

UFO Moviez India Ltd.

Regd. Office: Valuable Techno Park, Plot #53/1, Road #7, MIDC, Marol, Andheri (E), Mumbai – 400093

Tel: +91 22 40305060 Fax: +91 22 40305110

Email: investors@ufomoviez.com Website: www.ufomoviez.com;

CIN: L22120MH2004PLC285453

Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014

A) DISCLOSURE IN TERMS OF THE ‘GUIDANCE NOTE ON ACCOUNTING FOR EMPLOYEE SHARE-BASED PAYMENTS’ ISSUED BY ICAI:

Employee share based payment:

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments in form of employee stock options, whereby employees render services as consideration for equity instruments (equity settled transactions).

The cost is recognised in employee benefits expense, together with a corresponding increase in Stock Option Outstanding reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of equity instruments that will ultimately vest. The expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and the end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company’s best estimate of the number of equity instruments that will ultimately vest. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

B) DILUTED EPS ON ISSUE OF SHARES AS ON MARCH 31, 2018:

The following reflects the profit and share data used in the basic and diluted EPS computations:

(i) On standalone basis:

(Rs. In Lacs)

Particulars	March 31, 2018	March 31, 2017
Basic		
Net profit after tax as per statement of profit and loss for calculation of basic EPS	7,250.99	5,437.33
Net profit for calculation of basic EPS	7,250.99	5,437.33
Weighted average number of equity shares in calculating basic EPS	27,826,828	27,591,909
Earnings per share	26.06	19.71
Diluted		
Net profit for calculation of basic EPS	7,250.99	5,437.33
Weighted average number of equity shares in calculating basic EPS	27,826,828	27,591,909
Effect of dilutions on stock options granted under ESOP	48,023	5,929
Weighted average number of shares outstanding (including dilution)	27,874,852	27,597,838
Earnings per share	26.01	19.70

(ii) **On consolidated basis:**

(Rs. In Lacs)

Particulars	March 31, 2018	March 31, 2017
Basic		
Net profit attributable to equity holders of parent	6,285.65	6,051.48
Weighted average number of equity shares in calculating basic EPS	27,826,828	27,591,909
Basic Earnings per share	22.59	21.93
Diluted		
Net profit attributable to equity holders of parent	6,285.65	6,051.48
Weighted average number of equity shares in calculating basic EPS	27,826,828	27,591,909
Effect of dilutions for Share warrants / on stock options granted under ESOP	48,023	5,929
Weighted average number of shares outstanding (including dilution)	27,874,852	27,597,838
Diluted Earnings per share	22.55	21.93

C) **DETAILS RELATED TO ESOP:**

(i) **A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS:**

The Company has Employee Stock Option Scheme 2014 (ESOP Scheme 2014).

Sr. No.	Particulars	Details
a)	Date of shareholders' approval	The shareholders of the Company at their extra-ordinary general meeting held on November 20, 2014 had approved ESOP Scheme 2014.
b)	Total number of options approved under ESOS	11,50,000 options each convertible into one equity share of the Company. On December 12, 2014 the Compensation Committee had granted 932,500 options at an exercise price of Rs. 600/- per option to employees of the Company and certain subsidiaries. On April 3, 2018, the Board of Directors approved the grant of 208,578 options at an exercise price of Rs.400/- per option to the employees of the Company and its certain subsidiaries.
c)	Vesting requirements	25% of the options shall vest equally at the end of each year from the date of grant.
d)	Exercise price or pricing formula	Rs. 600/- per option for option granted on December 12, 2014. With the approval of the shareholders, the said exercise price revised to Rs.400/- per option.
e)	Maximum term of options granted	Options granted under ESOP Scheme 2014 would vest not earlier than one year and not later than six years from the date of grant of such options.
f)	Source of shares (primary, secondary or combination)	Primary

g)	Variation in terms of options	On April 3, 2018, the Board of Directors of the Company and on May 15, 2018 the shareholders of the Company had approved the amendment in ESOP Scheme 2014, whereby exercise price of existing outstanding options (419,002 vested options and 209,501 unvested options) got revised from Rs.600/- per option to Rs.400/- per option and its exercise period got extended upto December 11, 2020.
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(ii) Method used to account for ESOP:

The Company measures the cost of equity-settled transactions with employees using Black-Scholes Model to determine the fair value of the liability incurred on the grant date.

(iii) Difference between the employee compensation cost computed by using intrinsic value method and the employee compensation cost that shall have been recognised if it had used the fair value of the options:

The Company is using Black-Scholes model and hence difference between the employee compensation cost captured using intrinsic value method and the employee compensation cost that shall have been recognised if it had used the fair value of the options, cannot be derived.

(iv) Option movement during the year:

The details of activity under the ESOP Scheme 2014 are summarised below:

	March 31, 2018		March 31, 2017	
	Number of Options	Weighted Average Exercise Price (In Rs.)	Number of Options	Weighted Average Exercise Price (In Rs.)
Number of options outstanding at the beginning of the year	853,519	600	902,070	600
Number of options granted during the year	--	--	--	--
Number of options forfeited / lapsed during the year	(225,016)	600	(48,551)	600
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 realised by exercise of options (INR), if scheme is implemented directly by the Company	--	--	--	--
Loan repaid by the Trust during the year from exercise price received	--	--	--	--
Number of options outstanding at the end of the year	628,503	600	853,519	600
Number of options exercisable at the end of the year	419,002	600	426,760	600
Weighted average remaining contractual life (in months)	15	--	27	--

- (v) **Weighted – average exercise prices and weighted – average fair values of options (to be disclosed for options whose exercise price either equals or exceeds or is less than the market price of the stock):**

None of the employees have exercised their right to convert options granted to them into equity shares yet and hence weighted – average exercise prices and weighted – average fair values cannot be derived.

- (vi) **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:**

- (a) senior managerial personnel;

Status of Options granted to the Senior Managerial Personnel as on June 30, 2018 is as follows:

Sr. No.	Name of the Employee	Designation	No. of active options as on June 30, 2018
1.	Ashish Malushte	Chief Financial Officer	37,500
2.	Deepak Ranjan	Chief – Advertisement Sales	15,000
3.	K Suvarna	Chief – Commercial & Logistics	12,500
4.	Kapil Agarwal	Joint Managing Director	212,500
5.	Kaushik Mamania	Vice President – Engineering	17,500
6.	Pankaj Jaysinh Madhani	COO – Indian Operations	20,000
7.	Rajesh Mishra	CEO – Indian Operations	45,000
8.	Ram Sivakumar Iyer	Vice President – Content Operations & Revenue Assurance	12,500
9.	Sameer Chavan	Company Secretary	6,500
10.	Sanjay Chavan	Chief Technical Officer	27,500
11.	Siddharth Bhardwaj	Chief Marketing Officer – Head of Enterprise Sales	30,000
12.	Sushil Agrawal	Chief – Corporate Affairs	32,500
13.	Vishnu Patel	Chief Executive Officer – Special Projects	20,000

- (b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the 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

There are no employee of the Company to whom the Company has granted options amounting to 5% or more in any one year or equal to or exceeding 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company.

(vii) **A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

- (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;**

The assumption in Black-Scholes Model for calculating fair value as on the date of grant are:

Expected volatility	0.50%
Dividend yield	0.00%
Risk-free interest rate	8.10%
Weighted average share price	387.71
Exercise price	600.00
Expected life of options granted in years	3.50

- (b) **the method used and the assumptions made to incorporate the effects of expected early exercise;**

The Company measures the cost of equity-settled transactions with employees using Black-Scholes Model to determine the fair value of the liability incurred on the grant date.

- (c) **how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and**

As the Company was unlisted entity, volatility which is standard deviation of the daily closing price of stock, is assumed at 0.50%

- (d) **whether and how other features of the option grant were incorporated into the measurement of fair value, such as a market condition.**

The valuation exercise has been performed by RBSA Capital Advisors LLP, Category I Merchant Bankers, as of September 30, 2014 with most recent financial statements available, considering the market prospects, projections and existing business to that date.

Calculation of Fair Value of Equity as on September 30, 2014 on a consolidated basis is as follows:

	Method / Multiples	Equity Value (INR in Millions)	Weights Assigned	Weighted Average Equity Value (INR in Millions)
Income Approach	FCFF	12,466	20.00%	2,493
	FCFE	9,285	20.00%	1,857
Market Approach	EV / Sales	10,859	20.00%	2,172
	EV / EBITDA	12,237	20.00%	2,447
	Price to Earnings	10,621	20.00%	2,124
Value of the Operational Equity (Excluding Surplus Assets)			100.00%	11,094

After arriving at the Operational Equity Value of the Company, following adjustments were considered to derive the Post Money Equity Value as on September 30, 2014:

- Addition of surplus assets of INR 149.45 million that were part of then current investments in Mutual Funds
- Addition of Non-Current investments in Associates as on March 31, 2014 of INR 55.02 million
- Deduction of Non-Controlling Interest in the subsidiary companies as on March 31, 2014 of INR 841.02 million

Particulars	INR in Millions
Value of the Operational Equity (Excluding Surplus Assets)	11,094
Add: current investments in Mutual Funds as on September 30, 2014	149
Add: Non-Current investments in Associates as on March 31, 2014	55
Value of the Equity (Including Surplus Assets)	11,298
Less: Non-Controlling Interest as on March 31, 2014	841
Value of Equity as on September 30, 2014	10,457

Calculation of Fair Value of Equity on per share basis as on September 30, 2014, based on the estimated Fair Value of Equity is as follows:

Value per Equity Share on fully diluted basis:

Particulars		
Value of Equity (INR in Million)		10,457
No. of Equity Shares as on September 30, 2014	25,897,669	
Add: Equity Shares against Options	1,714,540	27,612,209
Value per Equity Share (INR)		378.71

DISCLOSURES IN RESPECT OF GRANTS MADE IN THREE YEARS PRIOR TO IPO UNDER EACH ESOP SCHEMES:

Currently, the Company operates the ESOP Scheme 2014 and as on June 30, 2018; 823,269 numbers of stock options are outstanding and exercisable, the details of the same is as under:

No. of Options Approved for Grant under Scheme	11,50,000
No. of options granted on December 12, 2014 (Exercised Price – Rs. 600/- per option when granted)	9,32,500
No. of options granted on April 3, 2018 (Exercise Price – Rs. 400/- per option)	2,08,578
No. of options forfeited /lapsed /-cancelled over the period	3,17,809
No. of Options outstanding as on date (Exercise Price of outstanding active options granted on December 12, 2014 reduced to Rs.400/- per option with approval of shareholders)	8,23,269
No. of options exercised	Nil
Total number of equity shares arising as a result of exercise of options	Nil
No. of options vested (excluding options that have been exercised)	4,11,729
