

# Long Term Incentives 2.0

## *A Workshop for Rewards Leaders*

*This intensive workshop is designed to equip senior rewards professionals with a deep understanding of long-term incentive (LTI) design and management. The program begins by covering foundational concepts of equity and cash-based LTI programs to ensure a common baseline before moving on to advanced areas such as performance-based plan structures, selection of performance metrics, treatment of awards during mergers & demergers, addressing underwater options, and strategic considerations in pre-IPO companies.*

*The agenda also includes sessions on ESOP valuations, carried interest plan design and navigating regulatory frameworks and proxy advisor perspectives, enabling attendees to design effective, compliant and business-aligned LTI programs. A central theme throughout the workshop is how well-crafted and well managed LTI program can directly connect rewards to sustainable shareholder returns driving consistent value creation over time.*

# Long-Term Incentives 2.0: Workshop Overview

#	Topic	Details
1.	Getting Basics Out of Way	<ul style="list-style-type: none"> <li>a. Classification of Awards:               <ul style="list-style-type: none"> <li>a) Basis Currency of Settlement: Equity Settled vs. Cash Settled</li> <li>b) Basis Instrument Structure: Appreciation based vs. full value awards</li> </ul> </li> <li>b. Nuances of All Instruments:               <ul style="list-style-type: none"> <li>a) Working Mechanism</li> <li>b) Taxation overview (Listed Companies and Unlisted Companies)</li> <li>c) Accounting / Expensing Overview</li> </ul> </li> </ul>
2.	Navigating the Regulatory Landscape	<p>A deep-dive into staying compliant with complex Indian regulatory environment:</p> <ul style="list-style-type: none"> <li>a. SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021</li> <li>b. SEBI LODR Regulations; SEBI ICDR Regulations; SEBI PIT Regulations</li> <li>c. Companies Act – 2013</li> <li>d. Industry Specific Regulations Impacting Plans: RBI and IRDAI</li> </ul>
3.	Fair Valuation of Equity Based Incentives	<ul style="list-style-type: none"> <li>a. Why do fair valuation? Where all is it used?</li> <li>b. Classification of Share-based Payments per IND AS – 102</li> <li>c. Vesting Conditions and Fair Value Determination               <ul style="list-style-type: none"> <li>a) Service Conditions</li> <li>b) Performance conditions                   <ul style="list-style-type: none"> <li>i. Non-Market Related Conditions</li> <li>ii. Market Related Conditions</li> </ul> </li> </ul> </li> <li>d. Black-Scholes Merton Model</li> <li>e. Expense Amortization               <ul style="list-style-type: none"> <li>a) Equity classified awards</li> <li>b) Liability classified awards</li> </ul> </li> </ul>
4.	LTI Design Process	<ul style="list-style-type: none"> <li>a) Influence of Corporate Life-Cycle Stage on Plan Design</li> <li>b) Definition of Plan Objective and Drivers of Plan Eligibility</li> <li>c) Selection of Plan Instrument(s)</li> <li>d) Approaches to quantum / grant size determination</li> <li>e) Defining Key Elements of Plan Structure: Grant Frequency, Vesting conditions (time / performance). Performance &amp; Vesting relationship, Vesting period &amp; schedule. Exercise period, Termination provisions, Lock-ins</li> <li>f) Imperatives for Unlisted Companies: Grant timing, Liquidity Provisions. Lock-Ins, Tag-along, Drag Rights, ROFR, Protecting employee, company and shareholders from pitfalls</li> <li>g) Risk and Governance</li> </ul>

*All sessions are embedded with DIY activities / Case studies / Market Insights to strengthen the learning*

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5.	Perf. Based Plans (PSUs / PBRsUs) – Deep Dive	<ul style="list-style-type: none"> <li>a. Architecture and Nuances of PSUs / PBRsUs               <ul style="list-style-type: none"> <li>a) Performance Metrics and Weightages</li> <li>b) Award Frequency</li> <li>c) Performance and Vesting Period</li> <li>d) Performance and Vesting Relationship</li> <li>e) Structure of Upside Leverage</li> </ul> </li> <li>b. Selection of Performance Metrics               <ul style="list-style-type: none"> <li>a) Tenets of Value Creation</li> <li>b) Influence of Corporate Life-Cycle Stage on Performance Metrics</li> <li>c) Market (e.g., RTSR) and Non-Market Based Metrics</li> <li>d) Governance Check on Performance Metrics</li> </ul> </li> </ul>
6.	Special Topics	<ul style="list-style-type: none"> <li>a. Introduction to Carry Plan Structures</li> <li>b. Pre-IPO equity compensation considerations for companies</li> <li>c. Direct vs. Trust Route</li> <li>d. Secondary Market Purchase Considerations</li> <li>e. Addressing underwater Stock Options               <ul style="list-style-type: none"> <li>a) Exploring Alternatives</li> <li>b) Governance Considerations</li> </ul> </li> <li>f. Treatment of Outstanding Awards upon Mergers and Amalgamations               <ul style="list-style-type: none"> <li>a) Merger / Amalgamation with Consideration</li> <li>b) Merger / Amalgamation without Consideration</li> <li>c) Intrinsic Value / Fair Value approaches</li> </ul> </li> <li>g. Treatment of Outstanding Awards upon Demerger               <ul style="list-style-type: none"> <li>a) Shareholder Approach</li> <li>b) Employee Alignment Approach</li> <li>c) Intrinsic Value / Fair Value approaches</li> </ul> </li> </ul>
7.	Proxy Advisors' View	<ul style="list-style-type: none"> <li>a) Assessment Parameters Used by Proxy Advisors</li> <li>b) Examples of Best-in-Class Shareholder Resolutions</li> <li>c) Examples of "For" and "Against" Resolutions</li> </ul>

**All sessions are embedded with DIY activities / Case studies / Market Insights to strengthen the learning**

# Feedback from Previous Workshops

## What our past participants have to say about the workshop

*Anubhav Gupta and his team of Exec-Rem Advisors have delivered an excellent workshop on Long Term Incentives (LTI 2.0 Workshop) on 28th and 29th November 2025 in BKC Mumbai. The workshop had a well blended combination of content on the subject with many exercises for the participants to complete concomitant with the content, to get a full understanding of the subject. Anubhav himself is an authority on ESOPs in India and the coverage of content on this complex subject by him is intense, contemporary and detailed. The programme has depth and breadth while covering the nuances of Finance, Accounting standards, BSM cost to company calculations. The workshop is delivered in discussion mode with the participant involvement being total. The workshop is essentially for C&B executives, HR heads and all those who are interested in upskilling themselves in a complex but very important subject in strategic HR. This is a unique workshop and one of its kind in India.*

*~ Mr. Yogi Sriram*

*Consultant - Strategic Human Resources, Governing Council / Board Member in Multiple Academic Institutions*

*In November, I had the opportunity to attend a two-day workshop, "Long Term Incentives 2.0," led by Anubhav. The workshop was designed to cover all aspects of long-term incentives, including understanding business objectives, setting a compensation philosophy, designing cash- and equity-based plans, as well as governance and regulatory issues.*

*What I loved most about the workshop were the several real-life examples that Anubhav shared from his rich experience throughout the two days. In addition, he gave us hands-on experience in designing long-term incentives by working through multiple cases. Anubhav's inputs, the program content, and the sharing of experiences by the participants together made the workshop a delightful learning experience. I strongly recommend this program to anyone who wishes to master the practice of long-term incentives.*

*~ Mr. Zubin Mulla*

*Professor at Tata Institute of Social Sciences*

*This was one of the rare sessions that struck the perfect balance between practical application and theoretical depth. Complex concepts were broken down with remarkable clarity, making things incredibly easy to understand. For HR leaders (CHROs) and Rewards Heads, this workshop is truly a must-attend. The concepts and frameworks shared go far beyond policy design—they help you understand how LTIPs can be strategically leveraged to drive broader business goals, enhance long-term value creation and assess their financial impact with more precision. It provides a clear line of sight between reward decisions and organizational outcomes, making it invaluable for anyone shaping talent, rewards and overall business strategy.*

*Highly recommended!*

*~ Mr. Rahul Baunthiyal*

*Group Vice President Human Resources at Hinduja Group*

*The LTI 2.0 workshop was extremely valuable. The discussions were relevant, well-paced, and practical, with clear takeaways that can be applied immediately. The frameworks and examples shared will help leaders design long-term incentive plans aligned with business outcomes and talent priorities. A great forum for learning, reflection, and exchanging perspectives on modern LTI design.*

*~ Ms. Arushi Ajay*

*Head of Total Rewards at Airtel*

*The LTI 2.0 workshop by the Exec-Rem team was a masterclass on Long Term Incentives which covered everything from design methodology to execution concepts. The workshop also covered in detail different LTI instruments along with compliance and statutory aspects related to LTI.*

*The pedagogy involved practice exercises on the concepts learned, case- based discussions and brainstorming sessions which enabled holistic learning*

*I would recommend the workshop for all practitioners to learn and understand the role of LTI in executive remuneration and how it can be leveraged to achieve the organization's objectives*

*~ Mr. Prateek Goyal*

*Manager - Performance & Rewards at Tata Consumer Products Ltd.*

# Feedback from Previous Workshops

## What our past participants have to say about the workshop

*What stood out was the depth. The program went well beyond the basics of Long-Term Incentives - equity and cash-based instruments. This program unpacked the design, application, and nuances of instruments such as ESOPs, RSUs, SARs with a level of detail that HR and Rewards practitioners rarely get the time to understand and explore in one place.*

*This was a highly intense 2-days workshop and for me, the sessions on performance-based RSUs (PBRsUs) were particularly valuable — not just from a design lens, but in terms of the measures used for vesting, trade-offs, and practical realities across different contexts. The inclusion of valuation of the grant, taxation, accounting, and other deep technical perspectives added another layer of rigor to what is already a complex subject. What made it powerful was not just what was covered, but how - linking design choices to performance measures, governance, and long-term value creation.*

*What made the learning stick were the well-designed case studies, table discussions, and real-life examples that allowed participants to test thinking, challenge assumptions, and learn from peers in the room. The conversations were as enriching as the content itself.*

*Anubhav is outstanding as the subject matter expert in this field, clear, grounded, and deeply experienced, with the ability to translate complexity into practical insight.*

*For anyone in HR, Total Rewards, or Compensation looking to strengthen their understanding of long-term incentives in a meaningful, applied way, this is a program very worth investing time in. The knowledge gained from this workshop will enable the participants to design long-term incentives that actually drive behavior and value.*

*~ Ms. Anjana Menon  
Senior Rewards Advisor*

*The workshop on Long Term Incentives 2.0 was very well put together by Anubhav and his team and was genuinely insightful. What stood out to me was the balance between introducing new concepts and reinforcing fundamentals — it helped connect the dots in a meaningful way.*

*The cohort added a lot of value to the discussions, bringing in diverse perspectives, and the case studies were particularly useful in grounding the theory in real-world scenarios. I also appreciated how practical and relevant the examples were—they weren't just academic but directly applicable to the challenges we face.*

*Overall, it was a thoughtfully designed session that was both engaging and useful, with takeaways that I can see myself applying in my work.*

*~ Mr. Vikash Singh  
Senior Vice President Human Resources at Premji Invest*

## Upcoming Workshop

<b>Workshop Fee</b>	₹ 75,000 + Taxes per Participant (Non-Residential)
<b>Workshop Dates</b>	7 <sup>th</sup> and 8 <sup>th</sup> August 2026
<b>Timing</b>	09:30 AM – 06:00 PM
<b>Venue</b>	Trident, Bandra Kurla Complex (BKC), Mumbai
<b>Contact</b>	info@exec-rem.com
<b>Website</b>	<a href="http://www.exec-rem.com">www.exec-rem.com</a>



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