Disclosure requried under Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 for the year ended December 31, 2025

On November 15, 2023, shareholders of the Company, upon approval of the Board of Directors of the Company and recommendation of the Nomination, Remuneration and Compensation Committee ("**NRCC**") have approved R Systems International Limited Management Incentive Plan 2023 ("**Plan**") to grant the eligible employees of the Company and its subsidiaries, such number of Employee Stock Option ("Options") and Restricted Stock Units ("RSUs") exercisable into not more than 8,000,000 equity shares of Re. 1/- each.

During the year ended December 31, 2025, NRCC has granted 805,380 RSUs under the Plan to the identified employees of the Company and its Subsidiaries. During the year under review NRCC has not granted any Options under the Plan.

A	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time	Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the financial year ended on December 31, 2025.
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the financial year ended on December 31, 2025.
C	A description	
1	A description of each RSU(S) that existed at any time during the year, including the general terms and conditions of each RSU(s) , including -	
a	Date of shareholders' approval	November 15, 2023
b	Total number of RSU(s)/ Options approved under	80,00,000
c	Vesting requirements	The Options or RSUs granted to an Employee shall be eligible to Vest (subject to satisfying the time-based and/or performance-based conditions, as may be applicable to a particular Grantee as per the terms of the Grant Letter).
d	Exercise price or pricing formula	RSU Exercise Price: The RSU Exercise Price shall be the face value of the Shares as on the date of Grant of RSUs. Option Excersie Price: The Option Exercise Price shall be the lower of (i) 12 (twelve) months volume weighted average Market Price subject to a discount of up to 50% (fifty percent) or as may be determined by the NRCC at the time of Grant (but not lower than the face value of Shares); or (ii) the closing price of the Shares on the trading day immediately preceding the date of the Grant, subject to a discount of up to 50% (fifty percent) or as may be determined by the NRCC at the time of Grant (but not lower than the face value of Shares), being the price per Option payable by an Employee upon Exercising an Option which has been Granted pursuant to the Plan, as set out in the relevant Grant Letter.
e	Maximum term of RSU(s) granted	For Options- the time period as may be determined by the NRCC but not exceeding 3 (three) years from the date of Vesting in accordance with the Vesting Schedule and as specified in the Grant Letter. However, the above time period will not apply to the Grantee who have elected for an Automatic Exercise of the Vested RSUs. For RSU(s)- Automatically Exercise.
f	Source of shares (primary, secondary or combination)	Primary
g	Variation in terms of Options/RSU(s) (during the year)	Nil
2	Method used to account for RSU(s) - Intrinsic or fair value	Fair Value
3	In case the intrinsic value method has been used for valuation of the RSU(s), 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 RSU(s) shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	NA
4	RSU(s) movement during the year	
	Particulars	**Details**
a	Number of RSU(s) outstanding at the beginning of the period	59,07,586
b	Number of RSU(s) granted during the year	8,05,380
c	Number of RSU(s) forfeited / lapsed during the year*	4,84,323
d	Number of RSU(s) vested during the year	1,04,388
e	Number of RSU(s) exercised during the year	1,00,137
f	Number of shares arising as a result of exercise of RSU(s)	1,00,137
g	Money realized by exercise of RSU(s) (INR), if scheme is implemented directly by the company	1,00,137
h	Loan repaid by the Trust during the year from exercise price received	NA
i	Number of RSU(s) outstanding at the end of the year	59,45,625
j	Number of RSU(s) exercisable at the end of the year	4,251
	* As per Plan Lapsed RSU(s) will be added back in the pool.	
	Note: Only RSUs were granted, no Options were granted durign the year 2025	

5	Weighted-average exercise prices and weighted-average fair values of RSU(s) shall be disclosed separately for RSU(s) whose exercise price either equals or exceeds or is less than the market price of the stock.		Members may refer to note No. 11 (g) of the standalone and consolidated audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the financial year ended on December 31, 2025 which forms part of Annual Report for the year 2025, available at the following weblink: https://www.rsystems.com/investors-info/annual-reports/	
6	Employee wise details of RSU(s) granted to (during the year 2025):			
a	**Senior Managerial Personnel and Key Managerial Personnel**			
Sr. No.	**Name**	**Designation**	**Number of RSU(s)**	**Exercise price (Amount in INR)**
i	Ashok Chawla	Co-Chief Delivery Officer	84,911	1 per share
b	**Any other employee who receives a grant amounting to 5% or more of option granted during the year 2025**			
i	Pratik Ambhore	Head, Data Engineering	46,106	1 per share
ii	Harshil Shah	Director of Engineering	46,106	1 per share
iii	Madhur Suresh Nawandar	Director of Engineering & Founding Member	46,106	1 per share
iv	Pranav Kulkarni	Director of Engineering & Founding Member	46,106	1 per share
v	Rohan Gupta	VP Cloud & DevOps	46,106	1 per share
c	Identified employees who were granted RSU(s), during any one year, equal to or exceeding 1% of the issued capital			
Sr. No.	**Name**	**Designation**	**Number of RSU(s)**	**Exercise price**
Nil				
7	A description of the method and significant assumptions used during the year to estimate the fair value of RSU(s) including the following information			
a	the weighted-average values of share price, exercise price, expected volatility, expected RSU(s) life, expected dividends, the risk-free interest rate and any other inputs to the model.		Members may refer to note No. 11 (g) of the standalone and consolidated audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the financial year ended on December 31, 2025 which forms part of Annual Report for the year 2025, available at the following weblink: https://www.rsystems.com/investors-info/annual-reports/	
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.			
d	whether and how any other features of the RSU(s) granted were incorporated into the measurement of fair value, such as a market condition.			