Disclosures by the Board of Directors

Pursuant to Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021

The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is/are in compliance with the regulations. Further, the following details, *inter alia*, shall be disclosed on the company's website and a web link thereto shall be provided in the report of the Board of Directors.

A.	**Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.** During the financial year under review, no Employee Stock Options were granted under the KICL Employee Stock Option Scheme 2025. Accordingly, there was no employee share-based payment expense or accounting impact arising from the ESOP Scheme during the year. Hence, the disclosures relating to accounting for employee share-based payments are not applicable for the financial year under review."

B.	**Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.** During the financial year under review, no shares were issued pursuant to the Employee Stock Option Scheme. Accordingly, there is no dilution in Earnings Per Share arising from the ESOP Scheme and the disclosure of diluted EPS in respect of shares issuable pursuant to the Scheme is Not Applicable."

C	**Summary of Status of ESOPs Granted**
	The position of the existing schemes is summarized as under -

S. No.	**Particulars**	**Kothari Industrial Corporation Limited - Employee Stock Option Scheme 2025**
I. Details of the ESOS:		
1	Date of Shareholder's Approval	13.06.2025
2	Total Number of Options approved under ESOS	46,86,000
3	Vesting Requirements	Options granted under ESOP 2025 would vest minimum for two year and maximum for five years from the date of Grant of such Options, as may be decided by Compensation Committee. The specific Vesting schedule and Vesting Conditions subject to which Options would vest would be detailed in writing and provided to the Option Grantee at the time of the Grant of Options.
4	Exercise Price or Pricing formula (Rs.)	The Exercise price shall be on the year of experience served in the company as mentioned below. **Particular** — **Exercise Price** Eligible employee working with the company for more than 10 years as on the date of grant — Rs. 40/- Eligible employee working with the company for more than 5 years as on the date of grant — Rs. 45/- Eligible employee working with the company for more than 2 years as on the date of grant — Rs.50/- Eligible employee working with the company for more than 1 year as on the date of grant — Rs.55/- Eligible employee working with the company for less than 1 year as on the date of grant — Rs.60/-
5	Maximum term of Options granted (years)	5 Years.
6	Source of shares (primary, secondary or combination)	Primary
7	Variation in terms of Options	During the financial year, the terms of the ESOP Scheme were varied to include/permit allotment of options to eligible employees of the Associate/Subsidiary Company, in accordance with the requisite approvals."

II	**Method used to account for ESOS - Intrinsic or fair value.**	Not Applicable – No Employee Stock Options were granted during the financial year and, accordingly, no ESOP transaction was accounted for during the year.

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.**	"Not Applicable – No Employee Stock Options were granted during the financial year."

IV. Option Movement during the year:		
1	No. of Options Outstanding at the beginning of the year	Nil
2	No. of Options Granted during the year	Nil
3	No. of Options Cancelled during the year	Nil
4	Number of options forfeited / lapsed during the year	Nil
5	No. of Options Vested during the year	Nil
6	No. of Options Exercised during the year	Nil
7	Total number of shares arising as a result of exercise of options	Nil
8	Money realised by exercise of options (Rs.) (if scheme is implemented directly by the company)	Nil
9	Loan repaid by the Trust during the year from exercise price received	
10	Number of options Outstanding at the end of the year	Nil
11	Number of Options exercisable at the end of the year	Nil

V	**Weighted average exercise price of Options granted during the year whose:**	
(a)	Exercise price equals market price	Not Applicable – No options granted during the year
(b)	Exercise price is greater than market price	Not Applicable – No options granted during the year
(c)	Exercise price is less than market price	Not Applicable – No options granted during the year

	Weighted average fair value of options granted during the year whose:	
(a)	Exercise price equals market price	Not Applicable – No options granted during the year
(b)	Exercise price is greater than market price	Not Applicable – No options granted during the year
(c)	Exercise price is less than market price	Not Applicable – No options granted during the year

	The weighted average market price of options exercised during the year:	Not Applicable – No options granted during the year

	Contractual life for options outstanding as on 31 March 2026	Not Applicable – No options granted during the year

VI	**Employee-wise details of options granted during the financial year 2025-26 to:** Not Applicable – No options granted during the year
(i)	**Senior Managerial Personnel as defined under Regulation 16 (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:** Not Applicable – No options granted during the year

(ii)	**Any Other Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year** Not Applicable – No options granted during the year

(iii)	**Identified employees who were granted option, during the year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the**	
S.No.	**Name**	**No. of options granted**
No options were granted during the year equal to or exceeding 1% of the issued capital of the Company		

VII a)	**Method and Assumptions used to estimate the fair value of options granted during the year 2025-26:**
	Not Applicable – No Employee Stock Options were granted during the financial year 2025-26 and, accordingly, no fair value of options was determined during the year.

	The Assumptions used in the model are as follows:	
S.No.	**Particulars**	**ESOS 2025**
(a)	Risk Free Interest Rate	NA
(b)	Expected Option Life (years)	NA

(c)	Expected Volatility-	NA
(d)	Dividend Yield	NA
(e)	Price of the underlying share in market at the time of the option grant (Rs.)	NA

(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**: NA

(d)	**Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition**: Not Applicable

Disclosures in respect of grants made in three years prior to IPO under each ESOS- NA