

PIRAMAL ENTERPRISES LIMITED

DISCLOSURES REGARDING STOCK OPTIONS

Statutory Disclosure pertaining to ESOPs in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations')

Sr. No	Details	Disclosures
1.	Options approved for Grant for FY 2017	6,15,896 Options
2.	Vesting requirements	The options granted are vested after a period of one year from date of Grant. The quantum of options to be vested depends upon various performance criteria including performance of the Option Grantee, performance of the Company and other related factors.
3.	Exercise Price or Pricing Formula	<p>The Exercise Price is determined by the Trustees of the Company's ESOP Trust, on the recommendations of the Nomination & Remuneration Committee and Board of the Company and is subject to a limit not exceeding the higher of:</p> <ul style="list-style-type: none"> a) market price on the date of grant; or b) average of the price prevailing for the type of share or other security in respect of which the option is granted during the 3 (three) months immediately preceding the date on which the option is offered to the Employee; or c) the issue price of any such shares or securities if the same have been issued within three months prior to the option
4.	Maximum term of options granted	The exercise period per option is five years from the date the option becomes exercisable.
5.	Source of Shares	Secondary
6.	Method used to account for options - Intrinsic or fair value.	Not applicable

7.	<p>Option movement during the year:</p> <p>a) Options outstanding at the beginning of the year</p> <p>b) Options granted during the year</p> <p>c) Options lapsed during the year</p> <p>d) Options vested during the year</p> <p>e) Options exercised</p> <p>f) Number of shares arising as a result of exercise of options</p> <p>g) Money realized by exercise of options</p> <p>h) Loans repaid during the year by the trust from the money realized by the exercise of options</p> <p>i) Variation in terms of options</p> <p>j) Options outstanding at the end of the year</p> <p>k) Options exercisable at the end of the year</p>	<p>2,68,460</p> <p>6,15,896</p> <p>14,419</p> <p>2,71,440</p> <p>1,79,152</p> <p>Same as Options exercised, as each Option entitles the holder thereof to 1 equity share.</p> <p>Not Applicable – No consideration received by the Company</p> <p>Nil</p> <p>None</p> <p>3,46,329</p> <p>1,04,386</p>
8.	<p>Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'</p>	<p>No dilution in the EPS as there is no change in the share capital of the Company</p>
9.	<p>Weighted average exercise prices / Weighted average fair values</p>	<p>Not Applicable</p>

10.	<p>Employees wise break up of options so granted</p> <p>a) Senior Management Personnel</p> <p>b) other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year</p> <p>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</p>	<p>All Stock Options have been granted by the Company to senior managerial personnel.</p> <p>None</p> <p>None</p>
11.	Significant assumptions used to calculate the fair value of the options	Not Applicable

Note:

1. Since the PEL Employee Stock Ownership Plan 2015 ('PEL ESOP Scheme') is implemented by the ESOP Trust and the shares issued by the ESOP Trust against exercise of stock options are those that have been acquired by the ESOP Trust from existing shareholders and not fresh shares issued by the Company, there will not be any increase in the share capital of the Company, nor will there be any impact on the Earnings Per Share or other ratios relating to share capital as a result of such exercise of Stock Options. Therefore, *inter alia*, the question of accounting by the Company for ESOPs granted or vested or exercised and matters related thereto are not applicable.
2. There has been no material change in the PEL ESOP Scheme and the same is in compliance with the SEBI ESOP Regulations.
3. Requisite approval of shareholders to the PEL ESOP Scheme was obtained on 14th March, 2007.
4. Disclosures in respect of grants made in three years prior to IPO are not applicable to the Company.
5. Details relating to weighted average exercise price and weighted average fair value are not applicable since only one category of ESOPs have been granted and vested.

General Information on all schemes

Sr. No	Particulars	Details
1.	Name of the trust	Piramal Enterprises Limited Senior Employees Welfare Trust (Formerly known as Piramal Healthcare Limited Senior Employee Option Scheme)
2.	Details of Trustees	Mr. Rajendra A. Shah Mr. Gautam Doshi
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	Nil
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

Transactions of shares by the Trust

Sr. No	Description	Disclosure
1.	No. of shares held by the Trust at the beginning of the year	20,86,409
2.	No. of shares acquired during the year	Nil
3.	No. of shares transferred to the employees during the year	1,79,152
4.	No. of shares held by the Trust at the end of the year	19,07,257