August 21, 2026

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Plot No:C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip: RAMCOSYS

BSE Ltd.,
Corporate Relationship Department
Phiroze Jeejheebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 532370

Dear Sir/Madam,

Sub: Approval of Employee Stock Option Scheme 2026 (ESOS 2026) by the shareholders on August 20, 2026
Ref: Our Board Meeting outcome dated May 21, 2026

We hereby inform that the shareholders of the Company have approved the formulation of the Employee Stock Option Scheme 2026 (ESOS 2026) in the 29th Annual General Meeting held on August 20, 2026, the voting results of which were declared on August 21, 2026.

Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is attached in **Annexure – I.**

The aforesaid intimation is also being hosted on the website of the Company www.ramco.com.

Kindly take on record the same.

Yours sincerely,

For RAMCO SYSTEMS LIMITED

MITHUN Digitally signed by MITHUN Date: 2026.08.21 22:11:33 +05'30'

MITHUN V
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl.: As above

Annexure – I

Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

Brief details of options granted;	15,00,000 Options convertible into 15,00,000 equity shares of Rs.10/- each, fully paid-up, to eligible employees in one or more tranches as may be determined by the Board of Directors (including Nomination and Remuneration Committee).
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);	Yes
Total number of shares covered by these options;	15,00,000 equity shares of Rs.10/- each
Pricing formula;	Under this Scheme, the Exercise Price will be decided by the Nomination and Remuneration Committee(“NRC”) at the time of Grant and shall be linked with the Market Price as defined in the Scheme. The NRC has the power to provide a suitable discount on such price as arrived above. However, in any case the Exercise Price shall not be more than the Market Price and shall not be less than the face value of the Share of the Company.
Options vested;	Not Applicable, as this outcome pertains to approval of the Scheme by the members.
Time within which option may be exercised;	Options can be exercised within a maximum exercise period of 10 (Ten) years from the date of respective Vesting.
Options exercised;	
Money realized by exercise of options;	
The total number of shares arising as a result of exercise of option;	Not applicable, as this outcome pertains to approval of the Scheme by the members.
Options lapsed;	
Variation of terms of options;	
Brief details of significant terms;	The salient features and brief terms & conditions of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, 2021, are provided in the 29th Annual General Meeting Notice attached herewith as Annexure-II.
Subsequent changes or cancellation or exercise of such options;	Not applicable
Diluted earnings per share pursuant to issue of equity shares on exercise of options.	Not applicable, as this outcome pertains to approval of the Scheme by the members.

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Registered Office: 47, P.S.K. Nagar, Rajapalayam 626 108, Tamilnadu, India.
Global Offices: India | Singapore | Malaysia | Indonesia | HongKong | China | Vietnam | Macau | Japan | Philippines | Australia | New Zealand | UAE | Saudi Arabia | USA | Canada | United Kingdom | Germany | Switzerland | Spain | Sudan | South Africa
www.ramco.com

Annexure – II

The salient features and brief terms & conditions of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, are as under:

i) Brief Description of the Scheme:

This Scheme shall be called as the "Employee Stock Option Scheme - 2026" The purpose of the Scheme includes the followings:

(i) To reward the Employees for their association and performance.

(ii) To motivate the Employees to contribute to the growth and profitability of the Company.

(iii) To attract high-quality talent and ensure long-term retention through an effective and competitive structure.

(iv) To retain the Employees for the growth of the Company.

(v) Bringing better sense of belongingness with the Company and its growth.

ii) Total Number of Stock Options to be granted under the Scheme:

The Options to be granted under the scheme is 15,00,000 (Fifteen Lakhs) (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company, as may be applicable from time to time) convertible into 15,00,000 (Fifteen Lakhs) equity shares of Rs.10 each.

The aggregate Options so granted (including shares already allotted under the Scheme but excluding any granted Options that are lapsed/surrendered/forfeited – which can be added back) shall not result in the creation of more than 15,00,000 (Fifteen Lakhs) shares at any given point of time.

If any Options granted under the Scheme lapses or forfeited or surrendered, such Options shall be available for further grant under the Scheme.

iii) **Identification of classes of employees entitled to participate in the ESOS 2026:**

(i) An Employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

(iii) An employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company of the Company but does not include:

(a) An Employee who is a Promoter or a person belonging to the Promoter Group; or

(b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

New Joinees can also participate in the Scheme and can be granted options based upon the discretion of the Committee.

The Scheme shall not extend to any Promoter or those belonging to the Promoter Group or to any Director, who either by himself or through his relative(s) or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

iv) Requirements of vesting and period of vesting:

Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend upto a maximum period of 10 (Ten) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Provided further that in the event of death or Permanent Incapacity of a Grantee, while in employment, the minimum vesting period of 1 (one) year shall not be applicable and in such instances, the Options shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Incapacity.

Vesting of Options would be subject to following:

a) continued / uninterrupted employment with the Employer Company- The Grantee must remain continuously employed with the Employer Company. The Grantee must not have submitted a resignation, received notice of termination, or be in a notice period at the time of vesting.

b) Any other criteria as decided by the Committee and mentioned in the Grant Letter.

v) Maximum period within which the Options shall be vested:

Maximum period within which the Options shall vest, shall not exceed ten (10) years from date of grant.

vi) Exercise price or pricing formula:

Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.

The Committee has the power to provide a suitable discount on such price as arrived above. However, in any case the Exercise Price shall not to be more than the Market Price and shall not be less than the face value of the Share of the Company.

vii) Exercise period and process for exercise:

After Vesting, Options can be exercised wholly or partly in multiple of lots, as specified under the Grant or Vesting Letter within a maximum exercise period of 10 (Ten) years from the date of respective Vesting, after submitting the Exercise Application along with payment of the Exercise Price, applicable taxes and other charges, if any.

Provided that the Grantee shall hold a valid and operative Demat account at the time of exercise of options.

Failure to Exercise Options within this time period, shall result in lapse of Vested Options in the hands of Grantee and shall be added back to the pool. The said lapsed Options shall then be treated as per the Scheme.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

viii) Criteria for determining the eligibility of employees to the ESOS 2026:

The Committee may, on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be granted, exercise price, vesting period and other terms and conditions thereof:-

- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee in the Employer Company.
- **Performance of Employee**: Employee's past and current performance and potential of the individual and criticality of the position.
- **Performance of Company**: Performance of the Company as per the standards set by the Committee/ Board of Directors from time to time.

Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

ix) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this ESOS 2026 shall not exceed 15,00,000 (Fifteen Lakhs) Options, which shall be convertible into equal number of Equity Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

Provided that Non-Executive Directors of the Company/Employer Company, excluding Independent Directors, may be granted up to a maximum of 3,00,000 (Three Lakhs) Options in a financial year and up to a maximum of 5,00,000 (Five Lakhs) Options in aggregate under the Scheme.

x) The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee, determined in accordance with the applicable Accounting Standards.

xi) Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

xii) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Equity Shares by the Company.

xiii) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable since the Scheme is proposed to be implemented by direct route.

xiv) The Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable since the Scheme is proposed to be implemented by direct route.

xv) Disclosure and Accounting Policies:

The Company shall comply with the disclosure requirements and accounting policies specified in the SEBI (SBEB & SE) Regulations 2021, in respect of the Shares issued under ESOS 2026.

xvi) The method which the Company shall use to value its Options:

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method.

xvii) Statement with regard to Disclosure in Board's Report

As the Company is adopting fair value method, presently there is no additional requirement for disclosure in Board's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then 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, shall be disclosed in the Board's report and the impact of this difference on profits/losses and on earnings per share ("EPS") of the Company shall also be disclosed in the Board's report.

xviii) Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options are not subject to any lock-in period from the date of allotment.

xix) Terms & conditions for buyback, if any, of specified securities:

The NRC has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company and the applicable terms and conditions, in accordance with the Applicable Laws.