

Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, as at 31st March, 2017 are given below:

- 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.

Yes - Disclosed in Note 32 (8) of Notes to Standalone Financial Statements, page 156 of the Annual Report 2016-17

- 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.

Yes - Disclosed in Note 32 (13) of Notes to Standalone Financial Statements, page 166 of the Annual Report 2016-17

C. Details related to ESOS

Not Applicable

D. Details related to ESPS

As at 31st March, 2017, the Company has in place 3 separate employees stock purchase plans/schemes, namely:-

1. Havells Employees Stock Purchase Plan 2014 ('ESPP 2014')
2. Havells Employees Stock Purchase Scheme 2015 ('ESPS 2015')
3. Havells Employees Stock Purchase Scheme 2016 ('ESPS 2016')

ESPS 2016 was introduced during the financial year 2016-17 and the first off benefit entitlement shall be made to the eligible employees (beneficiaries) under the ESPS 2016 during the financial year 2017-18.

Accordingly, prescribed details pursuant to the requirements of SEBI (Share Based Employee Benefits) Regulations, 2014 in so far as they are applicable to the ESPP 2014 and ESPS 2015 for the financial year 2016-17 are given herein below:-

- (i) The following details on each ESPS under which allotments were made during the year:

- (a) Date of shareholders' approval –

- Havells Employees Stock Purchase Plan 2014: 9th June, 2014
- Havells Employees Stock Purchase Scheme 2015: 4th December, 2015

- (b) Number of shares issued –

- Under Havells Employees Stock Purchase Plan 2014: 1,17,562 Equity Shares of Re. 1/- each
- Under Havells Employees Stock Purchase Scheme 2015: 1,50,000 Equity Shares of Re. 1/- each

- (c) The price at which such shares are issued – @ Rs. 345.65 for issuance under ESPP 2014 & ESPS 2015 both.

- (d) Lock-in period –

- For issuance under ESPP 2014:
50% of the shares are under lock-in for 13 months from the date of allotment and 50% of the shares under lock-in for 2 years from the date of allotment
- For issuance under ESPS 2015:
78% of the shares under lock-in for 13 months from the date of allotment and 22% of the shares under lock-in for 2 years from the date of allotment

(ii) The following details regarding allotment made under each ESPP/ESPS, as at the end of the year:

Particulars	ESPP 2014	ESPS 2015
The details of the number of shares issued under	1,17,562 Equity Shares were issued under ESPP 2014 on 4 th June, 2016 for the benefit entitlement of 2015-16	1,50,000 Equity Shares were issued under ESPP 2015 on 4 th June, 2016 for the benefit entitlement of 2015-16
The price at which such shares are issued.	Rs. 345.65	Rs. 345.65
Employee-wise details of the shares issued to; (i) senior managerial personnel; (ii) any other employee who is issued shares in any one year amounting to 5% or more shares issued during that year; (iii) identified employees who were issued shares during any one year equal to or exceeding 1% of the issued capital of the company at the time of issuance;	Allotment made to 137 Employees. None. None.	Allotment made to 2 Employees. 1. Shri Rajesh Kumar Gupta (Wholetime Director (Finance) and Group CFO) – 1,00,000 2. Shri Rajiv Goel (Executive Director) – 50,000 None.
Consideration received against the issuance of shares, if scheme is implemented directly by the company	Rs. 4,06,35,310	Rs. 5,18,47,500
Loan repaid by the Trust during the year from exercise price received	Rs. 38,42,109	Rs. 5,18,47,500

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	Havells Employees Welfare Trust
2	Details of the Trustee(s)	1. Shri Anil Kumar Bhasin 2. Shri Bhagirath Singh Galgat 3. Shri Sanjay Johri

3	Amount of loan disbursed by company / any company in the group, during the year	Rs. 5,56,89,609
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 56,81,384
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 – 41,960 Equity Shares of Re. 1/- each.
- (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 –
2,67,562 Shares (0.04% of equity capital) were issued and allotted to the Trust under ESPP 2014 and ESPP 2015 during the year 2016-17 and then transferred to the employees (beneficiaries) under the plans. The weighted average cost of acquisition per share was Rs. 345.65
- (c) Number of shares transferred to the employees/ sold along with the purpose thereof:
The Shares issued to the Trust during the year 2016-17 were entirely for the purpose of transfer to beneficiary employees as their benefit entitlement of FY 2015-16 under ESPP 2014 and ESPP 2015 and were so transferred on 28th June, 2016.
- (d) Number of shares held at the end of the year: 41,960 Equity Shares of Re. 1/- each.

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