

**Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2017**

For disclosures in terms of the 'Indian Accounting Standard 33 - Earnings Per Share', please refer Note no. 51 of the Standalone Financial Statements of the Company for the year ended March 31, 2017.

The details pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 are furnished hereunder :

<b>Nature of Disclosure</b>	<b>Employee Stock Option Scheme 2007</b>	<b>Employee Stock Option Scheme 2016</b>
A description of each Employee Stock Option Scheme (ESOS) that existed at any time during the year, including the general terms and conditions of each ESOS	Pursuant to the decision of the shareholders, at their meeting held on July 26 2007, the Company had established an 'Employee Stock Option Scheme 2007' ('ESOP 2007' or 'the Scheme') to be administered by the Nomination & Remuneration Committee (earlier Compensation & Nomination Committee) of the Board of Directors.	Pursuant to the decision of the shareholders, by way of postal ballot notice dated November 7, 2016, the Company had established an E.I.D.-Parry (India) Limited Employee Stock Option Plan 2016 ('ESOP 2016') to be administered by the Nomination & Remuneration Committee of the Board of Directors.
Date of shareholders' approval	July 26, 2007	January 23, 2017
Total number of options approved under ESOS	89,24,850 (Eighty Nine Lakh Twenty Four Thousand Eight hundred and fifty only)	35,17,000 (Thirty Five Lakh Seventeen Thousand only)

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Scheme 2016
Vesting requirements	<p>The vesting of Options granted, is based on the annual performance rating for each financial year and as per the following schedule :-</p> <p>a) In respect of 39,77,600 Options, 20% each on expiry of 1 and 2 year from the date of grant and 30% each on expiry of 3 and 4 years from the date of grant.</p> <p>b) In respect of 13,200 Options, 100% on expiry of 1 year from the date of grant.</p> <p>c) In respect of 13,800 Options, 50% each on expiry of 1 and 2 years from the date of grant.</p> <p>d) In respect of 29,400 Options, 40% each on expiry of 1 year from the date of grant and 30% each on expiry of 2 and 3 years from the date of grant.</p>	<p>The vesting of options granted, is based on annual performance rating for each financial year and as per following schedule:-</p> <p>20% each on expiry of 1 and 2 years from the date of grant and 30% each on expiry of 3 and 4 years from the date of grant.</p>
Exercise price or 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.	
Maximum term of options granted	6 (Six) years from the date of grant of options	5 (Five) years from the date of grant of options
Source of shares (primary, secondary or combination)	Primary	Primary
Variation of terms of Option	The exercise period of the options vesting in the Second, Third and Fourth Vesting as per the vesting schedule under the ESOP Scheme-2007 has been extended from three years to six years from the date of Second, Third and Fourth Vesting, respectively.	<p>Nil</p> <p>The Board / Nomination &amp; Remuneration Committee may, if it deems necessary, vary the terms of ESOP 2016, subject to compliance with the Applicable Laws and Regulations.</p>

<b>Nature of Disclosure</b>	<b>Employee Stock Option Scheme 2007</b>	<b>Employee Stock Option Scheme 2016</b>
Method used to account for ESOS	Fair Value	Fair Value
Whether the Company opts for expensing of the options using the intrinsic value of the options	No	No
Total number of options granted	40,34,000 equity shares of Re.1/- each	8,43,220 equity shares of Re.1/- each
<b>Option Movement during the year</b>		
Number of options outstanding at the beginning of the period	1,92,026	Nil
Number of options granted during the year	Nil	8,43,220
Number of options forfeited / lapsed during the year	28,644	Nil
Number of options vested during the year	Nil	Nil
Number of options exercised during the year	56,014	Nil
The total no of shares arising as a result of exercise of option	18,04,692	Nil
Money realised by exercise of options (INR), if scheme is implemented directly by the company	51.07 Lakh	Nil
Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable
Number of options outstanding at the end of the year	1,07,368	8,43,220
Number of options exercisable at the end of the year	1,07,368	Nil

Nature of Disclosure	Employee Stock Option Scheme 2007		Employee Stock Option Scheme 2016	
	<i>Name and Designation</i>	<i>No of options granted</i>	<i>Name and Designation</i>	<i>No of options granted</i>
	1. Mr.S.K.Sathyavrdhan Sr. Vice President - HR	95200	Mr. Kannan T Vice President Operations- Karnataka	37710
	2. Ms. G. Jalaja Sr. Vice President- Mgt.Audit & Company Secretary	68200	Ramesh V Managing Director	279200
	3. Mr. L.K. Baburaj Sr. Asso Vice President & Head –Bio-products	56800	Suresh S Deputy Managing Director	87580
			Ms. Jalaja G Sr. Vice President-Mgt.Audit & Company Secretary	59300
			Rajasekar T Sr. VP & Head -Manufacturing	59300
			Shankar T M, Sr. Vice President – Commercial & Corp. Affairs	59300
			S K Sathyavardhan Sr. Vice President – HR	59300
			Suri V Chief Financial Officer	59300

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Scheme 2016	
		<i>Name and Designation</i>	<i>No of options granted</i>
		Manoj Kumar Jaiswal	82930
		Suresh Kannan	59300

Nature of Disclosure	Employee Stock Option Scheme 2007	Employee Stock Option Scheme 2016
c) Identified employees who were granted options, during any one year, equal to or exceeding 1 per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	None	None
Weighted average exercise price per option	Rs. 102.84	Rs. 289.50
Weighted average fair value per option	Rs. 37.22	Rs. 107.85
<b>A description of the method and significant assumptions used during the year to estimate the fair value of options*:</b>		
a) 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 2007. The stock based compensation cost as per the fair value method for the financial year 2016-17 is Nil.	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 Rs. 21 Lakh.
b) Method used to estimate the fair value of Options	Black Scholes Model	Black Scholes Model
<b>Significant assumptions used (weighted average information relating to all grants):</b>		
a) Risk-free interest rate	8 %	6.58 %
b) Expected average life of the Option	4 years	5.21
c) Expected volatility	0.4560	34.57
d) Expected dividend yields	400%	1.38
e) 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.16.03 per share	

Nature of Disclosure	Employee Stock Option Scheme 2007		Employee Stock Option Scheme 2016	
Price of the underlying share in market at the time of option grant				
	<u>Date of Grant</u> 31-Aug-07 29-Oct-07 24-Jan-08 24-Apr-08 28-Jul-08 24-Sep-08 29-Oct-08 20-Mar-09 28-Jan-11 29-Apr-11 27-Jul-11 24-Oct-11	<u>Exercise Price (Rs.)</u> 64.80 75.70 94.15 103.60 92.98 106.30 74.95 69.13 225.15 240.90 269.10 220.90	<u>Date of Grant</u> 06-02-2017	<u>Market Price (Rs.)</u> 289.50
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The daily volatility of the stock prices on the National Stock Exchange, over a period prior to the date of grant, corresponding with the expected life of the options has been considered for calculating the expected volatility.		The expected price volatility is based on the historic volatility, adjusted for any expected changes to future volatility due to publicly available information	
Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	-		-	

During the year, there were no material changes carried out in the E.I.D.- Parry (India) Limited Employee Stock Option Scheme 2007. The ESOP Scheme 2007 and the ESOP Plan 2016 are compliant with the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014.