

DISCLOSURE PURSUANT TO RULE 12(9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND REGULATION 14 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("SEBI SBEB REGULATIONS") AS AT MARCH 31, 2024

The Company has three Employee Stock Option Schemes viz. Employees Stock Option Scheme 2011 ("ESOP Scheme 2011"), Employees Stock Option Scheme 2018 ("ESOP Scheme 2018") & Employees Stock Option Scheme 2021 ("ESOP Scheme 2021"). Requisite disclosures/ details of these schemes are provided below and are also available on website of the Company at <https://dil-rjcorp.com/>.

- A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Please refer Note No. 42 of the Standalone Financial Statements for the Financial Year 2023-24.

- B. Diluted EPS on issue of shares pursuant to the scheme covered under the Regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS)-33 Earnings Per Share' issued by the Central Government or any other relevant accounting standards as issued from time to time:

Fully diluted Earnings Per Share (EPS) pursuant to issue of Equity Shares on exercise of options calculated in accordance with Ind AS-33 'Earnings Per Share'	EPS has been disclosed in Note No. 34 of the Standalone Financial Statements for Financial Year 2023-24.
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C. Details relating to ESOP Schemes:

S. No.	Particulars	ESOP Scheme 2011	ESOP Scheme 2018	ESOP Scheme 2021
(i)	(a) Date of shareholders' approval	Approved on December 20, 2011. Subsequently modified on May 18, 2012 and March 17, 2021.	Approved on September 21, 2018. Subsequently modified on March 17, 2021.	Approved on March 17, 2021. Subsequently modified on June 28, 2022.
	(b) Total number of options approved/ granted	2,38,82,000	50,60,000	97,00,000
	(c) Vesting requirements	25% - On the 1 st day of January in the calendar year succeeding one year from the date of the Grant of the Option (First Vest); 25% - On the 1 st day of January in the calendar year, succeeding the calendar year of First Vest (Second Vest); 25% - On the 1 st day of January in the calendar year, succeeding the calendar year of Second Vest (Third Vest); 25% - On the 1 st day of January in the calendar year, succeeding the calendar year of Third Vest (Fourth Vest).	25% - On the 1 st day of January in the calendar year succeeding one year from the date of the Grant of the Option (First Vest); 25% - On the 1 st day of January in the calendar year succeeding the calendar year of First Vest (Second Vest); 25% - On the 1 st day of January in the calendar year succeeding the calendar year of Second Vest (Third Vest); 25% - On the 1 st day of January in the calendar year succeeding the calendar year of Third Vest (Fourth Vest).	25% - 1 st Anniversary of the Grant of the Options (First Vest) 25% - 2 nd Anniversary of the Grant of the Options (Second Vest) 25% - 3 rd Anniversary of the Grant of the Options (Third Vest) 25% - 4 th Anniversary of the Grant of the Options (Fourth Vest)

S. No.	Particulars	ESOP Scheme 2011	ESOP Scheme 2018	ESOP Scheme 2021
		Percentage of Options, as per the above Vesting Schedule, would vest in the Grantee only upon completion of the respective period mentioned above or March 17, 2021, whichever is later.	Percentage of Options, as per the above Vesting Schedule, would vest in the Grantee only upon completion of the respective period mentioned above or date of listing of shares on recognized stock exchange by the Company for the purpose of IPO, whichever is later.	
		All the options granted under this Scheme have been vested.	All the options granted under this Scheme have been vested.	
(d)	Exercise price or pricing formula	₹ 11.17 per option	₹ 30.612 per option	i) ₹ 43.328 per option (72,00,000 options) ii) ₹ 159.00 per option (21,40,000 options) iii) ₹ 177.00 per option (2,50,000 options) iv) ₹ 202.00 per option (70,000 options) v) ₹ 199.00 per option (40,000 options)
(e)	Maximum term of options granted	5 years for exercising the options from the date of vesting	5 years for exercising the options from the date of vesting	5 years for exercising the options from the date of vesting
(f)	Source of shares (primary, secondary or combination)	Primary	Primary	Primary
(g)	Variation in terms of options	The vesting of options has been modified pursuant to shareholders' approval dated March 17, 2021, by delinking the vesting of options with filing of Red Herring Prospectus (RHP) by the Company and for the purpose of aligning the Scheme with compliance requirement of the SEBI (Share Based Employee Benefits) Regulations, 2014.	The vesting of options has been modified pursuant to shareholders' approval dated March 17, 2021 by linking the vesting of options to the date of listing of shares of the Company and to align the Scheme with compliance requirement of the SEBI (Share Based Employee Benefits), Regulations, 2014.	No Variation in terms of options. However, the Scheme was ratified and amended by the shareholders of the Company at their meeting held on June 28, 2022, to comply/ align with SEBI SBEB Regulations.
		During the year under review, there was no variation in terms of options.	During the year under review, there was no variation in terms of options.	
(ii)	Method used to account for ESOP Scheme-Intrinsic or Fair Value		Fair Value based on the Black-Scholes-Merton model.	
(iii)	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. The impact of this difference on profits and on EPS of the Company	Not applicable because the Company has accounted employee compensation in books using the fair value of options.		

S. No.	Particulars	ESOP Scheme 2011	ESOP Scheme 2018	ESOP Scheme 2021
(iv)	Option movement during Financial Year 2023-24:			
	(a) Number of options outstanding at the beginning of the year	3,60,000	Nil	65,25,000
	(b) Number of options granted during the year	Nil	Nil	1,10,000
	(c) Number of options forfeited/ lapsed during the year	Nil	Nil	9,25,000
	(d) Number of options vested during the year	Nil	Nil	18,57,500
	(e) Number of options exercised during the year	3,60,000	Nil	2,37,500
	(f) Number of shares arising as a result of exercise of options	3,60,000	30,000	5,07,500
	(g) Money realized by exercise of options (₹ in Million), if scheme is implemented directly by the Company	4.02	-	10.29
	(h) Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Not Applicable
	(i) Number of options outstanding at the end of the year	Nil	Nil	54,72,500
	(j) Number of options exercisable at the end of the year	Nil	Nil	25,70,000
(v)	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	Please refer Note No. 42 of the Standalone Financial Statements for the Financial Year 2023-24.		

S. No.	Particulars	ESOP Scheme 2011	ESOP Scheme 2018	ESOP Scheme 2021												
(vi)	Employee wise details of options granted during the Financial Year 2023-24 to:															
(a)	senior managerial personnel	Nil	Nil	<table border="1"> <thead> <tr> <th>Name & Designation</th> <th>Date of Grant</th> <th>No. of Options granted</th> <th>Exercise Price (₹)</th> </tr> </thead> <tbody> <tr> <td>Sreejit Madhavan Nair (CEO – Costa Coffee)</td> <td>07.11.2023</td> <td>70,000</td> <td>202.00</td> </tr> <tr> <td>Pradeep Das (CEO - KFC)</td> <td>18.12.2023</td> <td>40,000</td> <td>199.00</td> </tr> </tbody> </table>	Name & Designation	Date of Grant	No. of Options granted	Exercise Price (₹)	Sreejit Madhavan Nair (CEO – Costa Coffee)	07.11.2023	70,000	202.00	Pradeep Das (CEO - KFC)	18.12.2023	40,000	199.00
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(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	Nil	Nil	Nil												
(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.	Nil	Nil	Nil												
(vii)	Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Please refer Note No. 42 of the Standalone Financial Statements for the Financial Year 2023-24.														
(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;															
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;															

S. No.	Particulars	ESOP Scheme 2011	ESOP Scheme 2018	ESOP Scheme 2021
	(c)			
	(d)			