

## Fortis Healthcare Limited

### Employee Stock Option Schemes (ESOSs)

#### Disclosure Pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014

#### 1. General Disclosures

- a. Disclosure under Guidance note on Accounting for employee share based payments or any other applicable AS

For details please refer to notes to Standalone Financial Statements mentioned in the Annual Report 2014-15

- b. Diluted EPS on issue of Shares covered pursuant to all the ESOSs in accordance with "AS-20-Earning per Share" (0.84) (for detail refer note 10 to Standalone Financials Statement).

#### 2. Scheme specific Disclosures

##### General Disclosures

(` in lacs Except per share data)

S.No.	Particulars	Disclosures (ESOP 2007)	Disclosures (ESOP 2011)
1	Date of Shareholder's Approval	September 27, 2008	September 19, 2011 modified w.e.f. September 29, 2012
2	Total Number of options Approved	22,66,665	12,154,825
3	Vesting requirements	<p>A five year vesting schedule would apply on all the options granted as given below:</p> <ul style="list-style-type: none"> <li>▪ 20% options shall vest on the completion of 12 months from grant date</li> <li>▪ 20% options shall vest on the completion of 24 months from grant date</li> <li>▪ 20% options shall vest on the completion of 36 months from grant date</li> <li>▪ 20% options shall vest on the completion of 48 months from grant date</li> <li>▪ 20% options shall vest on the completion of 60 months from the grant date</li> </ul>	100 % after lock in of three years from the grant date.
4	Exercise Price or Pricing Formula	Closing price of the Equity Shares of the Company on the stock exchange on which the shares of the Company are listed, prior to the date of meeting of the Remuneration Committee in which stock options are granted. If the	The Exercise Price can be higher but shall not be less than the closing market price of the Company's Shares on the Stock Exchange showing highest volume of trading, on the day prior to the date of

		shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volumes on the said date shall be considered.	grant, as determined by the Committee. In case where there is no trading on any recognized stock exchange, the exercise price will be (a) the closing price of the shares on any recognized stock exchange on a date closest to the date of grant of the options and immediately preceding such date; or the closing price of the share on a recognized stock exchange, which records the highest volume in such share, if the closing price, as on the date closest to the date of grant of option and immediately preceding such date, is recorded on more than one recognized stock exchange
5	Maximum term of Options Granted	10 years from the date of grant of the Options	4 years from the date of Vesting
6	Sources of Share (Primary, Secondary or Combination)	Primary	Primary
7	Variation in terms of option	No	The Employee Stock Option Plan, 2011 (ESOP Scheme) was modified to provide for facilitating the offer, issuance and allotment, in tranche(s), such number of Stock Options / Equity Shares through the 'Fortis Healthcare Limited Employees Welfare Trust' to the eligible employees and Directors, upon the instructions of the Board of Directors or HR & Remuneration Committee thereof.
8	Method used for Accounting of ESOS (Intrinsic or Fair Value)	Intrinsic value method	Intrinsic value method
9 (a)	Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options	137.08	383.52
9(b)	Impact on the profits of the Company and on the earnings per share ("EPS") arising due to difference in the accounting treatment and for calculation of the	Impact on the profits of the Company:- (137.08) Impact on EPS:- (0.03)	Impact on the profits of the Company:- (383.52) Impact on EPS:- (0.08)

	employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)		
10	Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock	Weighted Average Exercise price:- 73.96 Weighted Average Fair Value:- 50.99	Weighted Average Exercise price:- N/A Weighted Average Fair Value:- 34.24

**ii. Option Movement during the FY 2014 - 2015**

S.No.	Particulars	Disclosures (ESOP 2007)	Disclosures (ESOP 2011)
1	Number of options outstanding at the beginning of the period	1,468,230	4,340,000
2	Number of options granted during the year	-	240,000
3	Number of options forfeited / lapsed during the year	102,600	1,220,000
4	Number of options vested during the year	253,490	1,100,000
5	Number of options exercised during the year	*21,500	-
6	Number of shares arising as a result of exercise of options	21,500	-
7	Money realized by exercise of options (INR), if scheme is implemented directly by the company	1,590,100	-
8	Loan repaid by the Trust during the year from exercise price received	-	-
9	Number of options outstanding at the end of the year	1,344,130	3,360,000
10	Number of options exercisable at the end of the year	1,344,130	3,360,000

\*2400 stock options were exercised on March 31, 2015 and allotment was made on April 10, 2015.

**iii. Employees Details who were granted options during the year**

**ESOP 2007**

S.No.	Particulars	Name of Employee	Designation	Number of options granted during the year	Exercise Price
1	Senior Managerial Personnel	<b>NIL</b>			
2	Employee who received grant in any one year equal to or more than 5% of Options granted during the Year				
3	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				

**ESOP 2011**

S.No.	Particulars	Name of Employee	Designation	Number of options granted during the year	Exercise Price (in `)
1	Senior Managerial Personnel	Mr. Ratnesh	Head HR (Operations)	2,40,000	121
2	Employee who received grant in any one year equal to or more than 5% of Options granted during the Year	NIL			
3	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	NIL			

**iv. Accounting Method and Assumptions**

Method used	ESOP 2007	ESOP 2011
Risk free interest rate	7.65%- 8.70%	7.37%-8.24%
Expected Life	10 Years	5 Years - 7 Years
Expected Volatility	6.42% - 66.24%	22.91%- 26.76%
Expected Dividends	0%	0%
Price of underlying shares in market at the time of Option grant	49.05 – 158	90.35 – 120.30