

**Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2016.**

**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 refer to the audited financial statement for the financial year ended 31<sup>st</sup> March, 2016.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.**

Members may refer to the audited financial statement for the financial year ended 31<sup>st</sup> March, 2016.

**C. Details related to Employees Stock Option Schemes (ESOS)**

- (i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including –

Particulars	ESOS Details
(a) Date of shareholders' approval	8 <sup>th</sup> January, 2007
(b) Total number of options approved under ESOS	10,22,30,750 Options.
(c) Vesting requirements	The vesting period under each plan shall commence on the expiry of one year from the Grant Date.
(d) Exercise price or pricing formula	The equity shares would be issued at a market price (Exercise Price), which would be the latest available closing price on the stock exchange, which records the highest trading volume in the Company's equity shares on the date prior to the date of the Meeting of the Board/Committee at which options are granted/shares are issued or at such price as the Board/Committee may determine on the date(s) of grant of option(s) in accordance with the applicable Guidelines. Different Exercise Prices may apply to different Plans.
(e) Maximum term of options granted	The Options would vest on the expiry of one year from the Grant Date.  Exercise period would commence from the date of vesting and extend up to 10 years.
(f) Source of shares (primary, secondary or combination)	Combination
(g) Variation in terms of options	The Board/Committee shall have the absolute authority to vary or modify the terms of ESOS in accordance with the regulations and guidelines prescribed by SEBI or regulations that may be issued by any appropriate authority, from time to time, subject to the condition that such variation, modification or alteration shall not be detrimental to the interests of the employees/Directors (including whole-time Directors).

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(ii) Method used to account for ESOS - Intrinsic or fair value. – **Intrinsic 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 also be disclosed. –

**Please see Note No. 2.43 on Page No. 95 of full Annual Report of the Company for the financial year 2015-16.**

(iv) Option movement during the year (For each ESOS Plan):

Under the ESOS, the Company has two plans – “ESOS Plan 2008” and “ESOS Plan 2009”

Particulars	ESOS Plan 2008	ESOS 2009	Plan
Number of options outstanding at the beginning of the period	62,274	12,75,358	
Number of options granted during the year	Nil	Nil	
Number of options forfeited / lapsed during the year	9,476	6,25,716	
Number of options vested during the year	Nil	Nil	
Number of options exercised during the year	Nil	Nil	
Number of shares arising as a result of exercise of options	Nil	Nil	
Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil	Nil	
Loan repaid by the Trust during the year from exercise price received	Nil	Nil	
Number of options outstanding at the end of the year	52,798	6,49,642	
Number of options exercisable at the end of the year	52,798	6,49,642	

(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. –

**Please see Note No. 2.43 on Page No. 95 of full Annual Report of the Company for the year 2015-16.**

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

- (a) senior managerial personnel;
- (b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and
- (c) 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.

**During the year, the Company has not granted any options to any employees.**

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

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- (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;
- (b) the method used and the assumptions made to incorporate the effects of expected early exercise;
- (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and
- (d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.

**Please see Note No. 2.43 on Page No. 95 of full Annual Report of the Company for the year 2015-16.**

### Disclosures in respect of grants made in three years prior to IPO under each ESOS

Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.

#### Not Applicable

**D. Details related to ESPS – Not Applicable**

**E. Details related to SAR – Not Applicable**

**F. Details related to GEBS / RBS – Not Applicable**

#### **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**

Sl. No.	Particulars	Details
1	Name of the Trust	RCOM ESOS Trust
2	Details of the Trustee(s)	Reliance ADA Group Trustees Private Limited
3	Amount of loan disbursed by company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 387 crore
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

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

- (a) Number of shares held at the beginning of the year - **2,12,79,000 Equity Shares**
- (b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, 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;

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Acquired during the year - Nil, % of the paid up equity capital is 0.85%, Average cost per share is Rs.183.26 per share.

(c) Number of shares transferred to the employees / sold along with the purpose thereof; -  
- Nil

(d) Number of shares held at the end of the year :- **2,12,79,000 Equity Shares**

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

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	0.85%
Acquired during the year	Nil
Sold during the year	Nil
Transferred to the employees during the year	Nil
Held at the end of the year	0.85%

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