DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEME FOR THE YEAR ENDED MARCH 31, 2025, UNDER REGULATION 14 OF SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

Name of the Scheme: Employee Stock Option Scheme – ESOP 2022

Details of the Scheme

a) A total of 20,00,000 (Twenty Lakh) Options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Companies working in India and Abroad under the scheme.

b) The number of options shall be adjusted to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.

c) Each option when exercised would give the option holder a right to get one fully paid equity share of the Company.

d) The options, which will be lapsed or be forfeited, will be available for further grant to the eligible employees.

Disclosure pursuant to Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014

A. For disclosures in terms of the 'Indian Accounting Standard 33 - Earnings Per Share', please refer Note no. 39 of the Standalone Financial Statements of the Company for the year ended March 31, 2025.

B. Diluted EPS in accordance with Indian Accounting Standard

l. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of Option calculated in accordance with Indian Accounting Standard (Ind AS) -33.	Rs. 7.43 per share

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

	Particulars
	August 12, 2022
	The Shareholders by way of special resolution dated August 12, 2022 have authorized the Committee to grant, not exceeding 20,00,000 (Twenty Lakhs) ESOP Options and in accordance with the terms and conditions as may be decided under the ESOP not exceeding or equal to the ceiling of 1% of the total Issued Capital of the Company, at the time of grant in a financial year (as per Clause 3.1 of the Scheme).
	The Employee Stock Options granted under ESOP 2022 shall vest in a minimum period of one year and a staggered vesting period of four years from the date of grant of the options. 25% of the options granted to an employee will become vested after each year (as per Clause 7.1 of the Scheme).
	Exercise price will be equal to the closing market price of RS Software Ltd shares every year on the date immediately prior to the Relevant Date, Or alternately a price recommended by the evaluation committee, and approved thereafter by the committee, subject to conforming to the accounting policies specified in regulation 15 of the SEBI (SBEB) regulations 2021. For the purpose of this clause the market price will be determined as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 on ESOP (as per Clause 6 of the Scheme).
	Till the validity of ESOP Scheme 2022, i.e., 3 years with effect from 1st April 2022.
	Primary
	The Committee, in its discretion, at the time of each Grant, may lay down certain performance metrics on the achievement of which the options would be granted to the employees, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options are granted under ESOP would vest (subject to the minimum and maximum vesting period as specified above).
	Fair Value Method.
value of the options, the difference between the employee t shall have been recognized if it had used the fair value of	Not Applicable

lso be disclosed.

	(iv) Option Movement during the year	
	Option Outstanding at the beginning of the year	20,00,000
	Options granted	8,05,001 Options
	Options lapsed/forfeited	Nil
	Options vested	Nil
	Options exercised	Nil
	The total no of shares arising as a result of exercise of option	Nil
	Money realized by exercise of Options, if scheme is implemented directly by the company	Nil
	Loan repaid by the Trust during the year from exercise price Received	Nil
	Total No. Of Options outstanding at the end of the Year	11,94,999 Options
	Total No. of options exercisable at the end of the year	2,01,252 Options
(v)	(i) Weighted Average Exercise price of Options	Rs. 62.40
	(ii) Weighted average fair value of Options	Rs. 216.34

(vi)	Employee wise details of the Options granted to Senior Management Personnel	*Name and Designation*	*No of Options* *Granted*
		As per the Annexure attached	
(ii)	Any other employee who received a grant in any one year of Option amounting to 5% or more of Options	None	
	granted during the year		
(iii)	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.	None.	

(vii)	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. (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.	Pricing method under the Company's ESOP Scheme 2022 is as under: Exercise price will be equal to the closing market price of RS shares every year on the date immediately prior to the Relevant Date, or alternately a price recommended by the evaluation committee, and approved thereafter by the committee, subject to conform to the accounting policies specified in regulation 15 of these regulations. For the purpose of this clause the market price will be determined as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 on ESOP. No amount is payable at the time of grant of the ESOP Options to the employees. – –

For and on behalf of the Board of Directors

(Rajnit Rai Jain)
CEO & Managing Director

Date: 30th April 2025

ANNEXURE

R S SOFTWARE (INDIA) LIMITED

LIST OF ESOP OPTION GRANTED TO SENIOR MANAGEMENT

(As per the recommendations made by the Nomination & Remuneration Committee of the Company at the meeting held on 9th November 2023 and Board of Directors approval made at the Board Meeting held on 10th November 2023)

SR No.	Emp ID	Emp Name	ESOP Grant	Remarks
1	804	ANIRUDDHA RAI CHAUDHURI	12,387	Senior Management
2	1217	ABHISHEK GUPTA	45,171	Senior Management
3	2157	Vijendra Kumar Surana	50,000	Senior Management
4	2281	Sumit Misra	50,000	Senior Management
5	4273	Milind Kamat	50,000	Senior Management
6	4455	Dipankar Dey	50,000	Senior Management
		TOTAL OPTIONS GRANTED:	**2,57,558**	