

ESOP DISCLOSURE

Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as specified in Schedule I of the said Regulations.

No material changes in the scheme have taken place during the year under review.

A. Disclosures in terms of the accounting standards : **For details, please refer to notes to Financial Statements mentioned in the Annual Report 2023-24 which can be accessed through web link <https://www.cclproducts.com/investors/>.**

B. Diluted EPS on issue of shares: **Please refer to the notes to the financial statements forming part of the Annual Report for the financial year 2023-24.**

C. Description of ESOPs

- (i) (a) **Date of shareholders' approval** – 30.08.2022
- (b) **Total number of options approved under ESOS** – 5,00,000 (Five lakhs)
(Refer to the Note 1 below)
- (c) **Vesting requirements** –
- Subject to applicable laws, there shall be a minimum gap of one year between the date of grant of options and vesting of options.
 - Vesting period for options shall commence after minimum 1 (One) year from the Grant Date and it may extend upto maximum of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee.
 - Maximum period within which the Options shall be vested: Options granted under the Scheme would vest in accordance with the terms of each grant, subject to a maximum period of 5 (five) years from the date of grant of such options (i.e., vesting period)
 - Vesting of options will be on yearly basis and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.
 - The minimum vesting gap of 1 (One) year shall not apply in the event of death or permanent disability of the employee while in employment; all the options, granted under the scheme to him/her till his/her death or permanent incapacitation shall vest, with effect from the date of his/her death or permanent incapacitation on the legal heir or nominee of the deceased employee, as the case may be.
- (d) **Exercise price or pricing formula**
- Subject to SBEBASE Regulations, the Exercise Price of the options granted shall be the face value of the share, i.e., Rs.2/- (as adjusted by the corporate action(s)). No amount shall be payable at the time of grant of options.
- (e) **Maximum term of options granted**
- Options granted under the Scheme would vest in accordance with the terms of each grant, subject to maximum period of 5 years from the date of grant of such options.
- (f) **Source of shares (primary, secondary or combination)**
- Primary. Further, subject to the approval of shareholders, the Trust shall acquire shares by way of subscribing to the fresh shares issued and allotted by the Company.

(g) Variation in terms of options: Not Applicable

(ii) Method used to account for ESOS:

The Company shall use the Fair Value Method or such other valuation method as may be prescribed from time to time in accordance with applicable laws for computing the compensation cost for the options granted including any Guidance Note on Accounting for employee share based Payments issued in this regard from time to time.

(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 – N.A

(iv) Option movement during the year (For each ESOS):

Particulars	FY 2023-2024	FY 2022-2023
Number of options outstanding at the beginning of the period	3,64,750*	NA
Number of options granted during the year	14,610	2,64,750
Number of options forfeited / lapsed during the year	31,000	Nil
Number of options vested during the year	1,25,075	Nil
Number of options exercised during the year	Nil	NA
Number of shares arising as a result of exercise of options	NA	NA
Money realized by exercise of options (INR), if scheme is implemented directly by the company	NA	NA
Loan repaid by the Trust during the year from exercise price received	Nil	NA
Number of options outstanding at the end of the year	2,54,285	2,64,750
Number of options exercisable at the end of the year (to be vested)	2,54,285	2,64,750

***Note 1:** The difference of 1,00,000 options between the number of options exercisable at the end of FY 2022-23 and outstanding at the beginning of FY 2023-24 is due to the grant of 1,00,000 options to Mr. Praveen Jaipurkar, CEO pursuant to the resolution passed by the Compensation Committee whereby the options granted under Continental Coffee Private Limited Employee Stock Option Plan, 2021 (CCPL ESOP Plan) were converted into 1,00,000 options under CCL Employee Stock Option Scheme – 2022 (CCL ESOP Scheme) as contemplated in the Scheme of Arrangement between Continental Coffee Private Limited, Demerged Company and CCL Products (India) Limited, Resulting Company.

14,610 options were granted during the year under review. However, after the close of financial year 2023-24, 80,000 options were granted to Mr. Venkataramana Prasad Alam on May 11, 2024, who was appointed as the CEO of Ngon Coffee Company Limited

- (v) **Weighted-average exercise prices and weighted-average fair values of options if the options' exercise price either equals or exceeds or is less than the market price of the stock** – The exercise price is lesser than the weighted average fair value. The weighted average fair value of the stock is 548.06 and the exercise price stands at Rs. 2/- per share.
- (vi) **Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –**
- (a) **senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**

Name of employee	Designation	Number of options granted during 2023-24	Number of options granted during 2022-23	Exercise Price
CCL Products (India) Limited – Employees				
Mr. Praveen Jaipurkar	Chief Executive Officer	1,00,000 <i>(Refer Note 1 above)</i>	1,00,000	Rs 2 per option / equity share
Mr. V. Lakshmi Narayana	Chief Financial Officer	Nil	13,000	
Mr. R.V. Rama Rao	Sr. General Manager	Nil	4,000	
Mr. Kolluru Shiva Rama Prasad	Sr. General Manager	Nil	9,000	
Ms. Dasari Sridevi	Company Secretary	Nil	5,000	
Mr. Keshava Naidu Gudiputi	General Manager	Nil	7,500	
Mr. V. Mahesh Kumar	General Manager	Nil	6,000	
Mr. S. S. S. Atchuta Rao	General Manager	Nil	5,000	
Mr. CH. V. S. S. R. S. Sastry	General Manager	Nil	5,000	
Ms. Sridevi Undavalli	General Manager	Nil	5,000	
Mr. B. Vaishak	Asst. General Manager	Nil	6,500	
Mr. R. Thirumala Prasad	Asst. General Manager	Nil	4,250	
Mr. Vadlamudi Ravi Sai Teja	Sr. Manager	Nil	3,500	

Mr. Ranjith Kumar	Deputy General Manager	2350	Nil	
Mr. Raja Chakraborty	Head – Marketing	6460	Nil	
Mr. Vyaghreswar Kaza	Head – Sales	3800	Nil	
Mr. Rama Mohan Rao	Sr. Manager	4000	Nil	
Mr. Bobba Aditya	Sr. Manager	Nil	3,500	
Mr. Preetam Patnaik	Head- Consumer Marketing	Nil	6,000	
Mr. Mallesh Boyapally	Sr. Zonal Manager	Nil	6,000	
Mr. Asheesh Sharma	Zonal Manager	Nil	6,000	
Ngon Coffee Complete Limited – Employees				
Mr. Shyam Sunder	Deputy General Director	Nil	9,000	Rs 2 per option / equity share

- (b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;

Name of employee	Designation	Number of options granted during the year
Praveen Jaipurkar (Refer to the Note 1 above)	Chief Executive Officer	1,00,000

- (c) identified employees who were granted option, 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 – Not applicable.
- (vii) **Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:** The fair value of the share options is estimated at the grant date using a Black-Scholes Method, considering the terms and conditions upon which the share options were granted.
- (a) **weighted-average values of share price:** Rs. 548.06 per option (fair value as on grant date)
exercise price: Rs.2
expected volatility: 34.91%
expected option life: 4 Years
expected dividends: 1.60%
the risk-free interest rate: 7.12%
any other inputs to the model: N.A.
- (b) **the method used and the assumptions made to incorporate the effects of expected early exercise:** Black-Scholes Method
- (c) **how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility:** The expected volatility was determined basis the report received from the Registered Valuer wherein various techniques and procedures were used to arrive at the annualized expected volatility.

- (d) **whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition:** Yes, the appropriate features were incorporated in the measurement of fair value at the time of grant, basis the general principles of valuation and the like.

D. 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:

- (i) General information on all schemes:

Sl. No.	Particulars	Details
1.	Name of the Trust	CCL Employees Trust
2.	Details of the Trustee(s)	1. Challa Narayana Swamy 2. Bobba Venkata Narayana Prasad 3. Chinna Rangappa Paineni
3.	Amount of loan disbursed by company / any company in the group, during the year	Rs. 10,00,000
4.	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 10,00,000
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	Nil
6.	Any other contribution made to the Trust during the year	Not Applicable

- (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 (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:** The Company has allotted 5,00,000 shares to CCL Employees Trust which forms 0.18% of the paid up equity capital as at the end of the previous financial year. The cost of acquisition per share stands to be Rs. 2.

(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:** 5,00,000

- (iii) **In case of secondary acquisition of shares by the Trust:** N.A.