

ANNEXURE-I TO THE BOARD'S REPORT

DISCLOSURES PURSUANT TO RULE 12 (9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014, READ WITH REGULATION 14 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021, READ WITH SEBI CIRCULAR DATED 16 JUNE 2015, ON ESAR DISCLOSURES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

A. Relevant disclosures in terms of the 'IND AS 102 – Share - Based Payments' notified under Section 133 of the Companies Act, 2013, (the Act), read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

All the relevant disclosures in terms of the 'IND AS 102 – Share – Based Payments' notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, are made in the Financial Statements.

B. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of ESARs calculated in accordance with 'IND AS 33 - Earnings Per Share':

Diluted EPS of the Company is ₹ 75.30 per share

C. Details related to Equity Stock Appreciation Rights (ESARs) of the Company:

i. Description of ESARs that existed at any time during the year:

Sr. No.	Particulars	Kirloskar Industries Limited – Employees Stock Appreciation Rights Plan 2019 (KIL ESARP 2019)
a.	Date of members' approval	The members of the Company approved the KIL ESAR 2019, by a Special Resolution through Postal Ballot on 29 December 2019. Further, the members of the Company approved the amendment to the KIL ESARP 2019 by increasing ESARs by 3,00,000 from 4,85,000 ESARs to 7,85,000 ESARs to the existing ESAR pool, by Special Resolution through Postal Ballot on 30 April 2023.
b.	Date of grant	30 January 2020, 14 July 2022, 8 August 2022 and 12 August 2023.
c.	Total number of ESARs approved	7,85,000 (Seven Lakhs Eighty-Five Thousand) ESARs, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company.
d.	Vesting requirement	<p>a. For vesting of ESARS</p> <p>The ESARs granted under the KIL ESARP 2019 would vest after a minimum period of one (1) year but not later than a maximum period of four (4) years from the Grant Date of such ESARs. Based on being in continued employment with the Company or subsidiary company(ies).</p> <p>b. For exercise of ESARS</p> <p>Five (5) years from the date of vesting.</p>
e.	Exercise price or pricing formula	4,84,498 ESARs at the rate of ₹ 500 per ESAR 2,41,000 ESARs at the rate of ₹ 1,800 per ESAR.
f.	Maximum term of options granted	The options would vest over a maximum period of four years
g.	Source of shares	Primary
h.	Variation in terms of options	Subject to necessary approvals as may be required, the Nomination and Remuneration Committee may at any time amend, alter or vary the terms of the KIL ESARP 2019 and / or terms of the options already granted under the KIL ESARP 2019, subject to the condition that such amendment, alteration or variation as the case may be, is not detrimental to the interest of employees.

ii. Methods to account for KIL ESARP 2019:

The Company uses Fair Value Method of accounting for ESARs, which is in accordance with IND AS 102.

iii. The difference between the employee compensation cost computed using the intrinsic value of options and the employee compensation cost that shall have been recognised if it had used the fair value of the options:

Not applicable.

iv. Options movement during the year

Particulars	KIL ESARP 2019
Number of ESARs outstanding at the beginning of the period (Nos.)	4,21,055
Number of ESARs granted during the year	Nil
Number of ESARs cancelled during the year	Nil
Number of ESARs forfeited / lapsed during year	1,96,640

Particulars	KIL ESARP 2019
Number of ESARs vested during the year	Nil
Number of ESARs exercised during the year	30,000
Number of shares arising as a result of exercise of ESARs	29,912
Money realised by exercise of ESARs (INR), if the scheme is implemented directly by the Company	2,99,120
Number of ESARs outstanding at the end of the year	1,94,415
Number of ESARs exercisable at the end of the year	1,43,575

- v. **Weighted-average exercise price and weighted-average fair value of ESARs granted during the year, where exercise price is less than the market price on the date of grant:**

Particulars	KIL ESARP 2019
Weighted-average exercise price in ₹	Not Applicable
Weighted-average Fair Value in ₹	Not Applicable

- vi. **Employee wise details (name of employee, designation, number of ESARs granted) during the Financial Year 2024-2025 to:**

a) **Senior Managerial Personnel:**

Sr. No	Name of Employee	Designation	No. of ESARs granted						No. of ESARs vested				
			No. of ESARs granted during the year 2019-2020	No. of ESARs granted during the Year 2020-2021	No. of ESARs granted during the Year 2021-2022	No. of ESARs granted during the Year 2022-2023	No. of ESARs granted during the Year 2023-2024	No. of ESARs granted during the Year 2024-2025	No. of ESARs vested during the Year 2020-2021	No. of ESARs vested during the Financial Year 2021-2022	No. of ESARs vested during the Financial Year 2022-2023	No. of ESARs vested during the Financial Year 2023-2024	No. of ESARs vested during the Financial Year 2024-2025
Employees of the Company													
1.	Mr. Mahesh Chhabria	Managing Director	2,31,000	Nil	Nil	Nil	*98,000	Nil	1,15,500	50,000	65,500	Nil	Nil
2.	Ms. Aditi Chirmule	Executive Director	48,540	Nil	Nil	Nil	Nil	Nil	24,270	14,560	9,710	Nil	Nil
3.	Mr. Anandh Baheti	Chief Financial Officer	NA	NA	NA	3,000	25,000	Nil	Nil	Nil	Nil	1,000	Nil
4.	Mrs. Ashwini Mali	Company Secretary	24,270	Nil	Nil	Nil	10,000	Nil	12,135	7,280	4,855	Nil	Nil
5.	Mr. Jagdish Purandare	Head - Human Resource	18,000	Nil	Nil	Nil	Nil	Nil	6,000	6,000	6,000	Nil	Nil
		Total	3.21.810	Nil	Nil	3.000	1.33.000	Nil	1.57.905	77.840	86.065	1.000	Nil

*Mr. Mahesh Chhabria ceased to be the Managing Director of the Company with effect from the close of business hours on 31 March 2025, upon his early retirement. He also resigned as a director on the Board of the Company with effect from the close of business hours on the same date. Consequently, the unvested ESARs are forfeited due to his early retirement as the Managing Director and resignation as a Director, both effective from 31 March 2025.

Non – Executive Director

Sr. No	Name of Employee	Designation	No. of ESARs granted						No. of ESARs vested				
			No. of ESARs granted during the year 2019-2020	No. of ESARs granted during the Year 2020-2021	No. of ESARs granted during the Year 2021-2022	No. of ESARs granted during the Year 2022-2023	No. of ESARs granted during the Year 2023-2024	No. of ESARs granted during the Year 2024-2025	No. of ESARs vested during the Year 2020-2021	No. of ESARs vested during the Financial Year 2021-2022	No. of ESARs vested during the Financial Year 2022-2023	No. of ESARs vested during the Financial Year 2023-2024	No. of ESARs vested during the Financial Year 2024-2025
1.	Mr. Vinesh Kumar Jairath	Non-Executive Director	33,000	Nil	Nil	29,000	*98,000	Nil	16,500	9,900	6,600	29,000	Nil
	Total		33,000	Nil	Nil	29,000	98,000	Nil	16,500	9,900	6,600	29,000	Nil

*Mr. Vinesh Kumar Jairath ceased to be the Managing Director of Avante Spaces Limited (Avante), a Wholly - Owned Subsidiary of the Company with effect from 1 January 2025, upon completion of his tenure. He also resigned as a Director of Avante with effect from the same date. 98,000 unvested ESARs held by Mr. Vinesh Kumar Jairath are forfeited with effect from the date of his completion of tenure as the Managing Director of Avante and resignation from directorship of Avante, i.e., 01 January 2025.

- b) Any other employee / Non – Executive Director who receives a grant in any one year of ESARs amounting to 5% or more of ESARs granted during that year:

Sr. No.	Name of Employee / Non-Executive Director	Designation	No. of ESARs granted during 2019-2020	No. of ESARs granted during the Year 2020-2021	No. of ESARs granted during the Year 2021-2022	No. of ESARs granted during the Year 2022-2023	No. of ESARs granted during the Year 2023-2024	No. of ESARs granted during the Year 2024-2025
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Employees of the Company

1.	*Mr. Mahesh Chhabria	Managing Director	2,31,000	Nil	Nil	Nil	*98,000	Nil
2.	Ms. Aditi Chirmule	Executive Director	48,540	Nil	Nil	Nil	Nil	Nil
3.	Mr. Anandh Baheti	Chief Financial Officer	NA	NA	NA	3,000	25,000	Nil
4.	Mrs. Ashwini Mali	Company Secretary	24,270	Nil	Nil	Nil	10,000	Nil

Non-Executive Director of the Company

5.	**Mr. Vinesh Kumar Jairath	Non-Executive Director	33,000	Nil	Nil	29,000	**98,000	Nil
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* Mr. Mahesh Chhabria ceased to be the Managing Director of the Company with effect from the close of business hours on 31 March 2025, upon his early retirement. He also resigned as a Director on the Board of the Company with effect from the close of business hours on the same date.

**Mr. Vinesh Kumar Jairath ceased to be the Managing Director of Avante Spaces Limited (Avante), a Wholly - Owned Subsidiary of the Company with effect from 1 January 2025, upon completion of his tenure. He also resigned as a Director of Avante with effect from the same date. 98,000 unvested ESARs held by Mr. Vinesh Kumar Jairath are forfeited with effect from the date of his completion of tenure as the Managing Director of Avante and resignation from directorship of Avante, i.e., 01 January 2025.

- c) Identified employees who were granted ESARs, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant:

Sr. No.	Name of Employee / Non-Executive Director	Designation	No. of ESARs granted during the year 2019-2020	No. of ESARs granted during the year 2020-2021	No. of ESARs granted during the year 2021-2022	No. of ESARs granted during the year 2022-2023	No. of ESARs granted during the year 2023-2024	No. of ESARs granted during the year 2024-2025
1.	*Mr. Mahesh Chhabria	Managing Director	2,31,000 (2.38%)	Nil	Nil	Nil	98,000 (0.99%)	Nil

* Mr. Mahesh Chhabria ceased to be the Managing Director of the Company with effect from the close of business hours on 31 March 2025, upon his early retirement. He also resigned as a Director on the Board of the Company with effect from the close of business hours on the same date.

i. **Description of the method and significant assumption used during the year to estimate the fair value of ESARs including the following information:**

- 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;
- The method used and the assumptions made to incorporate the effects of expected early exercise;
- How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and
- Whether and how any other features of the ESARs grant were incorporated into the measurement of fair value, such as market condition.

Please refer Note No. 42 forming parts of the Financial Statements.