

Disclosures to be made to stock exchanges as per SEBI (Share Based Employee Benefits) Regulations, 2014

A. Relevant disclosures in terms of the applicable accounting standards have been made in the notes to Financial Statements as at 31st March 2018 of the Company which are available at the following web link:

http://www.dcmshriram.com/annual_reports

B. **Diluted EPS on issue of shares in accordance with the Accounting Standard 20 – Earning Per Share - Nil**

C. Details related to ESPS

(i) The following details on each ESPS under which allotments were made during the year: (as on 31st March, 2018)

- (a) Date of shareholders' approval : 13.08.2013
 (b) Number of shares issued : No fresh issuance of shares made directly by Company
 (c) The price at which such shares are issued : Not Applicable in view of (b) above
 (d) Lock-in period : Not Applicable in view of (b) above

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

| Particulars | Details |
|--|--|
| The details of the number of shares issued under ESPS | No fresh issue/allotment of new shares made by the Company |
| The price at which such shares are issued | |
| 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; | |
| Consideration received against the issuance of shares, if scheme is implemented directly by the company | Not applicable |
| Loan repaid by the Trust during the year from exercise price received | Nil |

Note: There was no fresh issue/ allotment of shares by the Company during the year. The shares granted under ESPS were through acquisition from secondary market only. Details of the said grant is as per D (ii) below.

In case of acquisition of shares from secondary market, no employee was granted shares by the trust in excess of 1% and/ 5% in the year.

D. 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

| S.No | Particulars | Details |
|------|---------------------------|--|
| 1 | Name of the Trust | DCM Shriram Employees Benefits Trust |
| 2 | Details of the Trustee(s) | 1. Shri Jayant Sahai, 2. Shri Atul Kumar, 3. Shri Sushil Baveja, 4. Exemplary Management Services Private Limited |

| | | |
|---|---|----------------|
| 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 | Rs. 32,442,740 |
| 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;
- Shares held by Trust (not granted to any employee) : 1,810,674 shares
- (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: NIL
- (c) Number of shares transferred to the employees / sold along with the purpose thereof: 12,500 shares transferred to employees during the year pursuant to ESPS Scheme of the Company. Further, 17,500 shares transferred back to Trust on account of resignation of employee(s) to whom shares were granted.
- (d) Number of shares held at the end of the year – 1,815,674 shares (not granted to employees)

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

| 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 |
|--|--|
| Held at the beginning of the year | 1.09 |
| Acquired during the year | - |
| Sold during the year | - |
| Transferred to the employees during the year | 0.01 |
| Held at the end of the year | 1.09 |