

Disclosure under Regulation 14 read with Part F of Schedule I of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 for the year ended March 31, 2025

Allcargo Terminals Limited (“ATL”) Employees Stock Appreciation Rights Plan 2024 (“ESAR 2024”/ “the Plan”) was formulated by the Nomination & Remuneration Committee of the Board of Directors and approved via Board Resolution dated February 01, 2024 which was subsequently approved by shareholders at the Annual General Meeting held on September 23, 2024, as per [Securities and Exchange Board of India \(Share Based Employee Benefits and Sweat Equity\) Regulations, 2021](#). The aggregate number of shares upon exercise of ESARs would not exceed 86,00,000 (Eighty-Six Lakhs only) Shares of face value of Rs. 2/- (Rupees Two only), each fully paid up, of the Company. The Company has also obtained the in-principle approval from the BSE Limited and the National Stock Exchange of India Limited for the granting of ESAR under the Plan to the employees of the Company and Group Companies collectively.

Further, there are no material change in the plan and the plan is in compliance with the SBEB Regulation.

The details of of Employees Stock Appreciation Rights (“ESAR”) as on March 31, 2025 is given below:

1. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time: **Disclosed in Notes to Accounts of Standalone and consolidated financial statements for the financial year ended March 31, 2025.**
2. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Accounting Standard 20 - Earnings Per Share’ issued by Central Government or any other relevant accounting standards as issued from time to time: **Diluted EPS for the year ended March 31, 2025 is disclosed in Notes to Standalone and consolidated financial statements for the financial year ended March 31, 2025.**

(i) Description of ESAR scheme along with general terms and conditions of the scheme

| Sr. no | Particulars | ATL ESAR Plan 2024 |
|--------|--|---|
| 1. | Date of shareholders' approval | September 23, 2024 |
| 2. | Total number of shares approved under the SAR scheme | 86,00,000 (Eighty-Six Lakhs only) Shares of face value of Rs. 2/- (Rupees Two only) |
| 3. | Vesting requirements | ESARs granted under the Plan would Vest after a minimum Vesting Period of 1 (One) year but not later than a maximum Vesting Period of 4 (Four) years from the Grant date of such ESARs. |
| 4. | SAR price or pricing formula | The ESAR Price per ESAR shall be determined by the Committee at the time of Grant subject to a maximum discount of upto 40% (forty percent) from the Market Price of |

| | | |
|----|--|--|
| | | the Shares of the Company. The specific ESAR Price shall be intimated to the ESAR Grantee in the letter of grant at the time of Grant. |
| 5. | Maximum term of SAR granted | The Exercise Period in respect of a Vested ESARs shall be 5 (Five) years from the date of Vesting of such ESARs. The Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period. |
| 6. | Method of settlement (whether in cash or equity) | Unless otherwise decided by the Committee, any or all Vested ESARs upon Exercise shall be settled by way of allotment of Shares. The number of Shares shall be determined as under: <i>"Number of Shares to be allotted = (Appreciation per ESAR × Number of ESARs exercised) / Market Price determined with reference to date of Exercise"</i> If the Settlement as per sub-clause above results in fractional Shares, then the consideration for fractional Shares shall be settled in Cash. |
| 7. | Choice of settlement (with the company or the employee or combination) | Not applicable (NA) |
| 8. | Source of shares (primary, secondary or combination) | The Plan contemplates issue of new fresh/primary shares by the Company and does not involve any secondary acquisition. |
| 9. | Variation in terms of scheme | NA |

(ii) Method used to account for SAR - Fair value

- (iii) Where the company opts for expensing of SAR using the intrinsic value of SAR, 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 SAR, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. – NA**

(iv) The movement of ESAR during the year are as follows:

| Sr. no | Particulars | Number of ESAR | Range of ESAR Price | Weighted Average ESAR Price | Weighted Average remaining life of ESAR |
|--------|---|----------------|---------------------|-----------------------------|---|
| 1 | Number of SARs outstanding at the beginning of the year. | 0 | NA | NA | NA |
| 2 | Number of SARs granted during the year. | 24,87,500 | 23.00 | 23.00 | NA |
| 3 | Number of SARs forfeited / lapsed during the year. | 0 | NA | NA | NA |
| 4 | Number of SARs vested during the year. | 0 | NA | NA | NA |
| 5 | Number of SARs exercised / settled during the year. | 0 | NA | NA | NA |
| 6 | Number of SARs outstanding at the end of the year. | 24,87,500 | 23.00 | 23.00 | 7.63 |
| 7 | Number of SARs exercisable at the end of the year. | 0 | NA | NA | NA |
| 8 | The weighted average market price of options exercised during the year(Rs.) | 0 | NA | NA | NA |
| 9 | Contractual life for options outstanding as on March, 31 2025 (Years) | 0 | NA | NA | 7.63 |

(v) Employee-wise details of SAR granted during the FY 2024-25 to:

- a. Senior Management as defined under Regulation 16 (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

ESARs granted to senior management during the year are as follows:

| Sr No | Name | Designation | No of ESAR | ESAR's amounting to 5% or more |
|--------------|---------------------|--|-------------------|---------------------------------------|
| 1 | Suresh Kumar Ramiah | Managing Director – Allcargo Terminals Limited | 5,00,000 | 20.10% |
| 2 | Nitin Behl | Regional Business Head (ICD-Dadri and CFS Kolkata) | 2,00,000 | 8.04% |
| 3 | Capt Sunny Williams | Senior Vice President – Sales & Marketing | 2,00,000 | 8.04% |
| 4 | Capt Mayur Paralkar | Facility Head - Speedy JNPT CFS | 1,50,000 | 6.03% |
| 5 | Rahul Acharekar | Asst. Vice President – Operations | 1,25,000 | 5.02% |
| 6 | Bhavesh Patel | Facility Head - Mundra CFS | 1,50,000 | 6.03% |

- b. Employees who were granted, during any one year, SAR amounting to 5% or more of the SAR granted during the year is as follows:**

| Sr No | Name | Designation | No of ESAR | ESAR Price |
|--------------|--------------------------|--|-------------------|-------------------|
| 1 | Suresh Kumar Ramiah | Managing Director – Allcargo Terminals Limited | 5,00,000 | 23.00 |
| 2 | Nitin Behl | Regional Business Head (ICD-Dadri and CFS Kolkata) | 2,00,000 | 23.00 |
| 3 | Pritam Mohan Vartak | Chief Financial Officer | 1,00,000 | 23.00 |
| 4 | Malav Talati | Company Secretary & Compliance Officer | 50,000 | 23.00 |
| 5 | Rahul Acharekar | Asst. Vice President – Operations | 1,25,000 | 23.00 |
| 6 | Venugopal Shetty | Facility Head – JNPT CFS | 75,000 | 23.00 |
| 7 | Bhavesh Patel | Facility Head - Mundra CFS | 1,50,000 | 23.00 |
| 8 | Subash Babu Dharmalingam | Facility Head – CFS Chennai | 1,00,000 | 23.00 |
| 9 | Pramod B. Savanur | Deputy General Manager – Information Technology | 75,000 | 23.00 |

(vi) Identified employees who were granted SAR, 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 – NA

Disclosures in respect of grants made in three years prior to IPO under each SAR scheme
– **Not Applicable**