Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014

<table>
<thead>
<tr>
<th>Sl. No.</th>
<th>Particulars</th>
<th>2018-19</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>ESOP Scheme 2001</td>
<td>ESOP Scheme 2005</td>
</tr>
</tbody>
</table>

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.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Indian Accounting Standard 33 - Earnings Per Share’ issued by ICAI or any other relevant accounting standards as prescribed from time to time

C. Details related to ESOS

1. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:
   - (a) Date of shareholders’ approval
   - (b) Total number of options approved under the scheme
   - (c) Vesting requirements
   - (d) Exercise price / Pricing formula

2. (i) Method used to account for ESOS - Intrinsic or fair value
   - The Company uses the fair value based method of accounting for stock options which is in accordance with AS102

3. 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 also be disclosed.

4. Options Movement during the year
   - Number of options outstanding at the beginning of the period
   - Number of options granted during the year
   - Number of options forfeited / lapsed
   - Number of options vested during the year
   - Number of options exercised during the year
   - Number of shares arising as a result of exercise of options
   - Money realized by exercise of options (INR), if scheme is implemented directly by the company
   - Loan repaid by the Trust during the year from exercise price received
   - Number of options outstanding at the end of the year
   - Number of options exercisable at the end of the year

Please refer note no. 26 of notes to the accounts.

N.A. N.A.

February 27, 2001 September 6, 2005
31,680,000 18,734,552
1-5 years 1-5 years
29,015,686@11.25 Exercise Price not less
than the par value of the
1,760,000@0.45 Equity Share and not more
4,380,000@35.00 than the price prescribed
142,530@0.00 under Chapter VII of SEBI
5,541,862 @5.00 (Issue of Capital and
40,000@60.00 Disclosure Requirements)
25,000@110.50 Regulation, 2009 on Grant
Date
1,760,000@0.45
7 years from the grant
date
4,380,000@35.00 Secondary
142,530@0.00 Please refer notes.
5,541,862 @5.00
40,000@60.00
25,000@110.50
7 years from the grant
date
- -
- -
- -
- -
- -
- -
- -
64,635 3,411,758
8,385 844,656

Rs. 335,697,439
(v) Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

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<tr>
<td></td>
<td></td>
<td>a) Rs. 11.25; Rs. 0.45; Rs. 35; Rs. 0; Rs. 5; Rs. 60; Rs. 110.5</td>
<td>174</td>
</tr>
<tr>
<td></td>
<td></td>
<td>b) NA; NA; NA; NA; Rs. 268.20; Rs. 84.43; Rs. 357.63</td>
<td>212</td>
</tr>
</tbody>
</table>

(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:

- **Senior Managerial personnel:**
  - **Gopal Vittal (MD & CEO - India & SA)** - 168,720
  - **Ajai Puri (Chief Operating Officer)** - 45,431
  - **Harmeek Mehta (Global CIO)** - 36,908
  - **Moti Gyamliani (Director - Supply Chain)** - 35,389
  - **Sarang Kanade (Director - Customer Experience & Retail)** - 64,785
  - **Abhay Savargaonkar (Director Networks & CTO)** - 25,695
  - **Sunil Taldar (Director - DTH)** - 32,604
  - **Ajay Chitkara (Director - Global Business)** - 61,570
  - **Badal Bagri (CFO - India & SA)** - 25,983
  - **Sameer Chugh (Director - Legal)** - 27,539
  - **Gautam Anand (Chief People Officer)** - 35,035
  - **Sameer Batra (CEO - Wynk)** - 18,348
  - **Ravi Parkash Gandhi (Chief Regulatory Policies)** - 19,837
  - **Ram Kuppuswar (Head Supply Chain - India & SA)** - 62,565
  - **Nilanjan Roy (Global CFO)** - 30,286
  - **Deven Khanna (Group Director - CMD's Office)** - 47,804
  - **Vani Venkatesh (Chief Marketing Officer)** - 15,637
  - **Rajiv Mathrani (Chief Brand & Online Officer)** - 37,926
  - **Amit Anchal (Head - Business Development and M & A)** - 28,120
  - **Pankaj Tewari (Head - Group Company Secretary)** - 13,498
  - **Nakul Sehgal (Financial Contoller - Corporate)** - 19,128
  - **Adarsh Sreekumar Nair (Chief Product & Experience Officer)** - 82,346
  - **Randeep Singh Sekhon (Director Networks & CTO)** - 47,437
  - **Shashwat Sharma (Chief Marketing Officer)** - 44,468
  - **Virinder Nath (CEO - Retail)** - 21,992

- Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year
  - N.A. N.A.

- 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.
  - N.A. N.A.

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

- **Weighted-average values of share price**
  - Rs. 384.6 per equity share

- **Weighted-average exercise price**
  - Rs. 5

- **Expected volatility**
  - 31.90%

- **Expected option life**
  - 48 to 60 months

- **Expected dividends**
  - 0.74%

- **Risk-free interest rate and any other inputs to the model**
  - 6.3% to 8% (The Government Securities curve yields are considered as on valuation date)
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Method used and the assumptions made to incorporate the effects of expected early exercise:

How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and

Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.

D. Details related to ESPS

E. Details related to SAR

F. Details related to GEBS / RBS

G. Details related to Trust

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

(i) General information on all schemes

<table>
<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Name of the Trust</td>
</tr>
<tr>
<td>2</td>
<td>Details of the Trustee(s)</td>
</tr>
<tr>
<td>3</td>
<td>Amount of loan disbursed by company / any company in the group, during the year</td>
</tr>
<tr>
<td>4</td>
<td>Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year</td>
</tr>
<tr>
<td>5</td>
<td>Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee</td>
</tr>
<tr>
<td>6</td>
<td>Any other contribution made to the Trust during the year</td>
</tr>
</tbody>
</table>

(ii) Brief details of transactions in shares by the Trust

(a) Number of shares held at the beginning of the year: 190,000

(b) Number of shares acquired during the year through:

| (i) primary issuance; and | Nil |
| (ii) secondary acquisition | Nil |

(c) Also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share.

| (i) primary issuance; and | Nil |
| (ii) secondary acquisition | Nil |

(d) Number of shares transferred to the employees / sold along with the purpose thereof: 50,000

(iii) In case of secondary acquisition of shares by the Trust

| Number of shares |
| Held at the beginning of the year | 0.00% |
| Acquired during the year | NIL |
| Sold during the year | NIL |
| Transferred to the employees during the year | 0.00% |
| Held at the end of the year | 0.00% |

Notes:

- Both the ESOPs schemes of the Company viz. ESOP Scheme 2001 and ESOP Scheme 2005 are in compliance with SEBI (ESOP Regulations).
- Disclosure in notes to accounts is as per Ind AS 102 - Share Based payment.
- The options granted to the Senior Managerial Personnel under both the schemes are subject to the adjustments as per the terms of respective ESOPs Scheme / Plan.