



JSW ENERGY LIMITED

Disclosure under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations") for the year ended 31st March 2017:

In terms of Regulations 14 of the SEBI Regulations following Disclosures are made by the Company:

- 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:

PARTICULARS	OPTIONS			
	Normal Options-1	Normal Options-2	Mega Options	ESOP -2016
Date of Grant	8-Nov-11	31-Oct-12	4-Oct-12	3-May-16
Opening Grants as on 01.04.16	24,25,163	41,74,635	55,86,107	-
Granted during the year	-	-	-	24,47,355
Forfeited / Lapsed	1,270	57,838	53,197	-
Exercised during the year	4,65,505	4,55,107	2,46,457	-
Outstanding as on 31.03.17	19,58,388	36,61,690	52,86,453	24,47,355
Vesting period	3 Years	3 Years	1 year	50% - 3 years from Date of Grant 50% - 4 years from Date of Grant
Method of settlement	Equity	Equity	Equity	Equity
Exercise Price	52.35	60.90	65.00	53.68

- B.** Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with "Indian Accounting Standard 102 – Share based payment" notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 or any other relevant accounting standards as prescribed from time to time: **Not applicable as there was no issue of shares during the FY 2016-17.**



A. Details related to ESOS:

Sr.no.	Scheme Name	JSWEL Employees Stock Ownership Plan – 2010		JSWEL Employees Mega Stock Ownership Scheme – 2012	JSWEL Employees Stock Ownership Plan-2016
1.	Date of Shareholders' Approval	25 th July, 2013		25 th July, 2013	23 rd March, 2016
2.	Date of Grant	8 th November, 2011	31 st October, 2012	4 th October, 2012	3 rd May, 2016
3.	Total Nos of Options approved	68,20,333	60,54,866	1,54,21,980	24,47,355
4.	Vesting Requirements	To vest at the end of 3 years from date of Grant i.e. 8 th November, 2014	To vest at the end of 3 years from date of Grant i.e. 31 st October, 2015	To vest at the end of 1 year from date of Grant i.e. 4 th October, 2013	50% options granted to be vested at the end of 3 years from date of Grant i.e. 3 rd May, 2019 & balance 50% options granted to be vested at the end of 4 years from date of Grant i.e. 3 rd May, 2020
5.	Exercise Price (₹)	52.35	60.90	65.00	53.68
6.	Pricing Formula	Exercise Price determined by the Compensation Committee on the basis of the previous day's closing price on the exchange having highest trading volume.	Exercise Price determined by the Compensation Committee on the basis of the previous day's closing price on the exchange having highest trading volume.	Exercise Price determined by the Compensation Committee on the basis of the previous day's closing price on the exchange having highest trading volume.	Exercise Price of ₹ 53.68 (Rupees Fifty Three and Sixty Eight paise only) per share, was at a discount of 20% to the closing market price of Company's share i.e. ₹ 67.10/- at the close of 2 nd May, 2016 at Exchange having highest trading volume.



7.	Maximum term of Options granted	Granted Options to be vested on or before 30 th September, 2017	Granted Options to be vested on or before 30 th September, 2017	Granted Options to be vested on or before 30 th September, 2017	Granted Options to be vested on or before 31 st March, 2026
8.	Source of Shares	Shares were acquired through Secondary Acquisition mode	Shares were acquired through Secondary Acquisition mode	Shares were acquired through Secondary Acquisition mode	Yet to be acquired.
9.	Variations of terms of Options	-	-	-	-
10.	Methods used to account	Fair value	Fair value	Fair value	Fair value
11.	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	Not Applicable			



	disclosed				
12.	Option movement during the year	Please see Appendix A			
	Weighted average exercise prices and weighted average fair values of options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted Average Exercise Price / Weighted Average Fair Value of Options			
		₹ 52.35	₹ 60.90	₹ 65.00	₹ 53.68
		₹ 20.39	₹ 24.17	₹ 19.43	₹ 30.78
	i. Details of Options granted to senior managerial Personnel	Please see Appendix – B			
	ii. Any other employee who receives in any One Year of grant of Options amounting to 5% or more of Options granted during that Year	None			
	iii. Identified employees, who were granted Options, during any One Year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of	None			



	the Company at the time of the grant										
	A description of method and significant assumptions used during the year to estimate the fair value of Options granted during the year	The fair value of options has been calculated by using Black Schole’s Method and significant Assumptions used to estimate the fair value of option are as follows:									
	Risk free Interest Rate	Zero Coupon sovereign bond yields were utilized with maturity equal to expected term of option. The rate used for calculation is 8.86%	Zero Coupon sovereign bond yields were utilized with maturity equal to expected term of option. The rate used for calculation is 8.09%	Zero Coupon sovereign bond yields were utilized with maturity equal to expected term of option. The rate used for calculation is 8.13%	Zero Coupon sovereign bond yields were utilized with maturity equal to expected term of option. The rate used for calculation are as under: <table><tr><td>Vesting Year</td><td>Risk Free Rate %</td></tr><tr><td>3rd Year</td><td>7.40%</td></tr><tr><td>4th Year</td><td>7.47%</td></tr></table>	Vesting Year	Risk Free Rate %	3 rd Year	7.40%	4 th Year	7.47%
Vesting Year	Risk Free Rate %										
3 rd Year	7.40%										
4 th Year	7.47%										
	Expected Option Life	The expected option life is assumed to be mid-way between the option vesting period and contractual term of the option	The expected option life is assumed to be mid-way between the option vesting period and contractual expiry of the option.	The expected option life is assumed to be mid-way between the option vesting period and contractual expiry of the option.	The expected option life is assumed to be mid-way between the option vesting and expiry. Since the vesting period and contractual term of each tranche is different, the expected life for each tranche will be different. The Expected option life is calculated as (Year to Vesting + Contractual Option term) /2.						



	Expected Volatility	Volatility was calculated using standard deviation of daily change in stock price. The volatility used for valuation is 34.85%	Volatility was calculated using standard deviation of daily change in stock price. The volatility used for valuation is 39.65%	Volatility was calculated using standard deviation of daily change in stock price. The volatility used for valuation is 39.98%	Volatility was calculated using standard deviation of daily change in stock price. The historical period considered for volatility match the expected life of the option
	Expected Dividend	₹1.00 per share	₹ 0.50 per share	₹ 0.50 per share	₹ 2.00 per share
	The price of underlying share in the market at the time of grant	₹ 52.35 per share	₹ 60.90 per share	₹ 60.75 per share	₹ 67.10 per share



B. Trust Details of the Trust

1. 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 disclosed as under:

Sl. No	Particulars	For Normal and Mega Options	For ESOP-2016
1	Name of the Trust	JSW Energy Employees Welfare Trust	JSW Energy Employees ESOP Trust
2	Details of the Trustee(s)	1. Mr. K.N. Patel 2. Mr. B.K. Tripathy	1. Mr. K.N. Patel 2. Mr. K.S.N. Sriram
3	Amount of loan disbursed by company / any company in the group, during the year	Nil	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	₹ 58.37 crore	Nil
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	Nil
6	Any other contribution made to the Trust during the year	Nil	Nil

2. Brief details of transactions in shares by the Trust

(a) Number of shares held at the beginning of the year: **1,32,68,673 Equity Shares of JSW Energy Limited**

(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: **NIL**

*11,67,069 equity shares were sold by the Trust towards exercising of the granted options by the Employees under the Cashless method;

(d) Number of shares held at the end of the year: **1,21,01,604 equity shares**



3. 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	Not Applicable
Acquired during the year	
*Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	
*11,67,069 equity shares were sold by the Trust towards exercising of the granted options by the Employees under the Cashless method;	



Appendix –A

Option movement during the year (For each ESOS):

Particulars	Granted on			
	8 th November, 2011	31 st October, 2012	4 th October, 2012	3 rd May, 2016
Number of options outstanding at the beginning of the period	24,25,163	41,74,635	55,86,107	-
Number of options granted during the year	-	-	-	24,47,355
Number of options forfeited / lapsed during the year	1,270	57,838	53,197	-
Number of options vested during the year	-	-	-	-
Number of options exercised during the year	4,65,505	4,55,107	2,46,457	-
Number of shares arising as a result of exercise of options	4,65,505	4,55,107	2,46,457	-
Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Scheme is implemented by the Trust. Total Amount received by the Trust during the year was ₹8.74 crore			
Loan repaid by the Trust during the year from exercise price received	₹9.07 crore			
Number of options outstanding at the end of the year	19,58,388	36,61,690	52,86,453	24,47,355
Number of options exercisable at the end of the year	19,58,388	36,61,690	52,86,453	-



Appendix – B

Details of options granted to and accepted by Senior Managerial Personnel

Sr. No.	Name of Senior Managerial Personnel	Designation	Granted on 8th November, 2011 (Live as at 31.03.2017)	Granted on 31st October, 2012 (Live as at 31.03.2017)	Granted on 4th October, 2012 (Live as at 31.03.2017)	Granted on 3 rd May, 2016 (Live as at 31.03.2017)
1.	Mr. Sanjay Sagar	Jt. Managing Director & CEO	1,62,765	1,92,268	4,82,212	2,87,071
2.	Mr. Pramod Menon (upto 31 st January, 2017)	Director Finance –	Nil	Nil	2,50,022	N.A
3	Mr. Nirmal Kumar Jain	Director	4,85,467	4,09,544	13,90,269	N.A
4.	Mr. Girish Deshpande	Director-Technical	N.A	N.A	N.A	2,35,948
5.	Mr. Satish Jindal	Chief Executive Officer (Power Trading)	1,26,726	1,06,907	3,37,615	2,87,071
6.	Mr. Vijay Paranjape	Senior Vice-President	N.A	54,559	N.A	1,55,996
7.	Mr. Gyan Bhadra Kumar	Senior Vice-President	N.A	N.A	N.A	93,597
8.	Mr. Vijay Sinha	Senior Vice-President	24,031	41,072	99,510	1,35,716
9.	Mr. Aditya Agarwal (employee of Subsidiary Company)	Vice-President	36,899	35,358	95,913	71,430
10.	Mr. K. Surya Prakash	Vice-President	Nil	27,450	54,774	61,445
11	Mr. Yatish Chhabra	Vice-President	10,261	32,621	23,132	39,217