

ESOP Annexure

Disclosure pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Sl. No.	Particulars	2025-26	
		ESOP Scheme 2001	ESOP Scheme 2005
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 note no. 26 of notes to the accounts forming part of standalone financial statement for the FY 2025-26.	
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations	N.A.	N.A.
C.	Details related to ESOS		
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including :		
	(a) Date of shareholders' approval	February 27, 2001	September 6, 2005
	(b) Total number of options approved under the scheme	3,16,80,000	4,61,94,688
	(c) Vesting requirements	upto 4 years	upto 4 years
	(d) Exercise price / Pricing formula	29,015,686@11.25 1,760,000@0.45 4,380,000@35.00 142,530@0.00 5,665,216 @5.00 40,000@60.00 25,000@110.50	Exercise Price not less than the par value of the Equity Share and not more than the price prescribed under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 on Grant Date
	(e) Maximum term of options granted	7 years from the grant date	7 years from the grant date
	(f) Source of shares	Primary	Secondary
	(g) Variation in terms of ESOPs	NIL	Please refer notes.
(ii)	Method used to account for ESOS - Intrinsic or fair value	The Company uses the fair value based method of accounting for stock options which is in accordance with IND AS 102	
(iii)	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. The impact of this difference on profits and on EPS of the company shall also be disclosed.	N.A.	N.A.
(iv)	Options Movement during the year		
	Number of options outstanding at the beginning of the period	0	4,012,331
	Number of options granted during the year	0	1,825,037
	Number of options forfeited / lapsed	0	110,125
	Number of options vested during the year	0	2,723,910
	Number of options exercised during the year	0	2,566,309
	Number of shares arising as a result of exercise of options	0	2,566,309
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Since ESOP Schemes are implemented through trust, same is not applicable.	
	Loan repaid by the Trust during the year from exercise price received*	2,884,789,462	
	Number of options outstanding at the end of the year	0	3,160,934
	Number of options exercisable at the end of the year	0	1,438,084
(v)	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.		
	a) Weighted average exercise price	a) ₹ 11.25; ₹ 0.45; ₹ 35.00; ₹ 0.00; ₹ 5.00; ₹ 60.00; ₹ 110.50 respectively	132.22

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	b) Weighted average fair value	b) NA; NA; NA; NA; ₹ 273.26; ₹ 84.43; ₹ 357.63 respectively	411.29
(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:		
	Devendra Khanna (Group Director – Chairman’s Office)	0	35,823
	Harjeet Kohli (Group Director – Strategy and Business Development)	0	48,493
	Ashish Sardana (Group Treasurer)	0	15,082
	Rohit Krishan Puri (Company Secretary & Compliance Officer)	0	4,962
	Amit Tripathi (Director - Market Operations)	0	18,270
	Akhil Garg (Chief Financial Officer (Airtel India)) (w.e.f. January 01, 2026)	0	14,032
	Pankaj Tewari (Group Company Secretary)	0	10,290
	Vidyut Gulati (General Counsel & Director - Legal)	0	24,060
	Randeep Singh Sekhon (Chief Technology Officer)	0	14,354
	Pankaj Miglani (Director - Supply Chain Management)	0	21,219
	Shashwat Sharma (Managing Director & CEO (Airtel India))	0	50,772
	Siddharth Sharma (Director - Connected Homes and Director of Marketing (w.e.f. April 01, 2025))	0	13,527
	Rahul Vatts (Chief Regulatory Officer)	0	17,648
	Pradipt Kapoor (Chief Digital and Information Officer)	0	34,163
	Amrita Padda (Chief People Officer)	0	30,595
	Shivan Bhargava (Director - Customer Experience)	0	7,909
	Soumen Ray (Group Chief Financial Officer) (w.e.f. January 01, 2026)	0	37,134
	Sharat Sinha (Director & CEO - Airtel Business)	0	13,742
	Ramjee Verma (Head – Internal Assurance) (w.e.f. September 01, 2025)		4,488
	b) Any other employee who receives a grant in any one year amounting to 5% or more of option granted during that year	N.A.	N.A.
	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.	N.A.	N.A.
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Black Scholes	
	a. Weighted-average values of share price	1,850.15	
	b. Weighted-average exercise price	₹ 5	
	c. Expected volatility	21.50%	
	d. Expected option life	48 to 60 months	
	e. Expected dividends	0.9%	
	f. Risk-free interest rate and any other inputs to the	6.37% (The Government Securities curve yields are considered as on valuation date)	
	Method used and the assumptions made to incorporate the effects of expected early exercise;	Not applicable	
	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The expected volatility reflects the assumption that the historical volatility over a period similar to the expected life of the options is indicative of future trends, which may not necessarily be the actual outcome. Further, the expected volatility is based on the weighted average volatility of the comparable benchmark companies.	

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	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	The expected life of the share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.	
D.	Details related to ESPS	N.A.	
E.	Details related to SAR	N.A.	
F.	Details related to GEBS / RBS	N.A.	
G.	Details related to Trust		
	The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:		
	(i) General information on all schemes		
	S.N Particulars		
	1 Name of the Trust	Bharti Airtel Employees Welfare Trust	
	2 Details of the Trustee(s)	Manish Agarwal, Varun Raj Khanna, Vamsi Krishna Dasetty	
	3 Amount of loan disbursed by company / any company in the group, during the year	1,421,922,118	
	4 Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	3,839,822,142	
	5 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	
	6 Any other contribution made to the Trust during the year	Nil	
	(ii) Brief details of transactions in shares by the Trust		
	Number of shares held at the beginning of the year.	57,651	4,279,026
	Number of shares acquired during the year through:		
	(i) primary issuance; and	Nil	Nil
	(ii) secondary acquisition	Nil	725,854
	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.	Nil	1,539 .41
	Number of shares transferred to the employees / sold along with the purpose thereof.	Nil	2,566,309
	Number of shares held at the end of the year.	57,651	2,438,571
	(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	0.00%	0.07%
	Acquired during the year	NIL	0.01%
	Sold during the year	NIL	NIL
	Transferred to the employees during the year	0.00%	0.04%
	Held at the end of the year	0.00%	0.04%

Notes:

- Both the ESOPs schemes of the Company viz. ESOP Scheme 2001 and ESOP Scheme 2005 are in compliance with SEBI (ESOP Regulations).
- Disclosure in notes to accounts is as per Ind AS 102 - Share Based payment.
- The options granted to the Senior Managerial Personnel under both the schemes are subject to the adjustments as per the terms of respective ESOPs Scheme / Plan.