

Disclosures under SEBI (Share Based Employee Benefits) Regulations, 2014 - Financial Year 2017-18							
Sr No	Description	Motilal Oswal Financial Services Limited- Employees' Stock Option Scheme (Rs. 2) - III (ESOS-III)	Motilal Oswal Financial Services Limited- Employees' Stock Option Scheme (Rs. 5) - IV (ESOS-IV)	Motilal Oswal Financial Services Limited- Employees' Stock Option Scheme (Re. 1) - V (ESOS-V)	Motilal Oswal Financial Services Limited- Employees' Stock Option Scheme (Re. 1) - VI (ESOS-VI)	Motilal Oswal Financial Services Limited- Employees' Stock Option Scheme (Re. 1) - VII (ESOS-VII)	Motilal Oswal Financial Services Limited- Employees' Stock Option Scheme (Re. 1) - VIII (ESOS-VIII)
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.	Please refer Notes to Financial Statements forming part of Annual Report for the Financial Year 2017-18					
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20	Rs. 8.82/- per share					
<b>C. Details of Employees Stock Options</b>							
1	Date of Shareholder's Approval	February 03, 2006 and April 28, 2006	March 16, 2007 and July 09, 2007	December 04, 2007	July 08, 2008	August 22, 2014	July 27, 2017
2	Total Number of Options Approved Under ESOS	11,67,275	2,00,000	25,00,000	50,00,000	25,00,000	30,00,000
3	Vesting Requirements	As determined by Nomination and Remuneration Committee	As determined by Nomination and Remuneration Committee	As determined by Nomination and Remuneration Committee	As determined by Nomination and Remuneration Committee	As determined by Nomination and Remuneration Committee	As determined by Nomination and Remuneration Committee
4	Maximum Term of Options Granted	5 years	5 years	5 years	5 years	7 years	6 years
5	Source of Shares (Primary, Secondary or Combination)	Primary	Primary	Primary	Primary	Primary	Primary
6	Number of Options outstanding at the beginning of the period (2017-18)	9,250	-	9,94,090	4,26,669	21,89,590	-
7	Number of Options granted during the year	-	-	-	-	-	9,99,500
8	Exercise Price/Pricing formula	The Committee shall have the authority to determine the Exercise Price having regard to the valuation report of an independent practicing chartered accountant that may be based on such valuation method, as may be considered suitable by him, including but not restricted to the Net asset value method, discounted cash flow method, earnings capitalisation method, dividend yield model, etc. and may also rely upon the future projections of the Company which would be prepared by the management from time to time having regard to the future potential and prospects of the Company. The Committee shall in its absolute discretion, have the authority to grant the Options at such discount as it may deem fit.	The Committee is authorised to determine the Exercise Price having regard to the valuation report of an independent practicing chartered accountant that may be based on such valuation method, as may be considered suitable by him, including but not restricted to the Net Asset Value Method, Discounted Cash Flow Method, Earnings Capitalisation Method, Dividend Yield Model, etc. and may also rely upon the future projections of the Company which would be prepared by the management from time to time having regard to the future potential and prospects of the Company and the accounts of the previous period(s). The Nomination and Remuneration Committee, in its absolute discretion, have the authority to grant the Options at such discount as it may deem fit.	Exercise price shall be the closing price of the Company's equity shares quoted on the BSE immediately preceding the date of Grant of the Stock Options, which for this purpose shall be the date on which the Committee grant the Stock Options, discounted by such percentage as may be determined by the Committee in the best interest of the various stakeholders in the prevailing market conditions	Exercise price shall be the closing price of the Company's equity shares, prior to the date of grant of the options, on the stock exchanges where the highest trading volume is recorded, discounted/increased by such percentage as may be determined by the Committee.		
9	Number of Options Vested during the year	-	-	331762	118942	151450	-
10	Number of Options exercised during the year	-	-	4,37,950	73,442	1,14,690	-
11	Number of shares arising as a result of exercise of options (as of March 31, 2018)	-	-	4,37,950	73,442	1,14,690	-
12	Number of Options Lapsed/Forfeited during the year	9,250	-	-	-	-	9,99,500 (Options lapsed as on May 21, 2018)
13	Variation in terms of options up to March 31, 2018	-	-	The exercise period of the 13,98,500 stock options for ESOP Scheme V and 32,86,800 stock options for ESOP Scheme VI were extended from one year to three years by the Nomination and Remuneration Committee of the Board.  Due to the considerable fall in the share price of the Company, the ESOP exercise price of Rs. 208.70 per stock option had become unattractive to the option holders. Therefore, the Committee pursuant to provisions of Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, re-priced 90,000 options from ESOP Scheme V and 4,97,800 options from ESOP Scheme VI, to Rs. 165 per stock option from Rs. 208.70 per stock option. This was approved by the shareholders in the Annual General Meeting of the Company on 27th July, 2013.			
14	Money realized by exercise of options during the year (Rs.)	-	-	11,77,19,437.50	1,99,14,959.70	5,06,04,556.50	-
15	Number of Options outstanding at the end of the year (2017-18)	-	-	5,56,140	3,53,227	20,74,900	-
16	Number of Options Exercisable at the end of the year	-	-	32,500	90,200	-	-

17	Loan Repaid by the Trust during the year from exercise price received	Not Applicable					
18	<b>Employee Wise details of Options granted during the year:</b>						
	<b>i. Senior managerial personnel</b>						
	Motilal Oswal, Chairman & Managing Director	-	-	-	-	-	-
	Raamdeo Agarawal, Joint Managing Director	-	-	-	-	-	-
	Shalibhadra Shah, Chief Financial Officer	-	-	-	-	-	-
	Kailash Purohit, Company Secretary	-	-	-	-	-	-
	<b>ii. Any other Employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year</b>						
	<b>iii. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (exceeding outstanding warrants and conversion) of the company at the time of grant</b>						
19	Method used to account for ESOS - Intrinsic or fair value	Fair Value					
20	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.	Not Applicable					
21	Weighted average exercise prices and weighted average fair values of options separately for options whose exercise price either equals or exceeds or is less than the market prices of the stock.	Not Applicable	Not Applicable	Weighted average exercise price - Rs. 249.30 Weighted average fair value of option as on grant date - Rs. 111.42	Weighted average exercise price - Rs. 302.33 Weighted average fair value of option as on grant date Rs. 126.91	Weighted average exercise price 412.81 Weighted average fair value of option as on grant date - Rs. 165.99	Not Applicable
22	<b>A description of method and significant assumptions used during the year to estimate the fair values of options, including the following information:</b>	Not Applicable	Not Applicable	The Company opts for expensing employees stock options using fair value method. The fair value of the employees stock option has been determined using Black Scholes Method.			Not Applicable
	(a)(i) the weighted average values of share price	Not Applicable	Not Applicable	Weighted average fair value of share as on grant date - Rs. 249.30	Weighted average fair value of share as on grant date - Rs. 302.33	Weighted average fair value of share as on grant date - Rs. 412.81	Not Applicable
	(ii) expected volatility,	NA	NA	40%	40%	40%	NA
	(iii) expected option life,	Vesting Period - 2 months to 5 years Exercise period - 3 years		Vesting Period - 1 year to 5 years Exercise period - 3 years	Vesting Period - 1 year to 5 years Exercise period - 3 years	Vesting Period - 1 years to 7 years Exercise period - 3 years	
	(iv) expected dividends,	NA	NA	1%	1%	1%	NA
	(v) the risk-free interest rate and any other inputs to the model,	NA	NA	6.05% - 7.8%	6.05% - 7.8%	6.97% - 7.8%	NA
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;						
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	NA	NA	Expected volatility has been determined using company's historic share price information since listing. Daily volatility has been computed and average of all has been taken as expected volatility.			NA
	(d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	NA	NA	NA	NA	NA	NA

Place : Mumbai  
Date : August 21, 2018

For and on behalf of the Board of  
Motilal Oswal Financial Services Limited

Motilal Oswal  
Chairman and Managing Director  
(DIN : 00024503)