



REGULATION 10(b) OF SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014

Description of Scheme:

Employee Stock Option Plan 2022- Bodhi Tree Multimedia Ltd. (BTML Employee Stock Option Plan 2022)

(Pursuant to SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015)

1.	Authorized Share Capital of the Company	As on date Equity Share Capital: Rs. 12,50,00,000/- divided into 1,25,00,000 Equity Shares of Rs. 10/- each.
2.	Issued Share Capital of the Company as on date of Institutional of the Scheme / amending of the scheme	As on the date of institution/amendment of the Scheme i.e. September 30, 2022: Equity Share Capital - Rs. 12,49,60,000/- divided into 1,24,96,000 Equity Shares of Rs. 10/- each.
3.	Date of institution of the Scheme/ amending of the scheme	Date of institution of the Scheme: September 30, 2022
4.	Validity period of the scheme	BTML Employee Stock Option Plan 2022 shall continue to be in force until (i) its termination by the Board or the Nomination & Remuneration Committee of Board as authorized or (ii) the date on which all of the Employee Stock Options available for issuance under the BTML Employee Stock Option Plan 2022 have been issued and exercised, whichever is earlier.
5.	Date of notice of AGM/EGM for approving the scheme / for amending the scheme / for approving grants under regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014	Date of notice of Annual General Meeting approving the scheme is September 07, 2022.
6.	Date of AGM/EGM approving the scheme / amending the scheme / approving grants under regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014	Date of notice of Annual General Meeting approving the scheme is September 07, 2022.
7.	Kind of benefit granted under the Scheme	ESOP(s) exercisable into equity shares.



BODHI TREE MULTIMEDIA LIMITED

507,5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.:022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com

CIN: U22211MH2013PLC245208



8.	Identity of classes of persons eligible under the scheme: (i) Permanent employees (ii) Permanent employees outside India (iii) Permanent employees of subsidiary (iv) Permanent employees of holding company (v) Permanent employees of associate company (vi) Whole –time directors	The following classes of persons are eligible: (i) Permanent employees: Yes (ii) Permanent employees outside India: Yes (iii) Permanent employees of subsidiary: Yes (iv) Permanent employees of holding Company: Yes (v) Permanent employees of associate Company: No (vi) Whole-time directors: Yes Following class of employees are also eligible: i) a Director being an Independent Director ii) an employee on contractual basis But all above categories shall exclude: (a) an employee who is a Promoter or belongs to the Promoter Group; (b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company;
9.	Total number of shares reserved under the scheme, as applicable	20,00,000 Equity Shares*
10.	Number of shares entitled under the grant	20,00,000 Equity Shares*
11.	Total number of grants to be made	20,00,000 Equity Shares*
12.	Maximum number of shares, options, SARs or benefits to be granted per employee per grant and in aggregate	20,00,000 Equity Shares*
13.	Exercise price or pricing formula	Exercise Price shall be the price as may be determined by the Nomination and Remuneration Committee (NRC).
14.	Whether any amount payable at the time of grant? If so, quantum of such amount	No
15.	Lock-in period under the scheme:	The Shares issued upon Exercise shall be freely transferable and shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that under the Securities and



BODHI TREE MULTIMEDIA LIMITED

507,5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.:022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com

CIN: U22211MH2013PLC245208



		Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or Code of Conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
16.	Vesting Period under the scheme	Options granted under ESOP 2022 would vest not earlier than one year and not later than five years from the date of grant of such options, as may be determined by the Nomination and Remuneration Committee.
17.	Maximum period within which the grant shall be vested	5 years from the date of grant of the option.
18.	Exercise Period under the plan	The Exercise Period in respect of a Vested Option shall be a maximum period of 5 (Five) years from the date of Vesting of Options.
19.	Whether employee can exercise all the options or SARs vested at one time?	Yes, the manner and format would be prescribed by the Nomination and Remuneration Committee.
20.	Whether employee can exercise vested options or SARs at various points of time within the exercise period?	Yes.
21.	Whether scheme provides for the procedure for making a fair and reasonable adjustment to the number of options or SARs and to the exercise price in case of rights issues, bonus issues and other corporate actions? Clause in Scheme describing such adjustment.	A fair and reasonable adjustment shall be made to the Options granted upon any Corporate Action(s) such as Rights Issue, Bonus Issue, merger, sale of undertaking, etc. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total face value of the Options granted under the Plan remains the same after any such Corporate Action.
22.	Description of the appraisal process for determining the eligibility of employees under the scheme.	Appraisal process for determining the eligibility of the Employees will be based on designation, criticality, high potential; tenure of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.



BODHI TREE MULTIMEDIA LIMITED

507,5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.:022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com

CIN: U22211MH2013PLC245208



23.	The specified time period within which vested options or SARs are to be exercised in the event of termination or resignation of an employee	Vested Options: All Vested Options as on date of submission of resignation may be exercised by the Option grantee by the last working day with the Company Unvested options: All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
24.	The specified time period within which options or SARs to be exercised in the event of death of the employee	In case of death, minimum vesting period shall not be applicable and all the Unvested Options shall vest with effect from date of the Death or Permanent Incapacity.
25.	Whether scheme provides for conditions under which options, SARs or benefits vested in employees may lapse in case of termination of employment for misconduct? Clause in Scheme describing such adjustment	Yes. Vested Options: All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. Unvested options: All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
26.	Whether scheme provides for conditions for the grant, vesting and exercise of options, SARs or benefits in case of employees who are on long leave? Clause in scheme describing such adjustment	No. However, the scheme authorises the Nomination and Remuneration Committee of the Company to determine the procedure and terms for the grant, vest and exercise of employee stock options in case of employees who are on long leave.
27.	Whether amount paid/payable by the employee at the time of the grant of the options, SARs or benefits will be forfeited if the employee does not exercise the same within the exercise period? Clause in scheme describing such adjustment	No amount is payable at the time of grant.



BODHI TREE MULTIMEDIA LIMITED

507,5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.:022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com

CIN: U22211MH2013PLC245208



28.	Details of approval of shareholders pursuant to regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014 with respect to: • Grant to employees of subsidiary or holding or associate company • Grant to identified employees, 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	Not applicable
29.	Details of the variation made to the scheme along with the rationale therefore and the details of the employees who are beneficiary of such variation	Not applicable

* The Annual General Meeting (AGM) notice dated 7th September 2022 mentions total number of options to be granted as 4,00,000 Equity shares. However, shareholders of the Company passed an Ordinary resolution dated 6th September 2022 through Postal ballot approving issue of Bonus shares. Hence, the number of shares to be granted under the scheme have been increased from 4,00,000 Equity shares to 20,00,000 Equity shares.

For BODHI TREE MULTIMEDIA LIMITED

Mautik
Ajit Tolia

Digitally signed
by Mautik Ajit
Tolia
Date: 2022.09.30
19:31:03 +05'30'

MAUTIK AJIT TOLIA
MANAGING DIRECTOR
DIN: 06586383



BODHI TREE MULTIMEDIA LIMITED

507,5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.:022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com
CIN: U22211MH2013PLC245208