

DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEME FOR THE YEAR ENDED MARCH 31, 2017

Name of the Scheme: - Employee Stock Option Scheme – ESOP 2016

Details of the Scheme

Pursuant to the decision of the shareholders, by way of postal ballots on 11 January 2017, the Company had established an 'Employee Stock Option Scheme 2016' ('ESOP 2016' or 'the Scheme') to be administered by the Remuneration and Nomination Committee of the Board of Directors.

Under the Scheme, options not exceeding 1,45,81,000 equity shares of Re. 1/- each have been reserved to be issued to the eligible employees, with each option conferring a right upon the employee to apply for one equity share. The options granted under the Scheme would vest not less than one year and not more than four years from the date of grant of the options. The options granted to the employees would be capable of being exercised at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of five years from the date of Vesting of the respective Options.

The exercise price of the option is equal to the latest available closing market price of the shares on the stock exchange where there is highest trading volume as on the date of Grant or any other price as decided by the Remuneration and Nomination Committee.

No options exercised by the employees of the Company under ESOP Scheme, 2016.

Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014

A. For disclosures in terms of the 'Indian Accounting Standard 33 - Earnings Per Share', please refer Note no. 33 of the Standalone Financial Statements of the Company for the year ended March 31, 2017.

B. Diluted EPS in accordance with Indian Accounting Standard

I. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Indian Accounting Standard (Ind AS) -33.	Rs.16.34 per share
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C. Details related to Employee Stock Option Schemes (ESOS) of the Company:

Sl. No.	Nature of Disclosure	Particulars
(i)	Details of Disclosures of ESOS, 2016 for the year ended March 31, 2017	
a)	Date of shareholder's approval	January 11, 2017
b)	Total number of options approved under ESOS	The total no. of options approved under ESOP, 2016 is 1,45,81,000. Each Option gives the grantee a right to subscribe to one equity share of Re. 1/ each of the Company. 21,74,500 Options were granted during the year.
c)	Vesting Requirement	Options granted under this ESOP 2016 would Vest on or after 1 (one) year from the date of grant but not later than 4 (four) years from the date of grant of such Options or any other terms as decided by the Nomination and Remuneration Committee.
d)	The pricing Formula	The Options carry a right to subscribe to equity shares at the closing price on the Stock Exchange in which there was highest trading volume, prior to the date of grant of the Options.
e)	Maximum term of options granted	5(Five) years from the date of grant of options
f)	Source of Shares	Primary
g)	Variation of terms of Option	The Board / Nomination and Remuneration Committee may, if it deems necessary, vary the terms of ESOP 2016, subject to compliance with the Applicable Laws and Regulations.
(ii)	Method used to account for ESOS	Fair Value
(iii)	Whether the Company opts for expensing of the options using the intrinsic value of the options	Nil
(iv)	Option Movement during the year	
	Option Outstanding at the beginning of the year	Nil
	Options granted	21,74,500
	Options lapsed/surrendered	Nil
	Options vested	Nil
	Options exercised	Nil
	The total no of shares arising as a result of exercise of option	Nil
	Money realised by exercise of Options	Nil
	Option Cancelled	Nil

	Loan repaid by the Trust during the year from exercise price received	Nil	
	Total No. of options outstanding at the end of the year	21,74,500	
	Total No. of options exercisable at the end of the year	Nil	
(v)	(i) Weighted Average exercise price of Options	Rs.319.65 per equity share	
	(ii) Weighted average fair value of Options	Rs.118.53 per equity share	
(vi)	Employee wise details of options granted to		
	Senior Management Personnel	<i>Name and Designation</i>	<i>No of options granted</i>
		Mr. Sameer Goel Managing Director	6,56,900
		Mr. G Veerabhadram President – Crop Protection	1,22,100
		Mr. Ripu Daman Singh Executive Vice President & Head – Retail	89,800
		Mr. Amir Alvi Executive Vice President & Head – Manufacturing- Fertilizers	89,800
		Mr. Prasannatha Rao B Executive Vice President & Head – HR	89,800
		Mr S Sankarasubramanian Executive Vice President & Chief Financial Officer	89,800
		Mr. Kalidas Pramanik Executive Vice President & Head - Marketing – Fertilizers & Organics	89,800
		Mr. S Govindarajan Executive Vice President & Head – Commercial	89,800
		Mr Arun Leslie George Executive Vice President & Head – Business (SSP)	89,800
		Mr P Gopalakrishna Executive Vice President-Specialty Nutrients & Business Development	89,800
		Mr P Varadarajan Vice President – Legal & Company Secretary	64,500
(ii)	Any other employee who received a grant in any one year of Option amounting to 5% or more of Options granted during the year	None	

(iii)	Employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital of the company at the time of grant.	None	
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:		
(i)	Method of calculation of employee compensation cost	The employee compensation cost has been calculated using the fair value method of accounting to account for Options issued under the ESOP Scheme 2016. The stock based compensation cost as per the fair value method for the financial year 2016-17 is 169 lakhs.	
(ii)	Method used to estimate the fair value of Options	Black Scholes Model	
(iii)	Significant assumptions used (weighted average information relating to all grants):		
	Risk-free interest rate	7.0%	<u>Market Price (Rs.)</u> 319.65
	Expected life of the Option	5-6 years	
	Expected volatility *	0.32	
	Expected dividend yields	400%	
	Price of the underlying share in market at the time of option grant	<u>Date of Grant</u> 24-01-2017	

* The expected volatility was determined based on historical volatility of the share of the Company over the previous 5 – 6 years.