

4 Disclosures as SEBI Regulations

The following disclosure needs to be made in the Notes to the Financial Statements of the Company as per SEBI Regulations as on 31st March 2016

A.	Particulars	TII - ESOP Scheme
1	Date of Shareholders Approval	31-Jul-07
2	Total number of options approved under the scheme	46,76,940 Options have been granted so far in ten tranches i.e. on 31st October, 2007, 31st January, 2008, 24th March, 2008, 31st July, 2008, 31st October, 2008, 30th January, 2009, 29th January, 2011, 2nd May, 2011, 1st August, 2011 and 2nd November, 2011. Each Option would be exercisable for one equity share of a face value of Rs.2 each, fully paid up, on payment of the requisite exercise price to the Company.
3	Vesting requirements	Options granted under the Employees Stock Option Scheme 2007 of the Company would vest not less than one year and not more than five years from the date of grant of such options as determined by the Nomination & Remuneration Committee. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the Nomination & Remuneration Committee may also specify certain performance parameters subject to which the options would vest.
4	Exercise Price or Pricing Formula	The Options were granted at an exercise price equal to the latest available closing price of the equity shares on the stock exchange where there was highest trading volume prior to the date of grant of Options by the Compensation and Nomination Committee.
5	Maximum Term of Options Granted	5 years
6	Source of Shares	Primary
7	Variation in terms of Options	Exercise Period of the Options extended to 6 years from the date of vest (from the earlier 3 years) for all vesting for the original grant made on 24th March, 2008, for which the Exercise Period has not lapsed. For Options granted to new joinees and promotees, in respect of the 2nd, 3rd and 4th vests, the Extension Period has been extended to 6 years. Exercise Period of 1st vest will remain at 3 years. The aforementioned variation was approved by the shareholders at the Annual General Meeting held on 6th August, 2012.
B. Option Movement During the year		
1	Total Number of options granted	
	Till 31st March 2016	4,676,940
	Till 31st March 2016	4,676,940
2	Options Granted during the year	
	1st April 2015-31st March 2016	Nil
	Weighted Average Exercise Price	NA
	1st April 2014 - 31st March 2015	Nil
	Weighted Average Exercise Price	NA
3	Options outstanding at the beginning of the year	
	For the year 2015-16	504,432
	Weighted Average Exercise Price	107.43
	For the year 2014-15	811,595
	Weighted Average Exercise Price	105.64

4	Number of options vested and exercisable	
	As on 31st March, 2016	275,547
	Weighted Average Exercise Price	100.78
	As on 31st March, 2015	459,012
	Weighted Average Exercise Price	103.94
5	Number of options exercised during the year	
	1st April 2015 - 31st March 2016	214,873
	Weighted Average Exercise Price	113.64
	1st April 2014 - 31st March 2015	238,898
	Weighted Average Exercise Price	105.20
6	Total number of shares arising during the year as a result of exercise of options	
	1st April 2015 - 31st March 2016	214,873
	1st April 2014 - 31st March 2015	238,898
7	Number of options lapsed during the year	
	1st April 2015 - 31st March 2016	4,928
	Weighted Average Exercise Price	143.10
	1st April 2014 - 31st March 2015	Nil
	Weighted Average Exercise Price	NA
8	Number of options cancelled during the year	
	1st April 2015 - 31st March 2016	9,084
	Weighted Average Exercise Price	142.67
	1st April 2014 - 31st March 2015	68,265
	Weighted Average Exercise Price	93.98
9	Money realised by exercise of options during the year	
	1st April 2015 - 31st March 2016	24,418,593
	1st April 2014 - 31st March 2015	25,131,634
10	Total Number of Options in force	
	As on 31st March, 2016	275,547
	Weighted Average Exercise Price	100.78
	As on 31st March, 2015	504,432
	Weighted Average Exercise Price	107.43
11	Loan repaid by the trust during the year from the exercise price received	NA
C. Employee-wise details of options granted to:		
(i)	Senior managerial personnel	
	Name and Designation Messrs.	No. of options granted
	L Ramkumar Managing Director	3,10,260
	P Ramachandran President –TIDC	71,800
	K K Paul President- TPI	86,200
	R Natarajan Executive Vice President – CTC	89,760

	N Prasad	
	Executive Vice President – HR	69,000
	K R Srinivasan	
	Executive Vice President – TIMF	53,280
	R Narayanan	
	Executive Vice President – Sourcing	51,740
(ii)	Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	No. of options granted in the current financial year - Nil
(iii)	Identified employees who were granted option during any one year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None
D.	Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with Accountind Standard (AS) 20	38.94
		1st April, 2015 - 31 March, 2016
	Where the company has calculated the employee compensation cost using the intrinsic value of the stock 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 by Black & Scholes Model, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	<p>The employee compensation cost for the year would have been lower by Rs.1.84 Cr. had the Company used the fair value of Options as the method of accounting instead of the intrinsic value.</p> <p>The profit before tax for the year would have been higher by Rs.1.84 Cr. had the Company used the fair value of Options as the method of accounting instead of the intrinsic value.</p> <p>The basic EPS and diluted EPS would have been higher by Rs.0.07.</p>
		Rs.
	Profit as reported	729.89
	Add - Intrinsic Value Cost	
	Add - Stock based employee compensation reversal determined under fair value based method	1.21
	Profit as adjusted	731.10
	Earning per share (Basic) as reported	38.98
	Earning per share (Basic) adjusted	39.05
	Earning per share (Diluted) as reported	38.94
	Earning per share (Diluted) adjusted	39.01
E.	For stock options exercised during the period the weighted average share price on the date of exercise (Rs.) *	
	1st April 2015 - 31st March 2016	113.64
	1st April 2014 - 31st March 2015	105.20
F.	For stock options outstanding at the end of the period, the range of exercise prices and weighted average remaining contractual life (Vesting period + exercise period)*	As on 31st March, 2016
	Grant Name and Exercise Price (Rs.)	Weighted Average Contractual Life (years)
	Grant 3 - 56.80	1.09
	Grant 4 - 44.45	1.46
	Grant 7 - 140.05	3.96

	Grant 8 - 140.05	3.33
	Grant 10 - 140.45	4.21
	Grant 12 - 143.10	4.72
G.	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 market price	NA
	Weighted average fail 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 market price	NA
H.	Method and Assumptions used to estimate the fair value of options granted during the year	
	The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows	NA
	Stock Price (Rs.)	
	Volatility	
	Riskfree Rate	
	Exercise Price (Rs.)	NA
	Time To Maturity (in years)	
	dividend yield	