

## HT MEDIA LIMITED

### DETAILS OF EMPLOYEE STOCK OPTION SCHEME PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AS ON 31<sup>ST</sup> MARCH, 2017

- 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 Note no. 35 to the Standalone Financial Statements of the Company for the year ended March 31, 2017.

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

Rs 2.64 (for details refer disclosure provided in Note no. 31 to the Standalone Financial Statements of the Company for the year ended March 31, 2017).

- C. Details related to Employee Stock Option Scheme (ESOS):**

S. No.	Particulars	HTML Employee Stock Option Scheme		HTML Employee Stock Option Scheme - 2009
		Plan A	Plan B	Plan C
(i)	<b>A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:</b>			
	(a) Date of shareholders' approval	21.10.2005 as amended on 27 <sup>th</sup> August, 2013	30.11.2007 as amended on 27 <sup>th</sup> August, 2013	30.09.2009 as amended on 27 <sup>th</sup> August, 2013
	(b) Total number of options approved under ESOS	12,18,230	13,11,702	486,932
	(c) Vesting requirements	Not earlier than one year from the date of grant of options.  Vesting Period from the date of grant of options:  On completion of 12 months - 25% On completion of 24 months - 25% On completion of 36 months - 25% On completion of 48 months - 25%		Not earlier than one year from the date of grant of options  Vesting Period from the date of grant of options:  On completion of 12 months - 75% On completion of 24 months - 25%
	(d) Exercise price or pricing formula	Closing market price on the date prior to the date of grant (as per SEBI requirements)		

	(e) Maximum term of options granted	The Options granted under the Scheme shall be exercisable from the relevant Vesting Date till the completion of ten (10) years from the date of vesting of the last tranche of the Options		
	(f) Source of shares (primary, secondary or combination)	Secondary market acquisition		
	(g) Variation in terms of options	None during the year		
(ii)	<b>Method used to account for ESOS - Intrinsic or fair value.</b>	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for options issued under the ESOS.		
(iii)	<b>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.</b>  <b>The impact of this difference on profits and on EPS of the company shall also be disclosed.</b>	FY 2016-17 - Rs. 139.38 Lacs (Credit)  Had the fair value method been used, profits would have increased by Rs. 139.38 Lacs and basic and diluted EPS would have increased to Rs. 2.70		
(iv)	<b>Option movement during the year -</b>			
	Number of options outstanding at the beginning of the period	5,11,455	2,95,778	3,20,961
	Number of options granted during the year	-	-	-
	Number of options forfeited / lapsed during the year	13,595	1,62,514	37,439
	Number of options vested during the year	-	-	-
	Number of options exercised during the year	-	-	-
	Number of shares arising as a result of exercise of options	-	-	-
	Money realized by exercise of options, if scheme is implemented directly by the company (in Rs.)	Not applicable as the Scheme(s) are implemented through Trust		
	Loan repaid by the Trust during the year from exercise price received	Nil		
	Number of options outstanding at the end of the year	4,97,860	1,33,264	2,83,522
	Number of options exercisable at the end of the year	4,97,860	1,33,264	2,83,522

(v)	<p><b>Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.</b></p>	<ul style="list-style-type: none"> <li>• Where exercise price equals market price of shares: <ul style="list-style-type: none"> <li>- Weighted average exercise price of Options: Rs. 92.30 and Rs. 92.30, for HTML Employee Stock Option Scheme, i.e., Plan A and B respectively; and Rs.117.55, for HTML Employee Stock Option Scheme - 2009, i.e., Plan C</li> <li>- Weighted average fair value of Options: Rs. 50.05 and Rs. 50.62, for HTML Employee Stock Option Scheme, i.e., Plan A and B respectively; and Rs. 68.90, for HTML Employee Stock Option Scheme - 2009, i.e., Plan C</li> </ul> </li> <li>• Where exercise price exceeds or is less than market price of shares: <ul style="list-style-type: none"> <li>- Weighted average exercise price of Options: Not Applicable</li> <li>- Weighted average fair value of Option: Not Applicable</li> </ul> </li> </ul>											
(vi)	<p><b>Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -</b></p> <p>(a) senior managerial personnel;</p> <p>(b) any other employee who receives a grant in any one year of option amounting to 5% or more of options granted during that year; and</p> <p>(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.</p>	<p>No options were granted during the financial year 2016-17.</p> <table border="1" data-bbox="638 888 1536 1409"> <tr> <td data-bbox="638 888 967 968">-</td> <td data-bbox="967 888 1227 968">-</td> <td data-bbox="1227 888 1536 968">-</td> </tr> <tr> <td data-bbox="638 968 967 1142">-</td> <td data-bbox="967 968 1227 1142">-</td> <td data-bbox="1227 968 1536 1142">-</td> </tr> <tr> <td data-bbox="638 1142 967 1409">-</td> <td data-bbox="967 1142 1227 1409">-</td> <td data-bbox="1227 1142 1536 1409">-</td> </tr> </table>			-	-	-	-	-	-	-	-	-
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(vii)	<p><b>A description of the method and significant assumptions used during the year to estimate the fair value of options granted during the year including the following information:</b></p> <p>(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;</p>	<p>No options granted during the financial year 2016-17.</p> <table border="1" data-bbox="638 1650 1536 1885"> <tr> <td data-bbox="638 1650 1536 1885">-</td> </tr> </table>			-								
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	(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	-		
	(d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	-		
(viii)	<b>Disclosures in respect of grants made in three years prior to IPO under each ESOS-</b>	Not Applicable		
	Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.	-	-	-

#### D. Details related to Trust

S. No.	Particulars	HTML Employee Stock Option Scheme (Plan A and Plan B)	HTML Employee Stock Option Scheme - 2009 (Plan C)
(i)	<b>General information on all schemes</b>		
	Name of the Trust	HT Media Employee Welfare Trust	
	Details of the Trustee(s)	1. Shri Naresh Kumar Gupta 2. Shri Sudershan Kumar Bansal	
	Amount of loan disbursed by company / any company in the group, during the year	Nil	
	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs 2,003.78 Lacs (loan given by HT Media Limited)	
	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil	

	Any other contribution made to the Trust during the year	Nil	
(ii)	<b>Brief details of transactions in shares by the Trust</b>		
	(a) Number of shares held at the beginning of the year;	22,28,290 equity shares	
	(b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	Nil	
	(c) Number of shares transferred to the employees / sold along with the purpose thereof;	Nil	
	(d) Number of shares held at the end of the year.	22,28,290 equity shares	
(iii)	<b>In case of secondary acquisition of shares by the Trust</b>	<b>Number of Shares</b>	<b>As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained</b>
	Held at the beginning of the year	22,28,290	0.96%
	Acquired during the year	-	-
	Sold during the year	-	-
	Transferred to the employees during the year	-	-
	Held at the end of the year	22,28,290	0.96%