Disclosure with respect to Employees Stock Option Schemes of the Company

(Pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB & SE Regulations')

As on March 31, 2026, your Company has two employee stock option schemes called "Employee Stock Option Plan 2025" and "Management Stock Option Plan 2025" pursuant to special resolution passed at the general meetings, under which stock options are granted to eligible employees of the Company from time to time.

The details of the "Employee Stock Option Plan 2025" ("ESOP 2025") and "Management Stock Option Plan 2025" ("MSOP 2025"), and the requirement specified under Regulation 14 of the SEBI SBEB & SE Regulations, are available on the website at www.orklaindia.com

Disclosures pursuant to Regulation 14 of the SEBI SBEB & SE Regulations and the status of compliance are as follows:

Sl. No.	Particulars	Status of Compliance
1.	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	There were no material changes in the schemes during the year and the schemes are in compliance with the SEBI SBEB & SE Regulations.
A	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Disclosed in Notes to Accounts – Refer Note 39 to Standalone Financial Statements for the year ended March 31, 2026.
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard on Earnings Per	Disclosed in Notes to Accounts – Refer note 47 to Standalone Financial Statements for the year ended March 31, 2026.

Sl. No.	Particulars	Status of Compliance
	Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	
C	Details related to Employee Stock Option Schemes (ESOS)	
	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS.	Disclosed in Notes to Accounts – Refer note 39 to Standalone Financial Statements for the year ended March 31, 2026.

Summary of Status of Employee Stock Option Plan 2025 ("ESOP 2025")

Sl. No.	Particulars	Details
1.	Date of shareholders' approval	May 16, 2025
2.	Total number of options approved under ESOP 2025.	27,39,784
3.	Vesting requirements	The ESOPs granted under ESOP 2025 shall have a fixed vesting period of 3 (Three) years from the Grant Date of the ESOPs, which shall be inclusive of the

Sl. No.	Particulars	Details
		minimum Vesting Period of 1 (One) year required under the Applicable Laws. As a prerequisite to valid Vesting, a Grantee will be required to be in continued employment in good standing with the Company, or group company, including holding company, or subsidiary(ies), as the case may be.
4.	Exercise price or pricing formula	(a) The Exercise Price per ESOP shall be as specified in the Award Letter or any other relevant ESOP Document, as the case may be. However, the Exercise Price shall not be less than the face value of Shares and shall be in conformity with the accounting policies specified under the SEBI SBEB and SE Regulations. (b) The Exercise Price shall be paid in full at the time of Exercise of the Vested Options. (c) Payment of the Exercise Price or any amount under the Plan, if any, shall be made by submission of cheque, banker's cheque,

Sl. No.	Particulars	Details
		demand draft drawn in favor of the Company with the authorized personnel of the Company, or in such other manner as the Board or any committee authorized by the Board, may approve from time to time.
5.	Maximum term of options granted	The ESOPs granted under ESOP 2025 shall have a fixed vesting period of 3 (Three) years from the Grant Date of the ESOPs, which shall be inclusive of the minimum Vesting Period of 1 (One) year as required under the Applicable Laws.
6.	Source of shares (primary, secondary or combination)	Primary
7.	Variation in terms of options	No variation
8.	Method used to account for ESOS - Intrinsic or fair value	Fair value
9.	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	Not applicable because the Company has accounted for employee compensation in books using the fair value of options.

Sl. No.	Particulars	Details
	value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	

Summary of Status of Management Stock Option Plan 2025 (“MSOP 2025”)

Sl. No.	Particulars	Details
1.	Date of shareholders’ approval	May 16, 2025
2.	Total number of options approved under MSOP 2025	4,70,000
3.	Vesting requirements	Subject to a minimum Vesting Period of 1 (One) year, the MSOPs granted under the MSOP 2025 shall vest on the later of (i) the expiry of 1 (One) year from the Grant Date of such MSOPs, or (ii) the date on which the Company is Listed on a Recognized Stock Exchange.

Sl. No.	Particulars	Details
		As a prerequisite to valid Vesting, a Grantee will be required to be in continued employment in good standing with the Company, or group company, including holding company, or subsidiary(ies), as the case may be.
4.	Exercise price or pricing formula	a) The Exercise Price per MSOP shall be as specified in the Award Letter or any other relevant MSOP Document, as the case may be. However, the Exercise Price shall not be less than the face value of Shares and shall be in conformity with the accounting policies specified under the SEBI SBEB and SE Regulations. b) The Exercise Price shall be paid in full at the time of Exercise of the Vested Options. c) (c) Payment of the Exercise Price or any amount under the Plan, if any, shall be made by submission of cheque, banker's cheque, demand draft drawn in favor of the Company with the authorized personnel of the Company, or in such other manner as the Board or any

Sl. No.	Particulars	Details
		committee authorized by the Board, may approve from time to time.
5.	Maximum term of options granted	Subject to a minimum Vesting Period of 1 (One) year, the MSOPs granted under the MSOP 2025 shall vest on the later of (i) the expiry of 1 (One) year from the Grant Date of such MSOPs, or (ii) the date on which the Company is Listed on a Recognized Stock Exchange.
6.	Source of shares (primary, secondary or combination)	Primary
7.	Variation in terms of options	No variation
8.	Method used to account for ESOS - Intrinsic or fair value	Fair value
9.	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.	Not applicable because the Company has accounted for employee compensation in books using the fair value of options.

Option movement during the FY 2025-26

Sl. No.	Particulars	ESOP 2025	MSOP 2025
1.	No. of Options outstanding at the beginning of the year	NIL	NIL
2.	Options Granted during the year	668,154	52,043
3.	Options forfeited during the year	NIL	NIL
4.	Options lapsed during the year	NIL	NIL
5.	Options vested during the year	NIL	NIL
6.	Options exercised during the year	NIL	NIL
7.	Number of shares arising as a result of exercise of Options	NIL	NIL
8.	Money realized by exercise of options (in H) if scheme is implemented directly by the Company	NIL	NIL
9.	Loan repaid by the Trust during the year from exercise price received	NIL	NIL
10.	No. of options outstanding at the end of the year	668,154	52,043

Sl. No.	Particulars	ESOP 2025	MSOP 2025
11.	No. of options exercisable at the end of the year	NIL	NIL
12.	Method of Accounting	Fair Value	Fair Value
13.	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.	Not applicable because the Company has accounted for employee compensation in books using the fair value of options.	Not applicable because the Company has accounted for employee compensation in books using the fair value of options.
14.	Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Refer Note 39 of the Standalone Financial Statements	Refer Note 39 of the Standalone Financial Statements

Options granted to the Employees during the year

(a) Options granted to Senior Managerial Personnel during the year, with exercise price of INR 1,239.77 in ESOP 2025 and exercise price of INR 1 in MSOP 2025:

Sl. No.	Name of Employee	Designation	No. of options granted under ESOP 2025	No. of options granted under MSOP 2025
1.	Sanjay Sharma	Managing Director and Chief Executive Officer	1,36,654	26,239
2.	Suniana Calapa	Chief Financial Officer	40,060	7,692
3.	Kaushik Seshadri	Company Secretary and Compliance Officer	6,848	1,315
4.	Milan Chattaraj	Director – Human Resources and Administration	29,132	2,175
5.	Ankur Kumar Bhaumik	Director – Operations	33,895	3,254
6.	Niklas Darre Stoltz	Director - Strategy and Sustainability	31,927	3,065
7.	Sunay Bhasin	CEO – MTR Foods business unit	42,254	4,057
8.	Ashvin Subramanyam	CEO – International Business	34,489	1,840
9.	Girish Kumar Nair	CEO - Eastern business unit	35,134	1,124

(b) Any other employee who received a grant during the year, options amounting to 5% or more of option granted during the year:

Sl. No.	Name of Employee	Designation	No. of options granted during the year under ESOP 2025
1.	Sanjay Sharma	Managing Director and Chief Executive Officer	1,36,654
2.	Sunay Bhasin	Chief Executive Officer – MTR Foods Business unit	42,254
3.	Girish Kumar Nair	Chief Executive Officer - Eastern Business unit	35,134
4.	Ashvin Subramanyam	Chief Executive Officer – International Business	34,489
5.	Suniana Calapa	Chief Financial Officer	40,060
6.	Ankur Kumar Bhaumik	Director – Operations	33,895

Sl. No.	Name of Employee	Designation	No. of options granted during the year under MSOP 2025
1.	Sanjay Sharma	Managing Director and Chief Executive Officer	26,239
2.	Sunay Bhasin	Chief Executive Officer – MTR Foods Business unit	4,057

3.	Niklas Darre Stoltz	Director – Strategy & Transformation	3,065
4.	Suniana Calapa	Chief Financial Officer	7,692
5.	Ankur Kumar Bhaumik	Director – Operations	3,254

(c) Identified employees who were granted options during the 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

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

Sl. No.	Particulars	Details
1.	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 mode	Refer Note 39 of the Standalone Financial Statements
2.	Method used and the assumptions made to incorporate the effects of expected early exercise	Refer Note 39 of the Standalone Financial Statements
3.	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Refer Note 39 of the Standalone Financial Statements
4.	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	None. Refer Note 39 of the Standalone Financial Statements

Disclosures in respect of grants made in three years prior to IPO under each ESOS

Sl. No.	Particulars	Details
1.	Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.	Refer Note 39 of the Standalone Financial Statements

Details related to ESPS:	Not Applicable
Details related to SAR:	Not Applicable
Details related to GEBS / RBS :	Not Applicable
Details related to Trust :	Not Applicable