

**Disclosure under SEBI (Share based Employee benefits) Regulations, 2014 for the year ended December 31, 2018**

As on date of the Directors Report dated May 02, 2019, R Systems International Limited (“Company”) has the following stock option plans/ schemes:

R Systems International Ltd. Employees Stock Option Plan - Year 2001

R Systems International Limited Employee Stock Option Scheme 2007

Please Refer to Notes to accounts under Standalone Financial Statements of Annual Report 2018 for the summary information of the aforesaid Employee Stock Option Plans/ Schemes and details on accounting policy.

Details relating to options approved, granted, vested, exercised, lapsed, in force etc. under the prevailing Employees stock option plans / schemes during the year ended December 31, 2018 are as follows:

| S. No. | Particulars                                                                           | R Systems International Ltd. Employees Stock Option Plan - Year 2001                                                                              | R Systems International Limited Employee Stock Option Scheme 2007                                                                                                                                                                                                                                              |
|--------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|        |                                                                                       | (a) #                                                                                                                                             | (b)##                                                                                                                                                                                                                                                                                                          |
| a.     | Total number of shares covered under the plan/scheme                                  | 738,980                                                                                                                                           | 6,500,000                                                                                                                                                                                                                                                                                                      |
| b.     | Pricing Formula                                                                       | As approved under the “Scheme of Amalgamation” of Indus Software Private Limited with the Company by the Hon’ble High Courts of Delhi and Mumbai. | Rs. 12.07 per option for 6,350,000 options i.e. latest available closing price, prior to the date of the meeting of the Board of Directors / Compensation Committee, in which options were granted, on the stock exchange. Rs. 12.07 per option for 150,000 options as approved by the Compensation Committee. |
| c.     | Options Outstanding at the beginning of the year                                      | Nil                                                                                                                                               | 112,500                                                                                                                                                                                                                                                                                                        |
| c.     | Options granted during the year                                                       | Nil                                                                                                                                               | Nil                                                                                                                                                                                                                                                                                                            |
| d.     | Options vested during the year                                                        | Nil                                                                                                                                               | 37,500                                                                                                                                                                                                                                                                                                         |
| e.     | Options exercised during the year                                                     | Nil                                                                                                                                               | 37,500                                                                                                                                                                                                                                                                                                         |
| f.     | The total number of shares arising as a result of exercise of options during the year | Nil                                                                                                                                               | 37,500                                                                                                                                                                                                                                                                                                         |

|       |                                                                                                                                                                                                         |      |            |
|-------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------|
| g.    | Options lapsed/during the year                                                                                                                                                                          | Nil  | Nil        |
| h.    | Variation of terms of options during the year                                                                                                                                                           | Nil  | Nil        |
| i.    | Money realised by exercise of options during the year (Rs.)                                                                                                                                             | Nil  | 452,625.00 |
| j.    | Total number of options in force at the end of the year                                                                                                                                                 | Nil  | 75,000     |
| k.    | Employee wise details of options granted to (during the year)                                                                                                                                           |      |            |
| (i)   | Senior managerial personnel                                                                                                                                                                             | Nil  | Nil        |
| (ii)  | Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year                                                                          | Nil  | Nil        |
| (iii) | 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  | Nil        |
| l.    | Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options                                                                                                                     | N.A. | 2.52*      |
|       |                                                                                                                                                                                                         |      |            |

# Please note that the details given above for plan (a) are after making the required adjustments in relation to consolidation of each of the 5 equity shares of Rs. 2 each into 1 equity share of Rs. 10 each as approved by the shareholders in the year 2006 and after Sub-division of each of the equity shares of Rs. 10 each into 10 equity shares of Re. 1/- each as per record date of February 28, 2014.

## The details given above for plan (b) are after making the required adjustment in relation to sub-division of each of the equity shares of Rs. 10 each into 10 equity shares of Re. 1/- each as per the record date of February 28, 2014.

\*EPS is Rupees per equity shares of Re. 1/- each i.e. after giving into effect Sub-division of equity shares of Rs. 10 each into equity shares of Re. 1/- each as per record date of February 28, 2014.