

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, 2026

Allcargo Terminals Limited's ("ATL") 'ATL CEO Employee Stock Option Plan – 2025' ("CEO ESOP 2025"/ "Plan") was formulated by the Nomination & Remuneration Committee of the Board of Directors and approved via Board Resolution dated August 11, 2025 which was subsequently approved by shareholders at the Annual General Meeting held on September 26, 2025, 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 Employee Stock Options ("ESOP") would result into 44,66,335 (Forty Four Lakh Sixty Six Thousand Three Hundred and Thirty Five 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 ESOP under the Plan to Mr Ashish Chandna, Chief Executive Officer of the Company.

Further, there is change in the vesting schedule and the same is in compliance with the SBEB Regulation.

The details of ESOPs as on March 31, 2026, are as 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: **No ESOPs were granted as on March 31, 2026.**
 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: **No ESOPs were granted as on March 31, 2026.**
- i. A description of ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including:

Date of shareholders' approval	September 26, 2025		
Total number of options approved under ESOP	44,66,335 (Forty Four Lakh Sixty Six Thousand Three Hundred and Thirty Five Only)		
Vesting Requirements	The Nomination and Remuneration Committee ("NRC") has approved the following revised vesting schedule at its meeting held on May 20, 2026:		
	Vesting schedule	Timeline (Tentative)	Percentage of Options which will Vest
	At the end of 1 (one) year from the date of Grant	May 2027	80% of the Options granted

	At the end of 2 (two) years from the date of Grant	May 2028	0% of the Options granted
	At the end of 3 (three) years from the date of Grant	May 2029	20% of the Options granted
Exercise price or pricing formula	Exercise Price per Option shall be face value of the Shares of the Company payable by the Employee		
Maximum term of ESOP granted	While in Employment: Maximum 5 (five) years commencing from relevant date of vesting of options. Incase of Separation from Employment: 1. <u>Resignation/termination (other than due to misconduct)</u> Vested - within 90 (ninety) days from the last working day, whichever is earlier Unvested – cancelled from date of submission of such resignation/termination. (The above shall be subject to change at the discretion of the Committee) 2. <u>Termination due to misconduct:</u> Vested and Unvested option shall stand cancelled from the date of such termination and shall be deemed to have been lapsed. 3. <u>Retirement</u> Vested - exercisable by the Option Grantee within the Exercise Period or within one (1) year from the date of Retirement, whichever is earlier. Unvested - would continue to vest in accordance with the original Vesting schedule even after Retirement. All such aforesaid Options upon Vesting can be exercised before the end of the Exercise Period. 4. <u>Death</u> Vested - exercisable by the legal heir(s) or the nominee(s), within the Exercise Period or within one (1) year from the date of death, whichever is earlier. Unvested - shall vest immediately in the Option Grantee's nominee or legal heir and can be exercised in the manner defined for Vested Options. 5. <u>Permanent Incapacity</u>		

	Vested - exercisable by the Option Grantee within the Exercise Period or within one (1) year from the date of Permanent Incapacity, whichever is earlier. Unvested - shall vest immediately and can be exercised in the same manner as defined for Vested Options. 6. <u>Separation due to reasons apart from those mentioned above</u> Vested - The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such a decision shall be final. Unvested - All Unvested Options on the date of such separation shall stand cancelled unless otherwise required by Applicable Law
Source of shares (primary, secondary or combination)	Primary
Variation in terms of options	NA

- ii. Method used to account for ESOP - **Fair value**
- iii. Where the company opts for expensing of Options using the intrinsic value of 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 options, 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 ESOP during the year are as follows: **No ESOPs were granted as on March 31, 2026.**

(i) Employee-wise details of Options granted during the FY 2025-26:

- a. Senior Management as defined under Regulation 16 (d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: **NIL**
- b. Employees who were granted, during any one year, Options amounting to 5% or more of the Options granted during the year: **NIL**
- c. Identified employees who were granted options, 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 – **NIL**

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

- a. 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- **NA**
- b. the method used and the assumptions made to incorporate the effects of expected early exercise-**NA**

c. how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and- NA

d. whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition: **NA**

Disclosures in respect of grants made in three years prior to IPO under ESOP scheme – **NA**