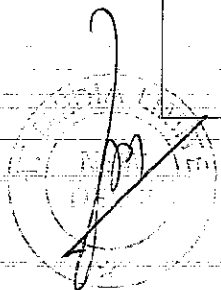
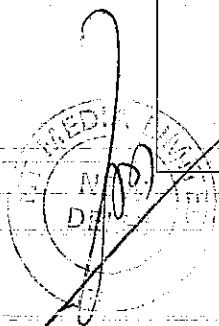


Details of the employee benefit scheme(s) of HT Media Limited

1.	Name of the Issuer:	HT Media Limited (the Company)
2.	Name of the Scheme:	(a) HTML Employee Stock Option Scheme (<i>HTML ESOS</i>); and (b) HTML Employee Stock Option Scheme - 2009 (<i>HTML ESOS 2009</i>)
3.	Date of implementation:	(a) October, 2005 for HTML ESOS (b) September, 2009 for HTML ESOS 2009
4.	Mode of Implementation (Trust/Direct):	Trust
5.	Brief particulars about the Scheme (modus operandi):	(a) HTML ESOS envisages acquisition of existing Equity Shares of HT Media Limited by " <i>HT Media Employee Welfare Trust</i> " (the " <i>Trust</i> "), for allocation / transfer of the said Equity Shares to Eligible Employees, in conformity with HTML ESOS. (b) HTML ESOS 2009 envisages allocation / transfer of existing Equity Shares of HTML to Eligible Employees in conformity with HTML ESOS 2009.
	Details of Trust, Trustees and their relationship with Promoters or Directors of the company	Desired details of the Trust are as under: (i) Name of Trust: HT Media Employee Welfare Trust (ii) Date of Formation of Trust: 25 th October, 2005 (iii) Details of the Trustee: Smt. Namrata Bhartia (Sole Trustee) 19, Friends Colony (West) New Delhi – 110065 (iv) Relationship with Promoters / Directors of the Company The Trustee is the wife of Shri Priyavrat Bhartia, Promoter Director; and is also related to the other two Promoter Directors, namely Smt. Shobhana Bhartia (as son's wife) and Shri Shamit Bhartia (as brother's wife).



6.	<p>Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements:</p>	<p>None of the promoters / persons belonging to the promoter group / directors, are beneficiaries under HTML ESOS or HTML ESOS 2009, except Shri Rajiv Verma, Chief Executive Officer and Wholetime Director of the Company (professional director and not a relative of promoters / promoter group). As at the end of financial year 2012, Shri Rajiv Verma held the following stock options:-</p>
		<p>(a) 261,500 stock options under HTML ESOS and</p> <p>(b) 95,550 stock options under HTML ESOS 2009</p> <p>Each option under both, HTML ESOS and HTML ESOS 2009, entitles him to one equity share of Rs.2/- each upon exercise.</p>
7.	<p>No. of shares held by Trust/any other agency managing the scheme as on the date of the circular:</p>	<p>As on the date of SEBI Circular dated 17th January 2013, 23,25,420 equity shares of Rs.2/- each of HT Media are held by HT Media Employee Welfare Trust, in the name of its Trustee.</p> <p>The Trust had acquired 468,044 Equity Shares of Rs.10/- each during FY 2006. The said shares were split into 23,40,220 Equity Shares of Rs.2/- each in FY 2007 due to stock split in the ratio of 1:5. <u>No fresh purchase of Equity Shares, either from secondary market or otherwise, was made thereafter.</u> Only change in the shareholding of Trust thereafter has been due to exercise of Options from time to time.</p>
8.	<p>How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given). Such date shall not be later than June 30, 2013.</p>	<p>1. The aforesaid shares currently held by the Trust shall be transferred to the option holders from time to time, upon the exercise of stock options. Balance shares will be transferred to options holders or otherwise dealt with by the Trustee in consultation with the Compensation Committee in such manner and within such time as may be prescribed by law.</p> <p>2. The equity shares of HT Media held by the Trust (in the name of Trustee) are held solely for the purpose of allocation / transfer to the Eligible Employees as per HTML ESOS and HTML ESOS 2009.</p>



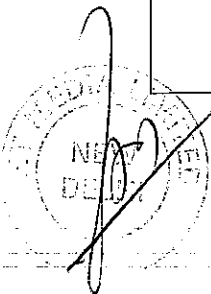
3. Since it is envisaged to transfer the shares of the Company from the Trust to the Eligible Employees only upon vesting and exercise of stock options by them, such transfer may not be possible by June 30, 2013. In view of the above, the compulsory disposal of shares held by the Trust in secondary market by June 30, 2013 will be detrimental to the interest of both the option holders and the Company.

4. Such disposal will be contrary to the objective for which these shares were acquired by the Trust, as the Trust never envisaged selling of Equity Shares so acquired, nor has it ever sold any shares in the open / secondary market; other than by way of transfer of shares to the option holders upon exercise under the Schemes.

5. We have already submitted a letter to the Securities and Exchange Board of India seeking confirmation on our following understanding of the applicable regulatory requirements:-

(a) Companies following the trust route for grant of stock options to their employees, shall not use the Trust/agency to acquire their own shares in future, for the purpose of honoring the exercise of options by option holders.

(b) In case of companies which have already created trusts under SEBI compliant ESOP/ESPS Schemes before the issue of the Circular, and such trusts hold shares of the company acquired from the secondary market; the shares so held on the date of the Circular i.e. January 17, 2013 shall be used only for the purpose of honoring exercise of options in future years and for no other purpose. In other words, these shares shall not be available and/or used for trading in the secondary market.



9. Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:

Name of the employee	Whether falling under Promoter/ promoter group/ directors	No. of entitled shares	% of such entitlement over the paid-up share capital	No. of shares transferred/ allotted to them/benefits of which is passed on to them out of (3)
(1)	(2)	(3)	(4)	(5)
-None-				

10. Details of secondary market purchases/sales by the company/Trust/any other agency managing the scheme if any, since April 01, 2012:

Sl. No.	Date/ time	Type of Transaction (Purchase/ Sale)	No. of Securities	Price at which Purchased/ sold
-None-				

