

Information regarding Employees Stock Option Scheme (ESOS) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021

Details related to the Scheme:

As on March 31, 2025, the Company has in place the Employee Stock Option Scheme named Raw Edge Industrial Solutions Limited- Employee Stock Option Plan 2023 (ESOP 2023). ESOP 2023 is in the compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Companies Act, 2013. During the year there was no material change in the REISL ESOP 2023 of the Company

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.

Members may refer to the audited financial statement prepared as per Ind AS for the year 2024-25.

B. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20

During the year, under REISL ESOP 2023 none of the employees have exercised any shares; so, details pertaining to this section not applicable.

C. Details related to Employees' Stock Option Scheme ("ESOS")

Description of REISL ESOP 2023 including the general terms and conditions, including -

Sr. No.	Particulars	Raw Edge Industrial Solutions Limited- Employee Stock Option Plan 2023 ("REISL ESOP 2023")
1. (a)	Date of shareholders' approval	September 22, 2023
(b)	Total number of options approved under ESOS	10,00,000 (Ten Lakhs)
(c)	Vesting requirements	The Options granted shall vest so long as an Employee continues to be in the employment of the Company. The Board/ Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1(one) year. The board or committee as may be approved from time to time decide the vesting period for every option granted in tranches. Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the unvested Options shall vest with effect from the date of the Death or Permanent Incapacity.

(d)	Exercise price or pricing formula	<p>During the year, the Company has granted 79,500 options to the eligible employees at the price of Rs. 10/-</p> <p>The Exercise Price shall be Rs. 10, which in any case will not be lower than the face value of the equity Shares of the Company on the date of such grant as per the policy.</p>																
(e)	Maximum term of options granted	Options granted under REISL ESOP 2023 would vest subject to a minimum vesting period of one year from the date of the Grant and maximum period of 11(Eleven) years as may be decided by the Board at the time of granting of option. The vesting shall occur in tranches beginning from the second year the till the end of eleventh year.																
(f)	Source of shares (primary, secondary or combination)	The REISL ESOP 2023 scheme will be implemented only with issue of new/ primary equity shares only.																
(g)	Variation in terms of options	The Company has not made any variation in the REISL ESOP 2023.																
2	Method used to account for REISL ESOP 2023	The Company shall adopt fair value method for valuation of options as prescribed under the Indian Accounting																
3	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, as the Company is opting for the Fair Value Method for accounting of the stock Options.																
4	Option movement during the year (For each ESOS):	<table><tr><td colspan="2">During the year; under REISL ESOP 2023 the Company has</td></tr><tr><td>Number of options outstanding at the beginning of the period</td><td>0</td></tr><tr><td>Number of options granted during the year</td><td>79,500</td></tr><tr><td>Number of options forfeited / lapsed during the year</td><td>3000</td></tr><tr><td>Number of options vested during the year</td><td>0</td></tr><tr><td>Number of options exercised during the year</td><td>0</td></tr><tr><td>Number of shares arising as a result of exercise of options</td><td>0</td></tr><tr><td>Money realized by exercise of options (INR), if scheme is implemented directly by the company (Rs in millions)</td><td>0</td></tr></table>	During the year; under REISL ESOP 2023 the Company has		Number of options outstanding at the beginning of the period	0	Number of options granted during the year	79,500	Number of options forfeited / lapsed during the year	3000	Number of options vested during the year	0	Number of options exercised during the year	0	Number of shares arising as a result of exercise of options	0	Money realized by exercise of options (INR), if scheme is implemented directly by the company (Rs in millions)	0
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		Loan repaid by the Trust during the year from exercise price received	0	
		Number of options outstanding at the end of the year	76,500	
		Number of options exercisable at the end of the year	0	
5	Weighted-average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average fair values of options granted during the year is Rs. ₹36.24/-		
6	Employee wise details of the options granted:			
(a)	Senior managerial personnel including Key Managerial Personnel:			
Sr. No.	Name	Designation	No. of Options Granted	Issue Price
i.	Prashant Suresh Agarwal	CFO & Executive Director	50,000.	Rs. 10/-
ii.	Shaharyar Saiyad	Company Secretary & Compliance officer	1,000.	Rs. 10/-
(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	NIL		
(c)	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		

7	<p>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</p> <p>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.</p> <p>b. the method used and the assumptions made to incorporate the effects of expected early exercise</p> <p>c. how expected volatility was determined, including an explanation of the extent to</p>	<p>The fair value of the options has been calculated using the Black Scholes Method and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:</p> <table><tr><td>Particulars</td><td>As at 31st March, 2025</td></tr><tr><td>Stock Price (Rs.)</td><td>38.93</td></tr><tr><td>Time to Maturity</td><td>11 Years</td></tr><tr><td>Expected Life of options (no. of years)</td><td>12.00</td></tr><tr><td>Risk free rate of interest (%)</td><td>7.10%</td></tr><tr><td>Implied Volatility factor (%)</td><td>68.13%</td></tr><tr><td>Dividend Yield (%)</td><td>NIL</td></tr><tr><td>Fair value per Option at year end (Rs.)</td><td>36.24</td></tr></table>	Particulars	As at 31 st March, 2025	Stock Price (Rs.)	38.93	Time to Maturity	11 Years	Expected Life of options (no. of years)	12.00	Risk free rate of interest (%)	7.10%	Implied Volatility factor (%)	68.13%	Dividend Yield (%)	NIL	Fair value per Option at year end (Rs.)	36.24
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10	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition																	
11	Details related to trust	The REISL ESOP 2023 will be managed by the Company itself																