

## Annexure to the Report of Board of Directors

Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for FY 2022

Sr. No.	Particulars	Remarks
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time	Please refer to note no. 38 of the notes forming part of the standalone financial Statements for FY 2022.
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with the 'Accounting Standard 20 - Earnings per share' issued by Central Government or any other relevant accounting standards as issued from time to time	Rs. (160.25) Please also refer to note no. 36 of the notes forming part of the standalone financial statements for FY 2022.
C.	Details related to Employee Stock Option Scheme of the Company	InterGlobe Aviation Limited – Employee Stock Option Scheme 2015 ("ESOS")
i.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS	Details are provided in Annexure - 1
ii.	Method used to account for ESOS – Intrinsic or Fair Value	Fair value
iii.	Where the Company opts for expensing of the Options using the Intrinsic value of 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 not be disclosed. The impact of this difference on profits and on EPS of the Company shall be disclosed.	Not Applicable
iv.	Options movement during the year (FY 2022)	Details are provided in Annexure – 2
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	Details are provided in Annexure – 3
vi.	Employee wise details (name of employee, designation, number of Options granted during the FY 22, exercise price) of Options granted to - a) Senior Management Personnel; b) Any other employee who receives a grant in any one year of Options amounting to 5% or more of Options granted during that year; and c) Identified employees who were granted Options 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	Details are provided in Annexure – 4
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) Weighted-average values of share price, Exercise price, Expected volatility, Expected option life, Expected dividends, the risk -free interest rate, any other inputs to the model; b) The method used and the assumptions made to incorporate the effects of expected early exercise c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and d) Whether and how any other features of the Options granted were incorporated into the measurement of fair value, such as market condition	Details are provided in Annexure - 5

Disclosure in respect of grants made in three years prior to IPO under each ESOS

Until all Options granted in the three years prior to IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such Options shall also be made:

There are no other Options except as disclosed above.

# Annexure -1:

## Details of ESOS that existed FY 2022

S No.	Particulars	Details									
a)	Date of shareholders' approval	Pursuant to the approval of the shareholders at the Extraordinary General Meeting held on June 25, 2015, the Company had adopted the ESOS which was amended by the shareholders through special resolution passed through Postal Ballot on September 07, 2016.									
b)	Total number of Options approved under ESOS	3,107,674									
	Total number of Options granted	420,530	1,514,587	332,026	353,299	100,000	53,000	1,474,894	1,85,000	47,000	65,000
	Date of grant	30-Oct-15			16-Sep-16	23-Aug-18	14-Feb-20	29-Jun-20	29-Jan-21	18-Dec-21	11-Jan-22
		(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)
c)	Vesting Requirements	Graded vesting of the Options granted to the President and Whole Time Director of the Company over a period of 4 years	Graded vesting over a period of four years	Vesting of Options granted to the President and Whole Time Director 4.5 years after the date of grant, subject to market conditions being met	Graded vesting over a period of four years	Graded vesting over a period of four years	Graded vesting over a period of two years	Graded vesting over a period of four years	Graded vesting of the Options granted to the Whole Time Director and CEO of the Company, over a period of 2.9 years	Graded vesting over a period of four years	Graded vesting over a period of four years
d)	Exercise price	10.00	765.00	765.00	10.00	1049.95	765.00	765.00	765.00	765.00	765.00
e)	Maximum term of Options granted	One year from the respective vesting dates	Four years from the respective vesting dates	Four years from the vesting date	The Options vested may be exercised within 15th March of the calendar year following the calendar year in which the applicable vesting occurs, but in any event no Option will be exercised later than 7 years after the date of grant or 3 months after termination of employment of the Optionee	Four years from the respective vesting dates	Four years from the respective vesting dates	Four years from the respective vesting dates	Four years from the respective vesting dates	Four years from the respective vesting dates	Four years from the respective vesting dates
f)	Source of shares	Primary Shares									
g)	Variation in terms of Options	No variation in the terms of Options during the year									

Note: On February 4, 2022, the Nomination and Remuneration Committee also granted 84,238 Options to employees including senior management personnel to whom the award agreements are yet to be issued.

## Annexure -2

### Options movement during FY 2022

S. No.	Particulars	Details
a)	Number of Options outstanding at the beginning the year	17,66,414
b)	Number of Options granted during the year	196,238
c)	Number of Options forfeited / lapsed during the year	100,829
d)	Number of Options vested during the year	311,513
e)	Number of Options exercised during the year	344,729
f)	Number of shares arising as a result of exercise of Options	344,729
g)	Money realized by exercise of Options, if scheme is implemented directly by the Company	276.54 million
h)	Loan repaid by the trust during the year from exercise price received	Not Applicable
i)	Number of Options outstanding at the end of the year	15,17,094
j)	Number of Options exercisable at the end of the year	111,339

## Annexure – 3

Weighted average exercise prices and weighted average fair value 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)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)
Weighted average Exercise price (Rs.)	10.00	765.00	765.00	10.00	1049.95	765.00	765.00	765.00	765.00	765.00
Weighted average fair value of Options (as on the date of grant) (Rs.)	756-758	360-488	448	737-820	347-485	848-885	519-627	1,053 -1,131	1,421-1,507	1,528-1,649

## Annexure -4

Employee wise details (name of employee, designation, number of Options granted during the FY 2022, exercise price) of Options granted to:

a) Senior management personnel

Name	Designation	Number of Options granted during the year	Exercise Price
Neetan Chopra	Chief Information and Digital Officer	50,000	765
Kirankumar Sadanand Koteshwar	Chief Programs Officer	15,000	765
Saguna Vaid	General Counsel	27,000	765
Gaurav Manohar Negi	Chief Financial Officer	20,000	765
Other Employees including Senior Management Personnel	Other Employees including Senior Management Personnel	84,238	765

b) Any other employee who receives a grant in any one year of Options amounting to 5% or more of Options granted during the FY 2022; and

None

c) Identified employees who were granted Options 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

None

## Annexure -5

A description of the method and significant assumptions used during the FY 2022 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:

	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)
Weighted average value of share price	765	765	765	868	1049.95	1446.54	1013.05	1592.80	1,967.22	2,067.37
Exercise Price	10.00	765.00	765.00	10.00	1049.95	765.00	765.00	765.00	765.00	765.00
Expected volatility	60.50%- 66.70%	60.00%- 61.10%	62.40%	52.70%	15.00%	19.40%	40.30%	43.40%	41.3%	42.7%
Expected Option life (in years)	1.5-4.5	3-6	2	1.25- 4.25	3-6	3-4	3-6	3-5.45	3-5.5	3-6
Expected dividends	0.00%	0.00%	0.00%	3.62%	0.54%	0.45%	0.29%	0.29%	0.12%	0.11%
Risk-free interest	7.5%	7.5%	7.5%	7.5%	7.5%	5.95%- 6.24%	5.07%- 5.96%	5.30%- 5.86%	5.77%- 6.30%	6.03%- 6.56%
Any other inputs to the model	Refer note below									

- b) The method used and the assumptions made to incorporate the effects of expected early exercise: Refer note below
- c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility: Refer note below
- d) Whether and how any other features of the Option granted were incorporated into the measurement of fair value, such as market condition: Refer note below

Note :

The risk-free interest rates are determined based on current yield to maturity of Government Bonds with 5-10 years residual maturity. Expected volatility calculation is based on historical daily closing stock prices of competitors / Company using standard deviation of daily change in stock price. The minimum life of stock option is the minimum period before which the options cannot be exercised and the maximum life is the period after which the options cannot be exercised. The expected life has been considered based on average sum of maximum life and minimum life and may not necessarily be indicative of exercise patterns that may occur. Dividend yield has been calculated taking into account expected rate of dividend on equity share price as on grant date basis past trends of three years. For the measurement of grant date fair value certain market conditions were considered in the method of valuation.