

RADICO KHAITAN LIMITED

CIN: L26941UP1983PLC027278

Registered Office: Rampur Distillery, Bareilly Road, Rampur 244901, Uttar Pradesh.

Corporate Office: Plot No. J-1, Block B-1, Mohan Co-op. Industrial Area,
Mathura Road, New Delhi- 110044.

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**Disclosure pursuant to the provisions of the Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021
("SEBI ESOP Regulations, 2021")- Financial Year 2025-26.**

All the relevant details of the Company's Employee Stock Option Plan are provided below and are also available on the website of the Company at www.radicokhaitan.com

- A. Relevant disclosures in terms of 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.**

Relevant disclosures in terms of the "Guidance Note on Accounting for Employee Share based Payments" issued by ICAI has been made in Note no. 15 of the Notes to Standalone Financial Statements forming part of the Annual Report for the Financial Year 2025-26.

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the Regulations shall be disclosed in accordance with 'Ind AS-33' – Earnings per Share issued by the Central Government or any other relevant Accounting Standards as issued from time to time:**

Diluted earnings per share pursuant to the issue of share on exercise of options calculated in accordance with Indian Accounting Standards, Ind-AS 33, "Earnings Per Share" has been disclosed in the Standalone Financial Statements for the Financial Year 2025-26.

- C. Details related to ESOS:**

- (i) The description of the Employees Stock Options Scheme, 2006 (ESOP Scheme, 2006) including the general terms and conditions is summarized as under:-**

Sl. No.	Particulars	ESOP Scheme, 2006
1	Date of Shareholder's approval	May 25, 2006, and subsequent modification in existing clause at Extra Ordinary General Meeting held on July 14, 2006.
2	Total number of options approved under ESOP	48,22,397
3	Vesting requirements	Vesting takes place on staggered basis over a period of 4 Years. Further, vesting of options is a function

		of achievement of performance criteria or any other criteria as specified by the Nomination, Remuneration and Compensation Committee (erstwhile ESOP Compensation Committee) and communicated in the grant letter.
4	Exercise Price or Pricing Formula	Exercise Price is calculated at 15% discount on the latest available closing price, prior to the date of the meeting of the Nomination, Remuneration and Compensation Committee in which options are granted, on the Stock Exchange on which the shares of the Company are listed and on which there is highest trading volume on the said date.
5	Maximum Term of options granted	Options granted to be exercised within 3 Years from the date of vesting
6	Sources of Shares (primary, secondary or combination)	Primary
7	Variation in terms of Options during FY-2026	No variation

(ii) Method used for accounting for ESOP

The compensation cost of stock options granted to the employees is calculated based on fair value method.

(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) The movement of options during the financial year 2025-26 is as follows:

Sl. No.	Particulars	ESOP Scheme, 2006
1	Number of options outstanding at the beginning of the year	2,25,155
2	Number of options granted during the year	80,000
3	Number of options forfeited/lapsed during the year	43,610
4	Number of options vested during the year	75,349
5	Number of options exercised during the year	90,433
6	Number of shares arising as a result of exercise of options	90,433
7	Money realized by exercise of options (INR), if scheme is implemented directly by the company	8,76,97,259.85/-
8	Loan repaid by the Trust during the year from exercise price received	Not applicable
9	Number of options outstanding at the end of the year	1,71,112
10	No. of options exercisable at the end of the year	44,591

- (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.**

Refer Note No. 15 of Standalone financial statements.

- (vi) **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:**

Sl. No.	Particulars																								
1	<p>Senior Managerial Personnel as defined under Regulation 16(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <p>Details of Options granted during the Year 2025-26 under ESOP Scheme 2006 at an Exercise Price of Rs. 2,081.48/-:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sl. No.</th> <th style="text-align: center;">Name</th> <th style="text-align: center;">Designation</th> <th style="text-align: center;">No. of Options Granted</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Mr. Dilip K. Banthiya</td> <td>Chief Financial Officer</td> <td style="text-align: center;">20,000</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Mr. Sanjeev Banga</td> <td>President- Exports</td> <td style="text-align: center;">20,000</td> </tr> <tr> <td style="text-align: center;">3</td> <td>Mr. Padmanabh Mandelia</td> <td>Executive Vice President</td> <td style="text-align: center;">15,000</td> </tr> <tr> <td style="text-align: center;">4</td> <td>Mr. Amar Sinha*</td> <td>Chief Operating Officer</td> <td style="text-align: center;">25,000</td> </tr> <tr> <td colspan="3" style="text-align: center;">Total</td> <td style="text-align: center;">80,000</td> </tr> </tbody> </table> <p><i>* Options granted to Mr. Amar Sinha were forfeited due to his cessation from the employment of the Company.</i></p>	Sl. No.	Name	Designation	No. of Options Granted	1	Mr. Dilip K. Banthiya	Chief Financial Officer	20,000	2	Mr. Sanjeev Banga	President- Exports	20,000	3	Mr. Padmanabh Mandelia	Executive Vice President	15,000	4	Mr. Amar Sinha*	Chief Operating Officer	25,000	Total			80,000
Sl. No.	Name	Designation	No. of Options Granted																						
1	Mr. Dilip K. Banthiya	Chief Financial Officer	20,000																						
2	Mr. Sanjeev Banga	President- Exports	20,000																						
3	Mr. Padmanabh Mandelia	Executive Vice President	15,000																						
4	Mr. Amar Sinha*	Chief Operating Officer	25,000																						
Total			80,000																						
2	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil																							
3	Identified employees who were granted option, during one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Nil																							

- (vii) **A description of the method and significant assumptions used during the year to estimate the fair value of options at the time of grant including the following information:**

Sl. No.	Particulars	Details
1	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;	Please refer Note No. 15 of the Notes to Standalone Financial Statements forming part of the Annual Report for the Financial Year 2025- 26.
2	The method used and the assumptions made to incorporate the effects of expected early exercise;	
3	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	
4	Whether and how any other features of the option granted were incorporated into the measurement of fair value, such as a market condition.	

Disclosures in respect of grants made in three years prior to IPO under each ESOS
Not applicable.

- D. Details related to ESPS** - Not applicable
- E. Details related to SAR** - Not applicable
- F. Details related to GEBS/ RBS** - Not applicable
- G. Details Related to Trust** - Not applicable