



kaveri seed company limited

CIN: L01120TG1986PLC006728

Regd. Office: 513-B, 5th Floor, Minerva Complex, S.D. Road,
Secunderabad - 500003, Telangana.

Tel. Nos. +91 40-27721457/27842398, Fax No. +91 40-27811237

Email: cs@kaveriseeds.in Website: www.kaveriseeds.in

Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2023

DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEME FOR THE YEAR ENDED MARCH 31, 2023

(a) Name of the Scheme: - **Employee Stock Option Scheme 2018 - ESOP Plan**

Details of the Scheme:

On July 19, 2018, pursuant to the approval by the shareholders by way of Postal Ballot, the Board/Nomination and Remuneration Committee has been authorised to introduce, offer, issue and grant the share-based incentives to eligible employees of the Company and its subsidiaries under the ESOP Plan. The Kaveri Employee Stock Option Plan 2018 (ESOP Plan) is to be implemented through the Kaveri Employees Trust (Trust), with an objective of enabling the company to attract and retain talented human resources by offering them the opportunity to acquire a continuing equity interest in the Company, which will reflect in their efforts to sustain the growth and profitability of the Company.

As approved by the members, the ESOP Plan involves acquisition of shares, not exceeding 30,00,000 equity shares, from the secondary market through Barclays Wealth Trustees (India) Private Limited as Trustees of Kaveri Employees Trust for implementation and administration.

The Nomination and Remuneration Committee (NRC), is empowered to formulate detailed terms and conditions of the ESOP Plan 2018, and supervise the same. The specific employees to whom the Options would be granted and their eligibility criteria would be determined by the Nomination and Remuneration Committee at its sole discretion. Further, the Nomination and Remuneration Committee is empowered to determine the eligible employees of subsidiary companies, whether existing or future, whose employees will be entitled to stock options under this Scheme.

The Nomination and Remuneration Committee has granted the following options under the Aesop Plan 2018:

- 1) Dated 31.03.2020 granted 6,29,516 options @ Rs.315/- per option to the eligible employees
- 2) Dated 25.03.2021 granted 2,49,975 options @ Rs.450/- per option to the eligible employees.

There is no grant of options during the year.

Both the granted options would vest on or after 1 (one) year from the respective date of grant(s) but not later than 4 (four) years from the date of grant of such Options or any other terms as decided by the Nomination and Remuneration Committee.

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A. For disclosures in terms of the 'Indian Accounting Standard 33 - Earnings Per Share', please refer Note No. 43 of the Standalone Financial Statements of the Company for the year ended March 31, 2022.

B. Diluted EPS in accordance with Indian Accounting Standard

Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Indian Accounting Standard (Ind AS) - 33.	Refer Note. 43 of the Standalone Financial Statements
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C. (i) Details related to Employee Stock Option Scheme (ESOP Plan) of the Company:

Sl.No.	Nature of Disclosure	Particulars
(i)	Details of Disclosures of ESOP Plan 2018 for the year ended March 31, 2023	
a)	Date of shareholder's approval	19 th July 2018
b)	Total number of options approved under ESOP Plan	Under the ESOP Plan 2018 shall not exceed 30,00,000 equity shares. To implement the ESOP Plan a total 8,79,491 equity shares were acquired from the secondary market through Barclays Wealth Trustees (India) Private Limited as Trustees of Kaveri Employees Trust. Out of the total options 6,29,516 options were granted in the financial year 2019-20. Each

		option gives the grantee a right to subscribe to one equity share of ₹ 2/- each of the Company.
c)	Vesting Requirement	The granted options would vest on or after 1 (one) year from the date of grant but not later than 4 (four) years from the date of grant of such Options or any other terms as decided by the Nomination and Remuneration Committee.
d)	The pricing formula	The Options carry a right to subscribe to equity shares @ Rs.315/- per option at discount of Rs.2.50/- per option on closing price of the Stock Exchange in which there was highest trading volume, prior to the date of grant of the Options.
e)	Maximum term of options granted	4 (Four) years from the date of grant of options.
f)	Source of Shares Primary (Primary, Secondary or Combination)	Secondary
g)	Variation of the terms of Option	The Board/Nomination and Remuneration Committee may, if it deems necessary, vary the terms of ESOP Plan 2018, subject to compliance with the applicable laws and regulations.
ii)	Method used to account for ESOP Plan (Intrinsic or fair value)	Fair Value
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
iv)	Options movement during the year	
	Options Outstanding at the beginning	6,25,516
	Options granted	Nil

	Options lapsed/surrendered	Nil
	Options vested	Nil
	Options exercised	2000
	The total no of shares arising as a result of exercise of option	Nil
	Money realised by exercise of Options, If scheme is implemented directly by the company	Nil
	Options Cancelled	Nil
	Loan repaid by the Trust during the year from exercise price received	Nil
	Total No. of options outstanding at the end of the year	6,23,516
	Total No. of options exercised at the end of the year	2,000
(v)	i. Weighted Average exercise price of Options	Rs.315/-per option
	ii. Weighted average fair value of Options	Rs.159.87/- per option
(vi)	Employee wise details of options granted:	
(i)	Senior Management Personnel:	
	Name and Designation	No of Options Granted
	Mr. Sirigineedi Purnachandra Rao, President - Supply Chain Operations	20,000
	Mr. Yogendra Singh Verma, President - R&D	20,000
	Mr. Venkata Chalapathi Reddy Kuppam, Chief Financial Officer	20,000
	Mr. Rajesh Varma, Head - Sales & Marketing	15,000
(ii)	Any other employee who received a grant in any one year of Option amounting to 5% or more of Options granted during that year	None
(iii)	Employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital of the company at the time of grant	None
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information	
(i)	Method of calculation of employee compensation cost	The employee compensation cost has been calculated using the fair value method of accounting to account for options issued under

		the ESOP Plan 2018. The stock-based compensation cost as per the fair value method for the financial year 2022-23 is Rs.-31.56 Lakhs
(ii)	Method used to estimate the fair value of Options	Black Scholes Model
(iii)	Significant assumptions used (weighted average information relating to all grants):	
	Risk-free interest rate	6.90%
	Expected life of the Option	5 Years
	Expected volatility	11.44%
	Expected dividend yields	0.55%
	Price of the underlying share in market at the time of option grant	341.90

(ii) Details related to Employee Stock Option Scheme (ESOP Plan) of the Company:

Sl.No.	Nature of Disclosure	Particulars
(i)	Details of Disclosures of ESOP Plan 2018 for the year ended March 31, 2023	
a)	Date of shareholder's approval	19 th July 2018
b)	Total number of options approved under ESOP Plan	Under the ESOP Plan 2018 shall not exceed 30,00,000 equity shares. To implement the ESOP Plan a total 8,79,491 equity shares were acquired from the secondary market through Barclays Wealth Trustees (India) Private Limited as Trustees of Kaveri Employees Trust. Out of the total options 2,49,975 options were granted in the year 2020-21. Each option gives the grantee a right to subscribe to one equity share of ₹ 2/- each of the Company.
c)	Vesting Requirement	The granted options would vest on or after 1 (one) year from the date of grant but not later than 4 (four) years from the date of grant of such Options or any other terms as decided by the Nomination and Remuneration Committee.

d)	The pricing formula	The Options carry a right to subscribe to equity shares @ Rs.450/- per option at discount of Rs.43.95/- per option on closing price of the Stock Exchange in which there was highest trading volume, prior to the date of grant of the Options.
e)	Maximum term of options granted	4 (Three) years from the date of grant of options.
f)	Source of Shares Primary (Primary, Secondary or Combination)	Secondary
g)	Variation of the terms of Option	The Board/Nomination and Remuneration Committee may, if it deems necessary, vary the terms of ESOP Plan 2018, subject to Compliance with the applicable laws and regulations.
ii)	Method used to account for ESOP Plan (Intrinsic or fair value)	Fair Value
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
iv)	Options movement during the year	
	Options Outstanding at the beginning	Nil
	Options granted	2,49,975
	Options lapsed/surrendered	Nil
	Options vested	Nil
	Options exercised	Nil
	The total no of shares arising as a result of exercise of option	Nil
	Money realised by exercise of Options, If scheme is implemented directly by the company	Nil
	Options Cancelled	Nil
	Loan repaid by the Trust during the year from exercise price received	Nil

	Total No. of options outstanding at the end of the year	2,49,975
	Total No. of options exercised at the end of the year	Nil
(v)	i. Weighted Average exercise price of Options	Rs.450/-per option
	ii. Weighted average fair value of Options	Rs.99.31/- per option
(vi)	Employee wise details of options granted:	
(i)	Senior Management Personnel:	
	Name and Designation	No of Options Granted
	Nil	Nil
(ii)	Any other employee who received a grant in any one year of Option amounting to 5% or more of Options granted during that year	None
(iii)	Employees who were granted Options, during any one year, equal to or exceeding 1% of the issued capital of the company at the time of grant	None
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information	
(i)	Method of calculation of employee compensation cost	The employee compensation cost has been calculated using the fair value method of accounting to account for options issued under the ESOP Plan 2018. The stock-based compensation cost as per the fair value method for the financial year 2022-23 is Rs.47.67 Lakhs
(ii)	Method used to estimate the fair value of Options	Black Scholes Model
(iii)	Significant assumptions used (weighted average information relating to all grants):	
	Risk-free interest rate	6.90%
	Expected life of the Option	5 Years
	Expected volatility	11.44%
	Expected dividend yields	0.55%
	Price of the underlying share in market at the time of option grant	488.85

D. DISCLOSURES RELATED TO TRUST

(i) General information on Scheme(s):

Sl.No.	Particulars	Details
1.	Name of the Trust	Kaveri Employees Trust
2.	Details of the Trustee(s)	Barclays Wealth Trustees (India) Private Limited ("Trustee")
3.	Amount of loan disbursed by company/any company in the group during the year	Nil
4.	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs.3734.00 Lakhs
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

Particulars	Number of Shares
(a) Number of Shares held at the beginning of the year	8,75,491
(b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(c) No. of shares Transferred to employee or sold along with the purpose thereof	2,000
(d) Number of shares held at the end of the year - (a+b)	8,73,491

(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	1.46%
Acquired during the year	Nil
Sold during the year	Nil
Transferred to the employees during the year	Nil
Held at the end of the year	1.50%
