

**COROMANDEL INTERNATIONAL LIMITED**

**Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2024**

**DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEME FOR THE YEAR ENDED MARCH 31, 2024**

**(a) Name of the Scheme: - Employee Stock Option Scheme – ESOP 2007**

The Company had earmarked 1,27,85,976 equity shares of ₹ 1/- each under the Employee Stock Option Scheme 2007. Each Option is convertible into an equity share of ₹ 1/- each. The first vesting is exercisable over a period of three years from the date of vesting. The second, third and fourth vesting are exercisable over a period of 6 years from the date of vesting. There were no vested Options outstanding as at the end of the financial year under the ESOP Scheme 2007 and there will be no grants under the ESOP Scheme 2007.

**(b) Name of the Scheme: - Employee Stock Option Scheme – ESOP 2016**

**Details of the Scheme**

Pursuant to the decision of the shareholders, by way of Postal Ballot on January 11, 2017, the Company has established an 'Employee Stock Option Scheme 2016' ('ESOP 2016' or 'the Scheme') to be administered by the Nomination and Remuneration Committee of the Board of Directors.

Under the Scheme, options not exceeding 1,45,81,000 equity shares of ₹ 1/- each have been reserved to be issued to the eligible employees, with each option conferring a right upon the employee to apply for one equity share. The options granted under the Scheme would vest not less than one year and not more than four years from the date of grant of the options. The options granted to the employees would be capable of being exercised at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of five years from the date of Vesting of the respective Options.

The exercise price of the option is equal to the latest available closing market price of the shares on the stock exchange where there is highest trading volume as on the date of Grant or any other price as decided by the Nomination and Remuneration Committee.

16,83,440 options have been exercised by the employees under ESOP Scheme, 2016 and an equivalent number of shares have been allotted.

**(c) Name of the Scheme: - Employee Stock Option Scheme – ESOP 2023**

**Details of the Scheme**

The Company has earmarked 58,80,900 equity shares of Re. 1/- each under the Employee Stock Option Scheme 2023. Each Option is convertible into an equity share of Re. 1/- each. Options granted under this ESOP 2023 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. The Company has granted 5,22,000 options to the employees during the year under the ESOP Scheme 2023.

The exercise price of the option is equal to the latest available closing market price of the shares on the stock exchange where there is highest trading volume as on the date of Grant or any other price as decided by the Nomination and Remuneration Committee.

**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. 35 of the Standalone Financial Statements of the Company for the year ended March 31, 2024.

**B. Diluted Earnings Per Share (EPS) in accordance with Indian Accounting Standard**

|  |                   |
|--|-------------------|
| I. Diluted EPS pursuant to issue of shares on exercise of Option calculated in accordance with Indian Accounting Standard (Ind AS) - 33. | ₹ 58.36 per share |
|--|-------------------|

**C. Details related to Employee Stock Option Schemes (ESOS) of the Company:**

| Sl. No. | Nature of Disclosure  | Particulars   |
|---------|---|---|
| (i)     | <b>Details of Disclosures of ESOS, 2016 for the year ended March 31, 2024</b> |   |
| a)      | Date of shareholder's approval  | January 11, 2017  |
| b)      | Total number of options approved under ESOS                                   | The total no. of options approved under ESOP, Scheme 2016 is 1,45,81,000. Each Option gives the grantee a right to subscribe to one equity share of ₹ 1/- each of the Company. No Options were granted during the year. 4,13,700 Options were granted during the previous year 2022-23. |
| c)      | Vesting Requirement   | Options granted under this ESOP Scheme 2016 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 at the closing price on 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   | 5 (Five) years from the date of grant of options  |
| f)      | Source of Shares  | Primary   |
| g)      | Variation of terms of Option  | The Board / Nomination and Remuneration Committee may, if it deems necessary, vary the terms of ESOP Scheme 2016, subject to compliance with the Applicable Laws and Regulations.   |

|   |  |  |
|---|--|--|
| (ii)  | Method used to account for ESOS  | Fair Value   |
| (iii)   | Whether the Company opts for expensing of the options using the intrinsic value of the options   | Nil  |
| (iv)  | Option Movement during the year  |  |
|   | Option Outstanding at the beginning of the year  | 14,04,370  |
|   | Options granted  | NIL  |
|   | Options lapsed/surrendered   | NIL  |
|   | Options vested   | 2,49,860   |
|   | Options exercised  | 4,29,220   |
|   | The total no of shares arising as a result of exercise of option   | 4,29,220   |
|   | Money realised by exercise of Options  | ₹ 166.11 Lakhs   |
|   | Option Cancelled   | 94,560   |
|   | Loan repaid by the Trust during the year from exercise price received  | NA   |
|   | Total No. of options outstanding at the end of the year  | 8,80,590   |
|   | Total No. of options exercisable at the end of the year  | 3,85,410   |
| (v)   | I. Weighted Average exercise price of Options<br>II. Weighted average fair value of Options  | ₹ 347.77 per equity share<br>₹ 835.80 per equity share |
| (vi)  | Employee wise details of options granted:  |  |
| (i)   | Senior Management Personnel  |  |
|   | Name, Designation and No of options granted  |  |
|   | Mr. S Sankarasubramanian, Executive Director – Nutrient Business - 1,15,640 options, Mr. Raghuram Devarakonda, Executive Director- Crop Protection, Bio Products & Retail – 1,22,100 options, Mr. Arun Leslie George, President & Chief Human Resource Officer (Appointed w.e.f 1 <sup>st</sup> June, 2023) – 89,800 options, Ms. Jayashree Satagopan, President - Corporate & Chief Financial Officer – 89,800 options, Mr. Amir Alvi, Executive Vice President & Head Manufacturing (Fertilizers) – 89,800 options and Mr. Rajesh Mukhija, Sr. Vice President – Legal & Company Secretary (Retired effective 30 <sup>th</sup> Nov 2023) – 64,500 options |  |
| Note: Excludes Employees resigned/ retired during the previous year(s). |  |  |
| (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   |

|       |   |                                    |                                   |
|-------|---|------------------------------------|-----------------------------------|
| (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   | 4.77-5.86                          |                                   |
|       | Expected life of the Option   | 3.50-6.51 years                    |                                   |
|       | Expected volatility *   | 0.32-0.33                          |                                   |
|       | Expected dividend yields  | 650%                               |                                   |
|       | Price of the underlying share in market at the time of option grant                 | <u>Date of Grant</u><br>15/07/2022 | <u>Market Price (₹)</u><br>969.45 |

\* The expected volatility was determined based on historical volatility of the share of the Company over the previous 5 – 6 years

| Sl. No. | Nature of Disclosure  | Particulars   |
|---------|---|---|
| (i)     | <b>Details of Disclosures of ESOS, 2023 for the year ended March 31, 2024</b> |   |
| a)      | Date of shareholder's approval  | July 27, 2023   |
| b)      | Total number of options approved under ESOS                                   | The total no. of options approved under ESOP, Scheme 2023 is 58,80,900. Each Option gives the grantee a right to subscribe to one equity share of ₹ 1/- each of the Company. No Options were granted during the year.                                       |
| c)      | Vesting Requirement   | Options granted under this ESOP Scheme 2023 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 at the closing price on 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   | 5 (Five) years from the date of grant of options  |
| f)      | Source of Shares  | Primary   |
| g)      | Variation of terms of Option  | The Board / Nomination and Remuneration Committee may, if it deems necessary, vary the terms of ESOP Scheme 2023, subject to compliance with the Applicable Laws and Regulations.   |
| (ii)    | <b>Method used to account for ESOS</b>  | Fair Value  |

|       |   |  |
|-------|---|--|
| (iii) | <b>Whether the Company opts for expensing of the options using the intrinsic value of the options</b>   | Nil  |
| (iv)  | <b>Option Movement during the year</b>  |  |
|       | Option Outstanding at the beginning of the year   | -  |
|       | Options granted   | 5,22,000   |
|       | 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   | NIL  |
|       | Option Cancelled  | NIL  |
|       | Loan repaid by the Trust during the year from exercise price received   | NA   |
|       | Total No. of options outstanding at the end of the year   | 5,22,000   |
|       | Total No. of options exercisable at the end of the year   | Nil  |
| (v)   | <b>Weighted Average exercise price of Options</b><br><b>Weighted average fair value of Options</b>  | Not Applicable.  |
| (vi)  | <b>Employee wise details of options granted:</b>  |  |
| (i)   | Senior Management Personnel   |  |
|       | <b>Name, Designation and No. of options granted</b>   |  |
|       | Mr. S Sankarasubramanian, Executive Director – Nutrient Business – 1,40,700 options, Mr. Raghuram Devarakonda, Executive Director- Crop Protection, Bio Products & Retail – 80,400 options. Ms. Jayashree Satagopan, President - Corporate & Chief Financial Officer – 60,800 options, Mr. Amir Alvi, Executive Vice President & Head Manufacturing (Fertilizers) – 30,400 options. |  |
| (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) | <b>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</b>  |  |
| (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 Scheme 2023. |
| (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   | 6.97-7.00                          |                                    |
|       | Expected life of the Option   | 3.50-6.51 years                    |                                    |
|       | Expected volatility *   | 0.28-0.30                          |                                    |
|       | Expected dividend yields  | 1.11%                              |                                    |
|       | Price of the underlying share in market at the time of option grant                 | <u>Date of Grant</u><br>01/03/2024 | <u>Market Price (₹)</u><br>1087.45 |

### 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:

#### General information on all schemes

| Sl. No. | Particulars   | Details   |
|---------|---|---|
| 1.      | Name of the Trust   | Coromandel ESOP Trust   |
| 2.      | Details of the Trustee(s)   | Mr. Arun Leslie George, Mr. R Ram Praveen, Mr. Satya Narayan Nayak, M/s. KP Corporate Solutions Pvt Ltd |
| 3.      | Amount of loan disbursed by company / any company in the group, during the year   | Rs. 57,00,00,000  |
| 4.      | Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year                                  | Rs. 32,01,65,925  |
| 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 | -   |
| 6.      | Any other contribution made to the Trust during the year  | Rs. 10,000 towards corpus fund  |

#### (ii) Brief details of transactions in shares by the Trust :

(a) Number of shares held at the beginning of the year; Nil

(b) Number of shares acquired during the year through

(i) primary issuance - Nil

(ii) secondary acquisition, 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; 2,30,000 (0.08%) and Rs. 1086.24

(c) Number of shares transferred to the employees / sold along with the purpose thereof; Nil

(d) Number of shares held at the end of the year: 2,30,000

#### (iii) In case of secondary acquisition of shares by the Trust

| Particulars                                  | 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            | -                | -   |
| Acquired during the year                     | 2,30,000         | 0.08%   |
| Sold during the year                         | -                | -   |
| Transferred to the employees during the year | -                | -   |
| Held at the end of the year                  | 2,30,000         | 0.08%   |