**DISCLOSURE PURSUANT TO REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021, READ WITH AMENDMENTS THEREIN ("THE SEBI SBEB & SE REGULATIONS") AS OF MARCH 31, 2026.**

**Details are given for the Agro Tech Foods Limited Employees Stock Option Plan, 2024 ("ATFOODS ESOP 2024 / the Plan") –** Based on the recommendation of Nomination & Remuneration Committee ("NRC"), the Board of Directors of Sundrop Brands Limited (*formerly known as Agro Tech Foods Limited)* ("the Company") in their meeting held on 28th August 2024 considered and approved the formulation & implementation of this scheme. The Members of the Company further approved the same by passing a special resolution by means of Postal Ballot through remote e-voting on 27th April 2025.

**A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments:**

The disclosure(s) is provided in Notes 16 (g) to the audited standalone financial statements of the Company for the financial year ended March 31, 2026.

**B. Diluted Earnings/(Loss) per Share:**

INR 5.54

**C. Details related to Employee Stock Option Schemes (ESOS) of the Company:**

| **Sr. No.** | **Particulars** | **For the financial year ended 31st March 2026** |
|---|---|---|
| **i.** | Options Granted under Agro Tech Foods Limited Employees Stock Options Plan, 2024 | Net Grant- 14,80,411 Employee Stock Options ("Options") (*12,84,158 Options granted on June 07, 2025, and further 1,96,253 Options granted on July 09, 2025, by the NRC*). |
| **ii.** | **A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:** | |
| a. | Date of shareholder's approval | The Company, vide special resolution passed by its Members on 27th April 2025 by means of Postal Ballot through remote e-voting, approved "Agro Tech Foods Limited Employees Stock Option Plan, 2024". |
| b. | Total number of Options approved under ESOS | 20,00,000 (Twenty Lakhs) Options exercisable into not more than 20,00,000 (Twenty Lakhs) fully paid-up equity shares of face value of Rs.10/- (Rupee Ten Only) |

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| | | |
|---|---|---|
| c. | Vesting requirements | **A. <u>Vesting Requirements for Options granted on June 07, 2025:</u>** |

**(i) For Time-Based Grants**:**

| Dates of vesting | Percentage of options to vest | Vesting condition |
|---|---|---|
| 1st Anniversary from the date of grant | 20% of the Time-Based Grants | Options granted shall vest subject to continuous employment/ service as on date of vesting. |
| 2nd Anniversary from the date of grant | 20% of the Time-Based Grants | |
| 3rd Anniversary from the date of grant | 20% of the Time-Based Grants | |
| 4th Anniversary from the date of grant | 20% of the Time-Based Grants | |
| 5th Anniversary from the date of grant | 20% of the Time-Based Grants | |

**(ii) For Performance-Based Grants**:**

| Dates of vesting | Percentage of options to vest | Vesting condition |
|---|---|---|
| 1st Anniversary from the date of grant | 0% | a. Subject to continuation of employment/ service on relevant date(s) of vesting; and<br><br>b. Achievement of Performance Parameter i.e. EBIDTA as determined and quantum of Options that will vest shall be determined as per the vesting matrix . |
| 2nd Anniversary from the date of grant | 0% | |
| 3rd Anniversary from the date of grant | 33.33% of the Performance-Based Grants | |
| 4th Anniversary from the date of grant | 0% | |
| 5th Anniversary from the date of grant | 66.67% of the Performance-Based Grants | |

| Options shall vest as per below mentioned vesting matrix | | |
|---|---|---|
| **Goal Post** | **Actual achievement vis a vis Target** | **Percentage of Options to vest in a vesting year** |
| 0 | Less than 80% of the target | Nil |
| I | Equal to 80% of the target | 50% |
| II | More than 80% of target but less than or equal to 100% of target | 50% + (2.5% × every 1% of target achieved above 80%) |
| III | More than 100% of target | 100% |

***Includes grants with 1&2 years vesting schedules without staggered percentage-based vesting over five annual anniversaries.*

### B. Vesting Requirements for Options granted on July 09, 2025:

#### (i) For Time-Based Grants:

| Dates of vesting | Percentage of options to vest | Vesting condition | Vesting Condition for few specific employees |
|---|---|---|---|
| 1st Anniversary from the date of grant | 20% of the Time-Based Grants | Options granted shall vest subject to continuous employment/service as on date of vesting. | For few employees, the tenure based Vesting schedule is different basis the terms & conditions of their employment with the Company. |
| 2nd Anniversary from the date of grant | 20% of the Time-Based Grants | | |
| 3rd Anniversary from the date of grant | 20% of the Time-Based Grants | | |
| 4th Anniversary from the date of grant | 20% of the Time-Based Grants | | |
| 5th Anniversary from the date of grant | 20% of the Time-Based Grants | | |

#### (ii) For Performance-Based Grants:

| Dates of vesting | Percentage of options to vest | Vesting condition | Additional Vesting Condition |
|---|---|---|---|
| 1st Anniversary from the date of grant | 0% | a. Subject to continuation of employment/ service on relevant date(s) of vesting; and<br><br>b. Achievement of Performance Parameter i.e. EBIDTA as mentioned below and quantum of Options that will vest shall be determined as per the vesting matrix. | Options grantee should be rated VG or G+ or G ( " Good") / 1 or 2 or 3 ( Meet's Expectation) rating in the respective performance assessment year to be eligible for vesting of the performance based granted Options. Any changes in vesting conditions for under performers will be at management/ NRC discretion. The clause of performance rating shall not apply for vesting in case of retirement, permanent incapacity or death. |
| 2nd Anniversary from the date of grant | 0% | | |
| 3rd Anniversary from the date of grant | 33.33% of the Performance-Based Grants | | |
| 4th Anniversary from the date of grant | Any unvested portion from 3rd anniversary of the performance-based grant subject to fulfilment of catchup provisions as detailed in the grant letter | | |
| 5th Anniversary from the date of grant | 66.67% of the Performance-Based Grants<br>+ Any unvested portion from 3rd anniversary of grant subject to fulfilment of catchup provisions as detailed in the grant letter | | |

<table>
<tr><td></td><td></td><td>
<table>
<tr><th colspan="3">Options shall vest as per below mentioned vesting matrix</th></tr>
<tr><th>Goal Post</th><th>Actual achievement vis a vis Target</th><th>Percentage of Options to vest in a vesting year</th></tr>
<tr><td>0</td><td>Less than 80% of the target</td><td>Nil</td></tr>
<tr><td>I</td><td>Equal to 80% of the target</td><td>50%</td></tr>
<tr><td>II</td><td>More than 80% of target but less than or equal to 100% of target</td><td>50% + (2.5% × every 1% of target achieved above 80%)</td></tr>
<tr><td>III</td><td>More than 100% of target</td><td>100%</td></tr>
</table>
</td></tr>
<tr><td>d.</td><td>Exercise Price or Pricing formula</td><td>(i) For 30% of the Options granted (time-based) to the Eligible Employees of the Company (except Group Managing Director) and its subsidiary Company(ies), the exercise price is INR 809/- per Option.<br><br>(ii) For 70% of the Options granted (performance-based) to the eligible employees of the Company and its subsidiary Company(ies), the exercise price is INR 515/- per Option.<br><br>(iii) For the Group Managing Director of the Company, the exercise price for all the Options (time- based and performance based) granted is INR 515/- per Option.</td></tr>
<tr><td>e.</td><td>Maximum term of options granted</td><td>5 years from the date of Grant.</td></tr>
<tr><td>f.</td><td>Source of shares (primary, secondary or combination)</td><td>Primary</td></tr>
<tr><td>g.</td><td>Variation in terms of options granted</td><td>There has not been any variation in the terms of Options granted.</td></tr>
<tr><td colspan="3">iii. Method used to account for ESOP-Intrinsic or fair value</td></tr>
<tr><td></td><td colspan="2">Calculation is based on Fair Value Method</td></tr>
<tr><td colspan="3">iv. Where the Company opts for expensing the options using the intrinsic value of the Options – NA</td></tr>
<tr><td></td><td>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</td><td>N.A.</td></tr>
</table>

| | | |
|---|---|---|
| | The impact of this difference on profits and on EPS of the company shall also be disclosed. | **N.A.** |

**v. Option movement during the year (For each ESOP):**

| **Particulars** | **Agro Tech Foods Limited Employees Option Plan, 2024** |
|---|---|
| Number of options outstanding at the beginning of the year | Nil |
| Number of options granted during the year | 14,80,411* |
| Number of options forfeited/~~lapsed~~ during the year | 32,500 |
| Number of options vested during the year | Nil |
| Number of options exercised during the year | Nil |
| Number of shares arising as a result of exercise of options | Nil |
| Money realized by exercise of options, if scheme is implemented directly by the Company (in Rs) | Nil |
| Loan repaid by the Trust during the year from exercise price received (Rs.) | Not Applicable |
| Number of options outstanding at the end of the year | 14,47,911 |
| Number of options exercisable at the end of the year | Nil |

**(Net grant)*

**vi. Weighted-average exercise prices and weighted-average fair values of options**

| **Sr. No** | **Particulars** | **Agro Tech Foods Limited Employees Option Plan, 2024** |
|---|---|---|
| a. | Weighted-average exercise prices and weighted average fair value of options whose exercise price equals the market price of the stock | Not Applicable, as no Options were vested for exercise during the financial year 2025-26. |
| b. | Weighted-average prices and weighted average fair value of options whose exercise price is less than the market price of the stock | |
| c. | Weighted-average exercise prices and weighted average fair value of options whose exercise price exceeds the market price of the stock | |

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| vii. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to | | |
|---|---|---|
| **Sr. No.** | **Particulars** | **Agro Tech Foods Limited Employees Option Plan, 2024** |
| 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; | 1) Mr. Dharmesh Kumar Srivastava, Vice President – Supply Chain – 2,990 Options granted<br>2) Mr. Gaurav Gupta, Head of Marketing – 34,000 Options granted<br>3) Mr. Sanjay K Srivastava, Head of Manufacturing –8,555 Options granted<br>4) Mr. KPN Srinivas, Chief Financial Officer – 29,000 Options granted<br>5) Mr. Rikesh Ramesh Kotwal, Head of Sales – 30,000 Options granted<br>6) Mrs. Padmavathi Tuluva, Head of Human Resources – 2,002 Options granted<br>7) Mr. Hitesh Yadav, Head of Procurement – 15,400 Options granted<br>8) Mr. Shrey Dixit, Head of Research, Quality & Innovation – 15,400 Options granted<br>9) **Ms. Hem Jadeja, Head of Strategy & Business Transformation – 21,000 Options granted and forfeited.<br>10) **Ms. Jyoti Chawla, Company Secretary and Compliance Officer- 7,000 Options granted and forfeited.<br>11) Ms. Kavita, Company Secretary and Compliance Officer – 5,500 Options granted.<br><br>The Exercise Price for the above Senior Managerial Personnel of the Company will be as follows:<br><br>(i) For 30% of the Options granted (time-based), the exercise price is INR 809/- per Option.<br><br>(ii) For 70% of the Options granted (performance-based), the exercise price is INR 515/- per Option. |
| 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. | **For Options granted on June 07, 2025:**<br>1) Mr. Nitish Bajaj<br>2) Mr. Asheesh Kumar Sharma<br>3) Mr. Abhinav Kapoor<br><br>**For Options granted on July 09, 2025:**<br>1) Mr. Nitish Bajaj |
| 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 | **For Options granted on June 07, 2025 & July 09, 2025:**<br>1) Mr. Nitish Bajaj |
| Note:<br>**The Options granted to Ms. Hem Jadeja and Ms. Jyoti Chawla were forfeited owing to their exit from the Company. | | |

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| viii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: | | |
|---|---|---|
| **Sr. No.** | **Particulars** | **Agro Tech Foods Limited Employees Option Plan, 2024** |
| 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 | Refer Annexure – 1 |
| b. | the method used and the assumptions made to incorporate the effects of expected early exercise | |
| c. | how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and | |
| d. | Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition. | |

## ANNEXURE - 1

| A description of the method and significant assumptions used during the year to estimate the fair value of options including the owing information | | | | | | |
|---|---|---|---|---|---|---|
| **Vesting Option** | **Grant 1** **(07-Jun-2025)** | **Grant 2** **(07-Jun-2025)** | **Grant 3** **(07-Jun-2025)** | **Grant 4** **(09-Jul-2025)** | **Grant 5** **(09-Jul-2025)** | **Grant 6** **(09-Jul-2025)** |
| The weighted - average values of share price (in Rs) | 570.25 | 416.86 | 580.78 | 547.24 | 396.52 | 557.89 |
| Exercise price (in Rs) | 515.00 | 809.00 | 515.00 | 515.00 | 809.00 | 515.00 |
| Expected volatility (%) | 38.22 | 37.59 | 38.49 | 38.02 | 37.4 | 38.29 |
| Expected option life | 6.43 | 5.50 | 6.83 | 6.43 | 5.50 | 6.83 |
| Expected dividends per share (in Rs.) | 3 | 3 | 3 | 3 | 3 | 3 |
| the risk- free interest rate (%) | 6.12 | 6.02 | 6.17 | 6.33 | 6.22 | 6.38 |
| Any other inputs to the model | NA | NA | NA | NA | NA | NA |
| The method used and the assumptions made to incorporate the effects of expected early exercise | **Expected Option Life:** The expected option life is assumed to be approximately half-way between the option vesting period and exercise term of the option. | | | | | |
| How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility | **Volatility:** Implied volatility is derived from the Black-Scholes formula and is an important element for how the value of options is determined. Implied volatility is a measure of the estimation of the future variability for the asset underlying the option contract. Implied Volatility is usually calculated from standard deviation of daily change in stock price and the historical period considered to match the expected life of the option. | | | | | |
| Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition | **Risk Free Rate:** This is the continuously compounded risk-free rate and should be based on the yields available on the bonds issued by Government of India at the date of valuation with a remaining term equal to the expected lifetime of the awards. Source - www.fbil.org.in | | | | | |