOSURES IN COMPLIANCE WITH REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND RULE 12 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 ARE SET OUT BELOW:**

Description				
Name of the Scheme	ESOP 2008		ESOP 2015	
Total No. of Options/ RSU's approved under the Plan	5,720,839 options/ RSU's		10,765,025 options/ RSU's	
Shareholders Approval Date	30th June 2008		7th May 2015	
Maximum term of options granted	7 years		15 years	
Source of Shares	Primary		Primary	
Method of settlement	Equity Settled		Equity Settled	
Vesting Requirements	<p><b>Options :</b> Vesting 25% on each successive anniversary of the grant date or as per the discretion of the Committee.</p> <p><b>Performance Options/ RSU's:</b> Vesting 25% on each successive anniversary of the grant date on achieving specified performance targets or as per the discretion of the Committee.</p>		<p><b>Performance Options/ RSU's:</b> The options/ RSU's shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement / non-achievement of which such Options/ RSU's would vest, subject to the minimum vesting period of 1 year &amp; maximum of 8 years from the date of grant of options/ RSU's.</p>	
Number and weighted average exercise prices of stock options for each of the following groups of options -	Number of options/ (RSU's)	Weighted Average Exercise Price (Rs.)	Number of options/ (RSU's)	Weighted Average Exercise Price (Rs.)
- Outstanding at the beginning of the year	2,504,955	2.00	6,182,369	2.00
- Granted during the year	-	-	1,827,746	2.00
- Forfeited / lapsed during the year	469,789	2.00	1,197,510	2.00
- Exercised during the year	189,450	2.00	833,882	2.00
- Outstanding at the end of the year and	1,845,716	2.00	5,978,723	2.00
- Exercisable at the end of the year	161,820	2.00	668,482	2.00
Number of options vested	161,820		668,482	
Total number of shares arising as a result of exercise	189,450		833,882	
Money realised by exercise of options (Rs. In Mn)	0.38		1.67	
Employee wise details of options/ RSU's granted to -				
- Senior managerial personnel;	Nil		Following senior management personnel are granted at an exercise price of Rs.2/-	
			R Srikrishna, CEO	153,846
			Balaji Meenakshisundara, Vice President Global Admin	1,000
			Arun K Ramachandran, Executive Vice President, HTPS	18,600
			Subramanyan A, Sr. Vice President, M&C	3,750
			Gopi Santhanam, Vice President HT&PS	22,600
			John Castleman, Mobiquity CEO	622,900
			Andy Norman, Mobiquity COO	167,700
			Munish Mishra, Sr. Vice President CXT	3,000
			Padmaprasad Munirathinam, Sr. Vice President Service Offerings	4,000
			Paul Piebinga, Managing Director, Europe	134,150
- Employees holding 5% or more of the total number of options/ RSU's granted during the year	Nil		Following employees are granted at an exercise price of Rs.2/-	
			R Srikrishna, CEO	153,846
			John Castleman	622,900
			Andy Norman	167,700
			Paul Piebinga	134,150
			Stephen Rollin Tye	115,000
			Michael Welsh	95,800
- Identified employees who were granted options/ RSU's, during anyone year equal to or exceeding 1% of the issued capital (excluding outstanding options/ RSU's of the Company at the time of grant.	Nil		Nil	
For stock options/ RSU's outstanding at the end of the year, the period, the range of exercise prices and weighted average remaining contractual life (vesting period + exercise period). If the range of the exercise prices is wide, the outstanding options/ RSU's should be divided into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and cash that may be received upon exercise of those options/ RSU's	<b>Nos.</b>	<b>Weighted average remaining life (months)</b>		
	7,824,439	32		
	<b>7,824,439</b>			
Method used for accounting of the employee share-based payment plans	During the year, Company has recognised stock option compensation cost of Rs. 26.55 million in the statement of profit and loss using fair value method of accounting.			
Diluted EPS in accordance with Ind AS 33	Consolidated - Rs. 21.24 Standalone - Rs. 16.81			
For stock options/RSU's granted during the year, the weighted average fair value of those options at the grant date and information on how the fair value was measured including the following -	Rs. 343.93/-			
- Option pricing model used	Black Scholes Option Pricing Model			
- Inputs to that model including -				
- weighted average share price (Rs)	369.20			
- exercise price (Rs)	2.00			
- expected volatility	35.24% - 41.16%			
- option life (comprising vesting period+ exercise period)	1.39 - 5.85 years			
- expected dividends	2.16 - 2.48			
- risk-free interest rate	5.97 - 7.22			
- any other inputs to the model including the method used and the assumptions made to incorporate the effects of expected early exercise.	NA			
- Determination of expected volatility, including explanation to the extent expected volatility was based on historical volatility.	The expected volatility is determined based on historical volatility during a period equivalent to the expected term of RSU granted.			

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Description		
Name of the Scheme	ESOP 2008	ESOP 2015
- Any other features of the option grant were incorporated into the measurement of the fair value, such as market conditions	NA	
For other instruments granted during the year (i.e., other than stock options) - - Number and weighted average fair value of those instruments at the grant date - Fair Value determination in case - (a) fair value not measured on the basis of an observable market price (b) whether and how expected dividends were incorporated (c) whether and how any other features were incorporated	No other instruments were granted during the year	
For employee share-based payment plans that were modified / varied during the period - - Explanation of those modifications/ variations - Incremental fair value granted (as a result of those modifications/ variations) - Information on how those incremental fair value granted was measured, consistently with the requirements set out in point 7 of SEBI (Share based employee benefits) Regulations, 2014.	During the year, the Company has modified the vesting period for the certain RSU's holders. However, the modification did not have material impact.	