

**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, 2020**

- 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.34 to the Standalone Financial Statements of the Company for the year ended March 31, 2020.

- 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.11.53) (for details refer disclosure provided in Note no. 31 to the Standalone Financial Statements of the Company for the year ended March 31, 2020) (Face Value- INR 2/share).

- 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	2,006,597
	(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 2019-20 - Rs. 129.26 Lakhs (Credit)  Had the fair value method been used, profits would have increased by Rs. 129.26 Lakhs and basic and diluted EPS would have increased to (Rs.11.47)		
(iv)	<b>Option movement during the year-</b>			
	Number of options outstanding at the beginning of the period	3,63,260	83,264	2,12,101
	Number of options granted during the year	-	-	15,19,665
	Number of options forfeited / lapsed during the year	3,63,260	-	-
	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	Not applicable as the Scheme(s) are implemented through Trust		

	directly by the company (in Rs.)				
	Loan repaid by the Trust during the year from exercise price received	Nil			
	Number of options outstanding at the end of the year	-	83,264	17,31,766	
	Number of options exercisable at the end of the year	-	83,264	17,31,766	
(v)	<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>	<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. Nil and Rs. 92.30, for HTML Employee Stock Option Scheme, i.e., Plan A and B respectively; and Rs.31.77, for HTML Employee Stock Option Scheme 2009, i.e., Plan C</li> <li>- Weighted average fair value of Options: Rs Nil and Rs. 50.62, for HTML Employee Stock Option Scheme, i.e., Plan A and B respectively; and Rs.16.37, 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> </ul> </li> <li>• Weighted average fair value of Option: Not Applicable</li> </ul>			
(vi)	<b>Employee wise details</b>	<b>name of employee</b>	<b>designation</b>	<b>Number of options granted during the year</b>	<b>Exercise price of options granted</b>
	(a) senior managerial personnel;	Mr. Dinesh Mittal	Group General Counsel & Company Secretary	339,888	Rs. 19.80 per share
		Mr. Harshad Jain	CEO- Radio	500,000	
		Mr. Rajeev Beotra	Executive Director of subsidiary company Hindustan Media Ventures Limited	339,888	
		Mr. Zairus Master	CEO- Shine	339,889	
	(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	
	(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.	-
(vii)	<b>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</b>	
	(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;	i) the weighted-average values of share price: Rs. 19.80 (market price at the time of grant) ii) exercise price: Rs. 19.80 iii) expected volatility: 37.29% iv) expected option life: 6.625 years v) expected dividends: 1.01% vi) the risk-free interest rate: 6.64%
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	The Ind AS-102 "Share Based Payments" recommends calculation of the Fair value of options using the Black Scholes Options Pricing Model or any other binomial model. Since the Black Scholes model has been widely used globally for valuing employee stock options, we have used the same model for the purpose of our calculations
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The measure of volatility used in the Black-Scholes option-pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period to be considered for volatility has to be adequate to represent a consistent trend in the price movements. It is also important that movements due to abnormal events get evened out. Volatility is typically expressed in annualised terms that are comparable regardless of the time period used in the calculation, for example, daily, weekly or monthly price observations. Taking the aforesaid into consideration, we have considered <b>37.29%</b> volatility for the purpose of fair value calculation.
	(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</b>	Not Applicable

	<b>under each ESOS-</b>			
	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 Sudershan Kumar Bansal 2. Shri Anil Shankar Bhatnagar	
	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 Lakhs (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;	21,78,290 equity shares of HT Media Limited	
	(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;	5,44,572 equity shares of Digicontent Limited (DCL) were allotted pursuant to a Scheme of Arrangement u/s 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 between the Company and DCL and their respective shareholders and creditors. During the year, out of 5,44,572 equity shares of DCL, 1,03,701 equity shares have been sold by HT Media Employee Welfare Trust.	
	(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.	21,78,290 equity shares of HT Media Limited (HTML) and 4,40,871 shares of Digicontent Limited (DCL)	

(iii)	In case of secondary acquisition of shares by the Trust	Number of Shares	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
	Held at the beginning of the year	21,78,290 of HTML	0.94% - HTML
	Acquired during the year	5,44,572 of DCL	0.94% - DCL
	Sold during the year	1,03,701 of DCL	0.18% - DCL
	Transferred to the employees during the year	-	-
	Held at the end of the year	21,78,290 of HTML	0.94% - HTML
		4,40,871 of DCL	0.76% - DCL