



Dhani Services Limited

(formerly Indiabulls Ventures Limited)

(CIN: L74110DL1995PLC069631)

Registered Office: M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

Tel: +91 124 6681199, Fax: +91 124 6681240

Website: www.dhani.com

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2021:

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.

The disclosures are provided in the note “42” of the notes to standalone financial statements of the Company for the financial year ended March 31, 2021.

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 33 – Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Re. (0.31)

C. Details related to Employee Stock Option Schemes (ESOS) of the Company:

(i). Description of ESOS that existed at any time during the year:

The Company has two Employees Stock Option Schemes namely, –‘Dhani Services Limited Employees Stock Option Scheme – 2008’ and ‘Dhani Services Limited Employees Stock Option Scheme – 2009’ consisting of 2,00,00,000 (Two Crores) Equity Options, respectively, entitling the option holders to purchase an equivalent number of Equity Shares of face value Rs. 2/- each of the Company, at such price, in one or more tranches, and on such terms and conditions as may be decided by the Board (which term shall be deemed to include the Compensation Committee of the Board), under these schemes and/or amendments thereto and as allowed under prevailing laws, rules and regulations and/or amendments thereto, from time to time.

General terms and conditions of each ESOS are as under:

Sr. No.	Particulars	Dhani Services Limited Employees Stock Option Scheme – 2008	Dhani Services Limited Employees Stock Option Scheme – 2009
a.	Date of shareholders' approval	January 19, 2009	September 30, 2009
b.	Total number of Options approved under ESOS	2,00,00,000 stock options Representing 2,00,00,000 equity shares of Rs.2/- each	2,00,00,000 stock options Representing 2,00,00,000 equity shares of Rs.2/- each
c.	Vesting Requirement	The Options would vest over a period of 1-10 years from the date of grant as per the relevant ESOS.	
d.	Exercise price or pricing formula	The latest available closing price on the National Stock Exchange of India Limited (on which the shares of the Company are listed and having the highest trading volume), prior to the meeting of the Compensation Committee of Board of Directors approving and granting the options.	
e.	Maximum term of options granted	10 Years from each vesting date	
f.	Source of shares	Primary	
g.	Variation in terms of options	Nil	

(ii). Method used to account for ESOS:

The Employees Stock Option Scheme ('the Scheme') provides for grant, vesting and exercise of options by its employees to acquire equity shares of the Company. The options granted to employees vest in a graded manner and may be exercised by the employees within a specified period as specified in the Scheme.

Share based compensation benefits are provided to employees via Employee Stock Option Plans (ESOPs). The Company is following fair value method for accounting of ESOS as specified in IND AS 102. The employee benefit expense is measured using the fair value of the employee stock options and is recognised over vesting period with a corresponding increase in equity. The vesting period is the period over which all the specified vesting conditions are to be satisfied. On the exercise of the employee stock options, the employees will be allotted equity shares of the Company.

The Company is required to apply Ind AS 102, Shared-Based Payment, to equity instruments that remain unvested as of transition date. The Company has elected to avail exemption for vested options under IND AS 101 which permits a first time adopter to ignore such requirement for the options already vested as on transition date that is 1 April 2017. Accordingly, unvested options have been measured at fair value as against intrinsic value previously under IGAAP.

(iii). The difference between the employee compensation cost computed using the intrinsic value of options and the employee compensation cost that shall have been recognized if it had used the fair value of the options.

The Company is following Ind AS and using fair value for the accounting of Employee Stock Option Plans (ESOPs), the difference in above figures is not applicable.

(iv). Option movement during the year:

Particulars	Dhani Services Limited Employees Stock Option Scheme – 2008	Dhani Services Limited Employees Stock Option Scheme – 2009
Number of options outstanding at the beginning of the year	51,55,000	1,21,58,900
Number of options granted during the year	0	0
Number of options forfeited/ lapsed/Surrendered during the year	4,43,400	68,97,700
Number of options vested during the year	1,927,800	1,505,000
Number of options exercised during the year	0	0
Number of shares arising as a result of exercise of options	0	0
Money realised by exercise of options (Rs.in crore)	0	0
Number of options outstanding at the end of the year	47,11,600	52,61,200
Number of options exercisable at the end of the year	26,97,000	1,312,800

(v). Weighted-average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock:

Particulars	Dhani Services Limited Employees Stock Option Scheme – 2008	Dhani Services Limited Employees Stock Option Scheme – 2009
No. of ESOP exercised	0	0
Weighted-average exercise prices (Rs.)	0	0
Weighted-average fair values of options (Rs.)	0	0

(vi). Employee wise details (name of employee, number of options granted during the year, exercise price) of options granted to:

	Dhani Services Limited Employees Stock Option Scheme – 2008			Dhani Services Limited Employees Stock Option Scheme – 2009		
	Name	Exercise Price	Option Granted	Name	Exercise Price	Option Granted
(a) Senior Managerial Personnel (Options granted during the year);	NIL			NIL		
(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; and	Mr. Gagan Banga	24.15	30,00,000	Mr. Gagan Banga	219.65	23,34,000
	Mr. Sachin Chaudhary	24.15	9,50,000	Mr. Amit Ajit Gandhi	219.65	6,75,000
	Mr. Ajit Kumar Mittal	24.15	7,50,000			
	Mr. Ashwini Kumar	24.15	7,50,000			
	Mr. Gurbans Singh	24.15	5,00,000			
	Mr. Saket Bahuguna	24.15	5,00,000			
(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 at the time of grant.	Mr. Gagan Banga	24.15	30,00,000			

(vii). A description of the method and significant assumptions used during the year to estimate the fair value of options:

During the financial year 2020-21, the Company has not granted any fresh options.

D & E. Details related to ESBS and Stock Appreciation Rights (SARs)

The Company under its Dhani Services Limited - Employee Stock Benefit Scheme – 2019 (DSL ESBS 2019) had granted 1,04,00,000 SARs during FY 20-21 to its employees and of its subsidiary companies. The contractual life of the SARs outstanding range is four years from the date of grant.

Particulars	SARs under DSL ESBS 2019
SARs outstanding at the beginning of the year	Nil
SARs granted during the year	1,04,00,000
SARs settled during the year	Nil
SARs lapsed during the year	Nil
SARs outstanding at the end of the year	1,04,00,000

Details of SARs granted under **DSL ESBS 2019** and **DSL ESBS 2020** are as follows:

Particulars	SARs under DSL ESBS 2019	SARs under DSL ESBS 2020
i) Description of each SAR scheme that existed at any time during the year		
Date of shareholders' approval	December 4, 2019	March 20, 2020
Total number of shares approved under the SAR scheme	1,05,00,000	93,00,000
Vesting requirements	SARs shall vest in three equal tranches within three years after expiry of 1 year from the date of grant.	SARs shall vest in three equal tranches within three years after expiry of 1 year from the date of grant.
SAR price or pricing formula	Rs. 250/-	N.A. (SARs are not granted during the year)
Maximum term of SAR granted	The SARs granted shall vest in accordance with the terms of the each grant under the Scheme, subject to the minimum vesting period of 1 year.	First tranche of the shares granted under a scheme will get vested at the end of the first year from the date of grant, subsequent tranches will get vested thereafter at one year intervals with no tranche including the first tranche exceeding 35% of the total shares granted under a scheme.
Method of settlement (whether in cash or equity)	Cash and / or Equity as would be decided by the Compensation Committee.	Cash and / or Equity as would be decided by the Compensation Committee.
Choice of settlement (with the company or the employee or combination)	With the Company	With the Company

Source of shares (primary, secondary or combination)	Secondary	Secondary
Variation in terms of scheme	-	-
ii) Method used to account for SAR – Intrinsic or fair value		
Method used to account for SAR	Fair value	N.A.
iii) Where the company opts for expensing of SAR using the intrinsic value of SAR		
Where the company opts for expensing of SAR using the intrinsic value of SAR, 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 SAR, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	N.A. (SARs has been accounted for at Fair Value)	N.A.
iv) SAR movement during the year		
Number of SARs outstanding at the beginning of the year	Nil	Nil
Number of SARs granted during the year	1,04,00,000	Nil
Number of SARs forfeited / lapsed during theyear	Nil	N.A
Number of SARs vested during the year	Nil	N.A
Number of SARs exercised / settled during the Year	Nil	N.A
Number of SARs outstanding at the end of the Year	1,04,00,000	N.A
Number of SARs exercisable at the end of theyear	Nil	N.A
v) Employee wise details of SARs granted during the year to		
(i) Senior management personnel	Nil	N.A.
(ii) Any other employee who receives a grant in any one year of amounting to 5% or more of SAR granted during that year	Mr. Anish Williams - 20,00,000	N.A.
	Mr. Sandeep Kadam – 17,22,000	
	Mr. Nikhil R Chari - 15,00,000	
	Mr. Ankit Banga - 8,00,000	
(iii) Identified employees who were grantedSAR, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of theCompany at the time of grant	Nil	N.A.

G. Details related to Trust**(i) General information on all schemes**

Sl. No.	Particulars	Details
1	Name of the Trust	Udaan Employee Welfare Trust" (formerly Indiabulls Ventures Limited – Employees Welfare Trust)
2	Details of the Trustee(s)	1. Mr. Rajinder Singh Nandal 2. Mr. Ram Kumar Sheokand 3. Mr. Gulab Singh Chail
3	Amount of loan disbursed by company / any company in the group , during the year	Rs. 11.80 Cr
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 11.80 Cr
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	Rs. 413.00 Cr
6	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

Sl. No.	Particulars	Details
1	Number of shares held at the beginning of the year;	1,04,00,000
2	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, (iii) as a percentage of paid up equity capital as at the end of the previous financial year, (iv) weighted average cost of acquisition per share;	(i) Primary Acquisition : NIL (ii) Secondary Acquisition : 93,00,000 (iii) 1.70 % (iv) Rs 198.30
3	Number of shares transferred to the employees / sold along with the purpose thereof	Nil
4	Number of shares held at the end of the year.	1,97,00,000

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

Sl. No.	Particulars	Number of Shares	As a percentage of paid-up equity capital as at the end of the year
1	Held at the beginning of the year (1 st April, 2020)	1,04,00,000	1.72*
2	Acquired during the year (FY 2020-21)	93,00,000	1.52**
3	Sold during the year	Nil	N.A
4	Transferred to the employees during the year	Nil	N.A
5	Held at the end of the year (31 st March, 2021)	1,97,00,000	3.23**

*Basis the paid up share capital of the Company as on March 31, 2019, comprised of 60,49,40,008 Equity Shares (52,20,30,890 Fully paid-up Equity Shares and 8,29,09,118 partly paid-up Equity Shares of face value of Rs. 2/- each).

** Basis the paid up share capital of the Company as on March 31, 2021, comprised of comprised of 61,00,24,010 Equity Shares (52,71,14,892 Fully paid-up Equity Shares and 8,29,09,118 partly paid-up Equity Shares of face value of Rs. 2/- each).