

Disclosures relating to Employee Stock Option Scheme(s) in respect of Options granted till 31<sup>st</sup> March, 2018

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014												
A	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	Refer Note No. 36 in Notes to Standalone Financial Statements													
B	Diluted Earnings Per Share (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	0.17													
<b>C</b>	<b>Details related to ESOS</b>														
(i)	A description of each ESOS that existed at any time during the year including the general terms and conditions of each ESOS														
(a)	Date of Shareholders' Approval	10 <sup>th</sup> August, 2010 and 16 <sup>th</sup> January, 2012	12 <sup>th</sup> January, 2015 and 12 <sup>th</sup> May, 2015												
(b)	Total Number of Options approved under ESOS	5,00,00,000	Primary Route : 3,19,50,000 Secondary Route : 7,98,00,000												
(c)	Vesting Requirements	<table border="1"> <tr> <td>At the end of one year from the date of Grant</td> <td>30% of options granted</td> </tr> <tr> <td>At the end of two years from the date of Grant</td> <td>30% of options granted</td> </tr> <tr> <td>At the end of three years from the date of Grant</td> <td>40% of options granted</td> </tr> </table>	At the end of one year from the date of Grant	30% of options granted	At the end of two years from the date of Grant	30% of options granted	At the end of three years from the date of Grant	40% of options granted	<table border="1"> <tr> <td>At the end of one year from the date of Grant</td> <td>20% of options granted</td> </tr> <tr> <td>At the end of two years from the date of Grant</td> <td>30% of options granted</td> </tr> <tr> <td>At the end of three years from the date of Grant</td> <td>50% of options granted</td> </tr> </table>	At the end of one year from the date of Grant	20% of options granted	At the end of two years from the date of Grant	30% of options granted	At the end of three years from the date of Grant	50% of options granted
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At the end of two years from the date of Grant	30% of options granted														
At the end of three years from the date of Grant	50% of options granted														
(d)	Exercise price or Pricing formula	₹ 6	<p>Primary Route :</p> <p>The exercise price per Option shall not be less than the face value of Equity Shares and shall not exceed market price of the Equity Share of the Company as on date of grant of Options, as may be decided by Nomination and Remuneration / Compensation Committee.</p> <p>Secondary Route :</p> <p>The exercise price per Option shall not exceed market price of the Equity Share of the Company as on date of grant of Options or the cost of acquisition of such shares to the Company applying FIFO basis, whichever is higher, as may be decided by Nomination and Remuneration / Compensation Committee.</p>												
(e)	Maximum term of Options granted	Three Years from the date of Vesting	Three Years from the date of Vesting												
(f)	Source of Shares (primary, secondary or combination)	Primary	Primary and Secondary												
(g)	Variation of terms of Options	Nil	Nil												
(ii)	Method used to account for ESOS - Intrinsic or fair value	Fair Value	Fair 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.	Not Applicable		
(iv)	Option Movement during the year (for each ESOS)			
		<b>FVIL ESOP-2011 (Primary Route)</b>	<b>FCEL ESOP-2014 (Secondary Market Route)</b>	<b>FCEL ESOP-2014 (Primary Route)</b>
a)	Number of Options outstanding at the beginning of the Period	1,06,50,000	1,22,88,000	95,00,000
b)	Number of Options granted during the year	Nil	84,00,000	Nil
c)	Number of Options forfeited / lapsed during the year	21,00,000	13,15,000	8,00,000
d)	Number of Options vested during the year.	36,00,000	43,81,500	19,00,000
e)	Number of Options exercised during the year	35,24,983	39,31,500	14,18,000
f)	Number of shares arising as a result of exercise of Options	35,24,983	39,31,500	14,18,000
g)	Money realized by exercise of Options	2,11,49,898	₹ 691.21 Lakhs	3,03,45,200
h)	Loan repaid by the Trust during the year from exercise price received	Not Applicable	₹ 629.99 Lakhs	Not Applicable
i)	Number of options outstanding at the end of the year	50,25,017	1,54,41,500	72,82,000
j)	Number of Options exercisable at the end of the year.	2,25,017	10,14,000	4,82,000
<b>Sr. No</b>	<b>Particulars</b>	<b>FVIL ESOP-2011</b>	<b>FCEL ESOP-2014</b>	
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.	Refer Note No. 36 in Notes to Standalone Financial Statements		
vi)	Employee wise details of options granted to:			
(a)	Senior Managerial Personnel (Directors and Key Managerial Personnel)	Refer Note 1		
(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.	Refer Note 1		
(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 from the time of grant.	Nil		
vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:			
(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;	Refer Note No. 36 in Notes to Standalone Financial Statements		

Sr. No	Particulars	FVIL ESOP-2011	FCEL ESOP-2014
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	The fair value of each Option is estimated using the Black Scholes Option Pricing model.	
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The volatility used in the Black Scholes Option Pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options and is based on the daily volatility of the Company's stock price on NSE. The Company has incorporated the early exercise of Options by calculating expected life on past exercise behaviour.	
(d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	There are no market conditions attached to the grant and vest.	

**Details related to Trust:**

The details *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the Future Consumer Enterprise Limited Employee Stock Option Plan -2014 are as under:

**(i) General information on all schemes**

Sr. No.	Particulars	Details
1	Name of the Trust	Future Consumer Enterprise Employees Welfare Trust
2	Details of the Trustee(s)	Vistra ITCL (India) Limited ( <i>formerly known as IL &amp; FS Trust Company Limited</i> )
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	₹ 2,352.56 lakhs
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;	1,52,21,634 equity shares
(b)	Number of shares acquired during the year through:	Nil
	(i) primary issuance	Nil
	(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	Nil
(c)	Number of shares transferred to the employees / sold along with the purpose thereof	39,36,500 equity shares pursuant to exercise of options granted to the employees
(d)	Number of shares held at the end of the year	1,12,85,134 equity shares

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

Sr. No	Particulars	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
a)	Held at the beginning of the year	1,52,21,634	0.92%
b)	Acquired during the year	Nil	Nil
c)	Sold during the year	Nil	Nil
d)	Transferred to the employees during the year	39,36,500	0.24%
e)	Held at the end of the year	1,12,85,134	0.68%

**Note 1: Details of Options granted during the year:**

<b>A Key Managerial Personnel / Senior Management Personnel</b>			
<b>Sr. No.</b>	<b>Name of the Employee</b>	<b>Designation</b>	<b>No. of Options granted</b>
			<b>FCEL ESOP-2014 (Primary Route)</b>
1	Mr. Ravin Mody	Chief Financial Officer	10,00,000
2	Mr. Girish Rao	Chief – IT	10,00,000
3	Mr. Tuhin Ray	Chief – Sales	4,00,000
4	Mr. Maneesh Sharma	Head- Packaging	4,00,000
<b>B Other employee(s) who have received a grant amounting to 5% or more of option granted during the year</b>			
<b>Sr. No.</b>	<b>Name of the Employee</b>	<b>Designation</b>	<b>No. of Options granted</b>
			<b>FCEL ESOP-2014 (Secondary Route)</b>
1	Mr. Sadashiv Nayak	Director of Subsidiary company	15,00,000
2	Mr. Anuraag Agrawal	Director of Subsidiary company	10,00,000
3	Mr. Milind Sarwate	Director of Subsidiary company	10,00,000
4	Mr. Kamaldeep Singh	Director of Subsidiary company	6,00,000
5	Mr. Rajiv Sharma	Director of Subsidiary company	6,00,000
6	Mr. Venkatesh Kumar	Director of Subsidiary company	6,00,000