kaveri seeds®

kaveri seed company limited

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Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2026

DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEMES FOR THE YEAR ENDED MARCH 31, 2026

(a) Name of the Schemes

Kaveri Employee Stock Option Scheme, 2018 ("ESOP 2018") and **Employee Stock Option Scheme, 2024 ("ESOP 2024")**

Details of the Schemes

The Kaveri Employee Stock Option Scheme, 2018 ("ESOP 2018") and the Employee Stock Option Scheme, 2024 ("ESOP 2024") continue to be administered in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), as amended from time to time, and the respective terms of the Schemes.

Under ESOP 2018, the Nomination and Remuneration Committee had granted an aggregate of 8,79,491 stock options. Out of these, 8,32,791 stock options were exercised by the eligible employees. The balance 46,700 stock options lapsed on account of resignation of employees and/or non-exercise of the options within the stipulated exercise period.

The corresponding 46,700 equity shares, representing the un-appropriated inventory of shares held by the ESOP Trust against the lapsed stock options, were subsequently disposed of by the Trust through the secondary market. The sale proceeds were utilised towards repayment of the outstanding loan availed by the ESOP Trust for acquisition of shares, in accordance with the applicable provisions of the SEBI SBEB & SE Regulations and the terms of ESOP 2018.

The Company confirms that ESOP 2018 and ESOP 2024 are administered in compliance with the applicable provisions of the Companies Act, 2013, the SEBI

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SBEB & SE Regulations and the respective Scheme documents, as amended from time to time. There were no material changes to the Schemes during the financial year under review.

Details of Grants

The Nomination and Remuneration Committee has granted options under ESOP 2018 and ESOP 2024 as set out below:

1. ESOP 2018: On March 31, 2020, 6,29,516 stock options were granted to eligible employees at a grant price of ₹315 per option. (Grant I)
2. ESOP 2018: On March 25, 2021, 2,49,975 stock options were granted to eligible employees at a grant price of ₹450 per option. (Grant II)
3. ESOP 2024: On March 30, 2026, 1,42,352 stock options were granted to eligible employees at a grant price of ₹790 per option.

Accordingly, there was no fresh grant under ESOP 2018 during the financial year ended March 31, 2026. The grant of 1,42,352 stock options on March 30, 2026 was made under ESOP 2024.

The options granted under the respective Schemes shall vest in accordance with the vesting schedule and other terms and conditions specified under the respective Scheme and as determined by the Nomination and Remuneration Committee, subject to a minimum vesting period of one year from the date of grant and within the maximum period permitted under the applicable Scheme and regulations.

The exercise of the vested options shall be subject to the terms and conditions of the respective Scheme, including the applicable exercise period and such other conditions as may be prescribed by the Nomination and Remuneration Committee in accordance with applicable law.

Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014

A. For disclosures in terms of the 'Indian Accounting Standard 33 - Earnings Per Share', please refer Note No. 49 of the Standalone Financial Statements of the Company for the year ended March 31, 2026.

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. 41 of the Standalone Financial Statements

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C. (I) DETAILS RELATED TO EMPLOYEE STOCK OPTION SCHEME (ESOP PLAN 2018) OF THE COMPANY: (GRANT – I)

Sl.No.	Nature of Disclosure	Particulars
(i)	**Details of Disclosures of ESOP Plan 2018 for the year ended March 31, 2026**	
a)	Date of shareholder's approval	19th July 2018
b)	Total number of options approved under ESOP Plan	Under the ESOP Plan 2018, the total number of options to be granted shall not exceed 30,00,000 equity shares of the Company. For implementation of the ESOP Plan, a total of 8,79,491 equity shares were acquired from the secondary market through Barclays Wealth Trustees (India) Private Limited, acting as the Trustee of the Kaveri Employees Trust. Out of the aforesaid shares, 6,29,516 options were granted during the financial year 2019-20. Each option entitles the grantee to subscribe to one equity share of the Company having a face value of ₹2/- each, subject to the terms and conditions of the ESOP Plan 2018. (Grant I)
c)	Vesting Requirement	The Options granted shall vest on or after one (1) year from the date of grant and shall be fully vested not later than four (4) years from the date of grant, subject to such vesting conditions and other terms as may be determined by the Nomination and Remuneration Committee from time to time.
d)	The pricing formula	The Options under Grant I carry the right to subscribe to one equity share at an exercise price of ₹315/- per Option, which was determined at a discount of ₹2.50/- per Option to the closing price of the equity shares on the Stock Exchange having the

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		highest trading volume, on the trading day immediately preceding 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 of Directors and/or the Nomination and Remuneration Committee may, subject to applicable laws, rules and regulations, vary or modify the terms and conditions of the ESOP Plan 2018, as may be deemed necessary or appropriate.
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	Nil
	Options lapsed/surrendered	46,700
	Options vested	6,29,516
	Options exercised	5,82,816
	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	Nil

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	end of the year	
	Total No. of options exercised at the end of the year	5,82,816
(v)	i. Weighted Average exercise price of Options ii. Weighted average fair value of Options	NA
(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 for options granted under the ESOP Plan 2018. The stock-based compensation cost, determined under the fair value method, for the financial year 2025-26 is **Nil**..
(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 Expected life of the Option Expected volatility Expected dividend yields Price of the underlying share in market	Not required, as the Grant is closed.

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	at the time of option grant	

(II) DETAILS RELATED TO EMPLOYEE STOCK OPTION SCHEME (ESOP PLAN 2018) OF THE COMPANY: (GRANT II)

Sl.No.	Nature of Disclosure	Particulars
(i)	**Details of Disclosures of ESOP Plan 2018 for the year ended March 31, 2026**	
a)	Date of shareholder's approval	19th July 2018
b)	Total number of options approved under ESOP Plan	Under the ESOP Plan 2018, the total number of options to be granted shall not exceed 30,00,000 equity shares of the Company. For implementation of the ESOP Plan, a total of 8,79,491 equity shares were acquired from the secondary market through Barclays Wealth Trustees (India) Private Limited, acting as the Trustee of the Kaveri Employees Trust. Out of the aforesaid shares, 2,49,975 options were granted during the financial year 2020-21. Each option entitles the grantee to subscribe to one equity share of the Company having a face value of ₹2/- each, subject to the terms and conditions of the ESOP Plan 2018. (Grant II)
c)	Vesting Requirement	The Options granted shall vest on or after one (1) year from the date of grant and shall be fully vested not later than four (4) years from the date of grant, subject to such vesting conditions and other terms as may be determined by the Nomination and Remuneration Committee from time to time.
d)	The pricing formula KAVERI SEED COMPANY LTD. SECUNDERABAD	The Options under Grant I carry the right to subscribe to one equity share at an exercise price of ₹450/- per Option, which was determined at a discount of Rs.43.95/- per Option to the

		closing price of the equity shares on the Stock Exchange having the highest trading volume, on the trading day immediately preceding 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 of Directors and/or the Nomination and Remuneration Committee may, subject to applicable laws, rules and regulations, vary or modify the terms and conditions of the ESOP Plan 2018, as may be deemed necessary or appropriate.
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	Nil
	Options lapsed/surrendered	Nil
	Options vested	2,49,975
	Options exercised	2,49,975
	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	

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		Nil
	Total No. of options outstanding at the end of the year	Nil
	Total No. of options exercised at the end of the year	2,49,975
(v)	i. Weighted Average exercise price of Options ii. Weighted average fair value of Options	NA
(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 for options granted under the ESOP Plan 2018. The stock-based compensation cost, determined under the fair value method, for the financial year 2025-26 is Nil
(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 Expected life of the Option Expected volatility Expected dividend yields Price of the underlying share in market at the time of option grant	Not required, as the Grant is closed.

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(III) DETAILS RELATED TO EMPLOYEE STOCK OPTION SCHEME (ESOP PLAN 2024 OF THE COMPANY:

Sl.No.	Nature of Disclosure	Particulars
(i)	**Details of Disclosures of ESOP Plan 2018 for the year ended March 31, 2026**	
a)	Date of shareholder's approval	30th September 2024
b)	Total number of options approved under ESOP Plan	Under the ESOP Plan 2024, the total number of options to be granted shall not exceed 25,00,000 equity shares of the Company. For implementation of the ESOP Plan, a total of 3,98,202 equity shares were acquired from the secondary market through Barclays Wealth Trustees (India) Private Limited, acting as the Trustee of the Kaveri Employees Trust. Out of the aforesaid shares, 1,42,352 options were granted during the financial year 2025-26. Each option entitles the grantee to subscribe to one equity share of the Company having a face value of ₹2/- each, subject to the terms and conditions of the ESOP Plan 2024
c)	Vesting Requirement	The Options granted shall vest on or after one (1) year from the date of grant and shall be fully vested not later than four (4) years from the date of grant, subject to such vesting conditions and other terms as may be determined by the Nomination and Remuneration Committee from time to time.
d)	The pricing formula	The Options carry the right to subscribe to one equity share at an exercise price of ₹790/- per Option, which was determined at a discount of Rs.1.75/- per Option to the closing price of the equity shares on the Stock Exchange having the highest trading

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		volume, on the trading day immediately preceding 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 of Directors and/or the Nomination and Remuneration Committee may, subject to applicable laws, rules and regulations, vary or modify the terms and conditions of the ESOP Plan 2024, as may be deemed necessary or appropriate.
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	3,98,202
	Options granted	1,42,352
	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	Nil

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	Total No. of options exercised at the end of the year	Nil
(v)	i. Weighted Average exercise price of Options ii. Weighted average fair value of Options	NA
(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 for options granted under the ESOP Plan 2024. The stock-based compensation cost, determined under the fair value method, for the financial year 2025-26 is Rs.0.58 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 Expected life of the Option Expected volatility Expected dividend yields Price of the underlying share in market at the time of option grant	6.43% 5 Years 20.00% 0.61% 783.80

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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.4196.42 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	4,39,027
(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	2,55,850
(c) No. of shares Transferred to employee or sold along with the purpose thereof	2,96,675
(d) Number of shares held at the end of the year - (a+b)	3,98,202

(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	0.85%
Acquired during the year	0.50%
Sold during the year	Nil
Transferred to the employees during the year	0.58%
Held at the end of the year	0.77%

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