

Dion Global Solutions Limited
Employee Stock Option Schemes (ESOS)
Disclosure Pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014
(FY 2017-18)

1. General Disclosures

- a. Disclosure under Guidance note on Accounting for employee share based payments issued by ICAI or any other relevant accounting standards as prescribed from time to time

For details please refer to notes to Standalone Financial Statements mentioned in the Annual Report 2017 – 18 which can be accessed through web link <http://investors.dionglobal.com/Annual-Reports.aspx>.

2. Scheme specific Disclosures

Dion Global Employee Stock Option Scheme 2011 (ESOS 2011)

i. General Disclosures

S. No.	Particulars	Disclosures
1	Date of Shareholder's Approval	March 18, 2011
2	Total Number of options Approved under ESOS 2011	44,66,830
3	Vesting requirements	Not Applicable as no Options are outstanding as on March 31, 2018
4	Exercise Price or Pricing Formula	Market Price i.e. latest available closing price of the Equity Shares of the Company, prior to the date of meeting of the Nomination & Remuneration Committee in which stock options are granted, on the stock exchange on which the shares of the Company are listed.
5	Maximum terms of Options Granted	Subject to the terms specified in ESOS 2013 in respect of specified circumstances, the Options Granted shall be capable of being Exercised within a maximum period of 9 years from the date of Vesting or such other period as determined by the Nomination & Remuneration Committee.
6	Sources of Share (Primary, Secondary or Combination)	Primary
7	Variation in terms of option	N.A.

8	Method used for Accounting of ESOS (Intrinsic or Fair Value)	Intrinsic Value
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	For the year ended March 31, 2018, NIL. (Previous Year: NIL)
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 employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	As no Stock Options were outstanding during the financial year 2017-18, there was no impact on the Profits and EPS for the year ended March 31, 2018 (Previous Year: NIL).
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	N.A.

ii. **Option Movement during the FY 2017 – 2018**

S. No.	Particulars	Disclosures
1	Number of options outstanding at the beginning of the period	Nil
2	Number of options granted during the year	Nil
3	Number of options forfeited / lapsed during the year	Nil
4	Number of options vested during the year	Nil
5	Number of options exercised during the year	Nil
6	Number of shares arising as a result of exercise of options	Nil
7	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil

8	Loan repaid by the Trust during the year from exercise price received	N.A.
9	Number of options outstanding at the end of the year	Nil
10	Number of options exercisable at the end of the year	Nil

iii. **Employees Details**

S. No.	Particulars	Name of Employee	Designation	Number of options granted during the year	Exercise Price
1	Senior Managerial Personnel	Nil	N.A.	Nil	N.A.
2	Employee who received grant in any one year equal to or more than 5% of Options granted during the year	Nil	N.A.	Nil	N.A.
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	N.A.	Nil	N.A.

iv. **Accounting Method and Assumptions**

Method used	N.A.
Risk free interest rate	N.A.
Expected Life	N.A.
Expected Volatility	N.A.
Expected Dividends	N.A.
Price of underlying shares in market at the time of Option grant	N.A.

During the year under review, the Board of Directors of the Company on the recommendations of Nomination and Remuneration Committee, had cancelled the ESOS 2011.

Dion Global Employee Stock Option Scheme – 2013 (ESOS 2013)

i. General Disclosures

S. No.	Particulars	Disclosures
1	Date of Shareholder's Approval	April 12, 2013
2	Total Number of options Approved under ESOS 2013	10% of the fully diluted equity share capital of the Company
3	Vesting requirements	For options granted on August 24, 2017 25% on expiry of 12 months from grant date 25% on expiry of 24 months from grant date 25% on expiry of 36 months from grant date 25% on expiry of 48 months from grant date
4	Exercise Price or Pricing Formula	Rs. 60/-
5	Maximum terms of Options Granted	Subject to the terms specified in ESOS 2013 in respect of specified circumstances, the Options Granted shall be capable of being Exercised within a maximum period of 9 years from the date of Vesting or such other period as determined by the Nomination & Remuneration Committee.
6	Sources of Shares (Primary, Secondary or Combination)	Primary
7	Variation in terms of options	N.A.
8	Method used for Accounting of ESOS (Intrinsic or Fair Value)	Intrinsic Value
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	For the year ended March 31, 2018, NIL. (Previous Year: NIL)
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 employee compensation cost (i.e. difference of the fair value of	As no Stock Options are vested during the financial year 2017-18, there was no impact on the Profits and EPS for the year ended March 31, 2018 (Previous Year: NIL).

	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	N.A.

ii. **Option Movement during the FY 2017 – 2018**

S. No.	Particulars	Disclosures
1	Number of options outstanding at the beginning of the period	Nil
2	Number of options granted during the year	925,000
3	Number of options forfeited / lapsed during the year	325,000
4	Number of options vested during the year	Nil
5	Number of options exercised during the year	Nil
6	Number of shares arising as a result of exercise of options	Nil
7	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil
8	Loan repaid by the Trust during the year from exercise price received	N.A.
9	Number of options outstanding at the end of the year	600,000
10	Number of options exercisable at the end of the year	Nil

iii. **Employees Details**

S. No.	Particulars	Name of Employee	Designation	Number of options granted during the year	Exercise Price (in Rs.)
1	Senior Managerial Personnel	Michel Borst	Chief Executive Officer	175,000	60
		Gopala Subramaniam	Chief Financial Officer	125,000	60
		Andreas Wagner	Chief Technical Officer	100,000	60
		Ron Tomlinson *	Global Head of Development, Wealth & International Post Trade	100,000	60
		James Shanahan^	Chief Operating Officer	75,000	60
		Carl Kimball^^	Global Head of Sales	75,000	60
		Kean Williams	Global Head of Wealth Management & International Post Trade	75,000	60
		Keith Bold^^^	Director of Business–ANZ	75,000	60
		Juergen Dahmen	Head of Operations - Europe, Prokurist	75,000	60

		Nishtha Sareen	Vice President – Human Resources	50,000	60
2	Employee who received grant in any one year equal to or more than 5% of Options granted during the year	Michel Borst Gopala Subramaniam Andreas Wagner Ron Tomlinson *	Chief Executive Officer Chief Financial Officer Chief Technical Officer Global Head of Development, Wealth & International Post Trade	175,000 125,000 100,000 100,000	60 60 60 60
		James Shanahan ^ Carl Kimball ^^ Kean Williams	Chief Operating Officer Global Head of Sales Global Head of Wealth Management & International Post Trade	75,000 75,000 75,000	60 60 60
		Keith Bold ^^^ Juergen Dahmen Nishtha Sareen	Director of Business–ANZ Head of Operations - Europe, Prokurist Vice President – Human Resources	75,000 75,000 50,000	60 60 60
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	N.A.	Nil	N.A.

^^ Ceased to be Employee w.e.f. December 18, 2017

^ Ceased to be Employee w.e.f. December 26, 2017

* Ceased to be Employee w.e.f. December 29, 2017

^^^ Ceased to be Employee w.e.f. January 31, 2018

iv. Accounting Method and Assumptions

Method used	N.A.
Risk free interest rate	N.A.
Expected Life	N.A.
Expected Volatility	N.A.
Expected Dividends	NIL
Price of underlying shares in market at the time of Option grant	Rs. 51.35 (closing price as on August 24, 2017 i.e. date of grant)