

**DISCLOSURES PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014, READ WITH SEBI CIRCULAR DATED JUNE 16, 2015 ON ESOP DISCLOSURES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017.**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
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 to Notes Nos. 35 contained in the Notes to Financial Statements forming part of Annual Financial Statements for the Financial Year ended on March 31, 2017
B)	Diluted EPS on issue of shares pursuant to ESOP Scheme covered under the regulations in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	₹ (2.12) (Please refer Note 31 of the Standalone Financial Statements of the Company)
C)	<b>Details Related to ESOS</b> (i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP including:	Presently the Company has only one ESOP Scheme namely – SITI ESOP 2015
	a) Date of Shareholders' approval	August 27, 2015
	b) Total number of options approved under ESOP	33,881,656 Stock Options
	c) Vesting requirements	Options granted under SITI ESOP 2015 scheme would vest not less than one year and not more than five years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest.  The specific vesting schedule and conditions, if any, subject to which vesting would take place would be outlined in the Letter of Grant given to the Grantee at the time of the Grant of Options.
	d) Exercise price or pricing formula	The pricing formula as approved by the Shareholders of the Company, shall be the ' <i>market price</i> ' as per the applicable regulations. Pursuant to the 'Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014' the ' <i>market price</i> ' shall mean the latest available closing price on a recognized stock exchange on which the shares of the Company are listed on the date immediately prior to the relevant date. In case of the Company, the shares are listed on National Stock Exchange of India Limited and BSE Limited, the ' <i>market price</i> ' shall be the closing price on the Stock Exchange having higher trading volume.
	e) Maximum term of options granted	Options granted under SITI ESOP 2015 scheme shall be capable of being exercised within a period of four years from the date of each Vesting of the respective Employee Stock Options.
	f) Source of shares (primary, secondary or combination)	Primary
	g) Variation in terms of options	No Variation in terms of options.
	(ii) Method used to account for ESOS - Intrinsic or fair value	Fair value

<p>(iii) Where the Company has calculated the employee compensation cost using the intrinsic value of the stock 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. The impact of this difference on profits and on EPS of the Company shall also be disclosed.</p>	<p>Please refer to Note No. 35 contained in the Notes to Financial Statements forming part of Annual Financial Statements for the Financial Year ended on March 31, 2017</p>
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S. No.	Particulars	Details																		
	(iv) Option Movement during the year																			
	Number of options outstanding at the beginning of the period i.e., April 1, 2016	4,663,500																		
	Number of options granted during FY 2016-17	Nil																		
	Number of options forfeited /lapsed during FY 2016-17	233,100																		
	Number of options vested during FY 2016-17	2,331,750																		
	Number of options exercised during FY 2016-17	135,000																		
	Number of shares arising as a result of exercise of options FY 2016-17	135,000																		
	Money realized by exercise of options (INR), if scheme is implemented directly by the company, during FY 2016-17	₹ 4,164,750																		
	Loan repaid by the Trust during the year from exercise price received	Not Applicable																		
	Number of options outstanding at the end of the year i.e., March 31, 2017	4,295,400																		
	Number of options exercisable at the end of the year i.e., March 31, 2017	2,196,750																		
	(v) Exercise prices and 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>March 31, 2017</b>																		
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Options Vested (50%)</th> <th style="text-align: center;">Options to be Vested (35%)</th> <th style="text-align: center;">Options to be Vested (15%)</th> </tr> </thead> <tbody> <tr> <td style="text-align: right;">23,31,750</td> <td style="text-align: right;">16,32,225</td> <td style="text-align: right;">699525</td> </tr> <tr> <td style="text-align: right;">14.63</td> <td style="text-align: right;">17.49</td> <td style="text-align: right;">19.14</td> </tr> <tr> <td style="text-align: right;">30.85</td> <td style="text-align: right;">30.85</td> <td style="text-align: right;">30.85</td> </tr> <tr> <td style="text-align: right;">39.05</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: right;">30.85</td> <td style="text-align: right;">30.85</td> <td style="text-align: right;">30.85</td> </tr> </tbody> </table>	Options Vested (50%)	Options to be Vested (35%)	Options to be Vested (15%)	23,31,750	16,32,225	699525	14.63	17.49	19.14	30.85	30.85	30.85	39.05	-	-	30.85	30.85	30.85
Options Vested (50%)	Options to be Vested (35%)	Options to be Vested (15%)																		
23,31,750	16,32,225	699525																		
14.63	17.49	19.14																		
30.85	30.85	30.85																		
39.05	-	-																		
30.85	30.85	30.85																		
	No. of options	23,31,750																		
	Fair value on grant date	14.63																		
	Share price at grant date	30.85																		
	Fair value at exercise date	-																		
	Exercise price	30.85																		
	(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:																			
	<b>(a) Senior Managerial Personnel:</b>																			
	<b>Name of Employee</b>	<b>Designation</b>																		
	<b>Options granted during FY 2016-17</b>	<b>Exercise Price</b>																		
	No Options granted during the year.																			
	<b>(b) 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>Name of Employee</b>	<b>Designation*</b>																		
	<b>Options granted</b>	<b>Year of Grant</b>																		
	<b>Exercise Price</b>																			
	V.D. Wadhwa	Executive Director & CEO																		
	1,500,000	2015-16																		
	30.85																			
	Vinay Chandhok	COO - Operations - CATV																		
	500,000	2015-16																		
	30.85																			

(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:

Name of the Employee	Designation	Options Granted	Year of Grant	Exercise Price
Sanjeev Mahajan^	COO - Operations - BB	180000	2015-16	₹30.85
Anil Kumar Malhotra	COO- Strategy and Compliances	180000		
Bibhash Jha	Head - Content & Programming	180000		
Anil Jain	Chief Financial Officer	180000		
Sanjay Jindal	Head - Project	90000		
Pankaj Dhingra	Chief Human Resources Officer	90000		
Anil Jhamb^	CTO - Broadband	90000		
Sanjay Arya	Vice President - Technology	90000		
Shailender Godara	Vice President - Sales & Operations	90000		
Shwetank Garg^	Vice President - Sales & Operations	90000		
Rohitashaw Mohan Sharma^	Vice President - Sales & Operations	90000		
Ratan Deep Sharma	Vice President - Sales & Operations	90000		
Sanjeev Tandon	Vice President - Sales & Operations	100000		
Rahul Vyas	Vice President - Sales & Operations	50000		
Himanshu Modi	Director in subsidiary	200000		
Mukund Galgali	Director in subsidiary company	50000		
Dinesh Kanodia	Director in subsidiary company	50000		
Vikas Somani	Director in subsidiary company	50000		

^ Resigned during the financial year 2016-17

(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 number of options fair value on grant date, share price at grant date, fair value at exercise date, exercise price, expected volatility, expected life, expected dividends, risk-free interest rate and any other inputs to the model

	March 31, 2017		
	Options Vested (50%)	Options to be Vested (35%)	Options to be Vested (15%)
No. of options	23,31,750	16,32,225	699525
Fair value on grant date	14.63	17.49	19.14
Share price at grant date	30.85	30.85	30.85
Fair value at exercise date	39.05	-	-
Exercise price	30.85	30.85	30.85
Expected volatility	39.82%	44.49%	43.47%
Expected life	Three years	Four Years	Five Years
Expected dividends	0.00%	0.00%	0.00%
Risk-free interest rate (based on government bonds)	7.80%	7.79%	7.88%

	(b) the method used and the assumptions made to incorporate the effects of expected early exercise:- Not Applicable
	(c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility - Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time since its flotation on the Stock Exchange. No special features inherent to the options granted were incorporated into measurement of fair value
	(d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition. – Not Applicable