27th February, 2026

National Stock Exchange of India Limited	BSE Limited
Exchange Plaza, Bandra Kurla Complex, Mumbai	P.J. Towers, Dalal Street, Mumbai
Kind Attn: Manager, Listing Department	Kind Attn: Manager, Listing Department
Stock Code – SONATSOFTW	Stock Code - 532221

Dear Sirs/Madam,

Sub: Notice of Postal Ballot

In furtherance to our communication dated 6th February, 2026 and in terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith, copy of the Postal Ballot Notice for seeking approval of the Members by the way of Ordinary Resolution for the below item:

1. Re-appointment of Mr. P Srikar Reddy (DIN: 00001401) as Executive Vice Chairman and Whole-Time Director of the Company.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs and the SEBI, Postal Ballot notice is being sent only through electronic mode, to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participants/ Registrar and Share Transfer Agent (RTA).

We would like to inform you that the Company has considered Friday, 20th February, 2026 as the cut-off date for determining eligible members to participate in the postal ballot process.

The Company has engaged National Securities Depositories Limited ("NSDL") to provide e-Voting facility to its Members. The e-Voting period commences on Monday, 2nd March, 2026 from 9:00 A.M. (IST) and ends on Tuesday, 31st March, 2026 at 5:00 P.M. (IST). Please note that communication of assent or dissent of the Members would only take place through remote e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

The Board has appointed Mr. M V Bhat, Practicing Company Secretary, (CP: 19221), as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Postal Ballot Notice is also available on the website of the Company at www.sonata-software.com and on the website of NSDL at www.evoting.nsdl.com.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Sonata Software Limited**

Mangal Krishnarao Kulkarni
Digitally signed by Mangal Krishnarao Kulkarni
Date: 2026.02.27 16:51:49 +05'30'

Mangal Kulkarni
Company Secretary, Compliance Officer and Head Legal

Encl.: As above

The Modernization Engineering Company

SONATA SOFTWARE LIMITED

(CIN : L72200MH1994PLC082110)

Registered Office: 208,T V Industrial Estate, 2nd floor S. K. Ahire Marg, Worli, Mumbai – 400 030.
Corporate Office: Tower-A, Sonata Towers, Global Village (Sattva Global City), RVCE Post, Kengeri Hobli, Mysore Road, Bengaluru 560059.
Tel: 91-80-6778 1999, **E-mail:** info@sonata-software.com , **Website:** www.sonata-software.com

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Sonata Software Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, thereunder, General Circular no. 09/2024 dated 19th September, 2024 read with circular No. 14/2020 dated 8th April, 2020, 17/ 2020 dated 13th April, 2020, and subsequent Circulars issued in this regard, and the latest being General Circular No. 03/2025 dated 22nd September, 2025 and other relevant Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India ('SEBI') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time].

In compliance with the above mentioned Circulars this Postal Ballot Notice ("Notice") is being sent only through electronic mode to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this postal ballot process. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Tuesday, 31st March, 2026 failing which it will be strictly considered that no reply has been received from the Member. The e-voting facility is available at the link https://www.evoting.nsdl.com.

The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Tuesday, 31st March, 2026.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. M V Bhat, Company Secretary in practice (C.P. No. 19221) as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner. Mr. M V Bhat has consented to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to Chairman of the Company, or a person authorized by the Chairman. Based on the report of Scrutinizer, the results of the Postal Ballot / remote e-voting shall be announced within two (2) working days of conclusion of remote e-voting process i.e., on or before 2nd April, 2026 and will be displayed at the Company's website www.sonata-software.com and NSDL's website https://www.evoting.nsdl.com besides communicating to the stock exchanges. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes vide e-voting i.e., 5:00 P.M. (IST), Tuesday, 31st March, 2026 shall be deemed to be the date of passing of the resolution, if passed by requisite majority in accordance with SS-2 on General Meetings.

The Members are requested to consider the following proposed resolution:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. P SRIKAR REDDY (DIN: 00001401) AS EXECUTIVE VICE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at their meetings held on 6th February, 2026 and in accordance with the provisions of Sections 196, 197 and 198, and all other applicable provisions of the Companies Act, 2013 (" the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. P Srikar Reddy (DIN: 00001401) as Executive Vice Chairman and Whole-Time Director of the Company with the benefit of continuity of service, for a period commencing from 4th April, 2026 up to 3rd April, 2028, as well as the payment of fixed compensation and other perquisites (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the employment agreement entered into between the Company and Mr. P Srikar Reddy (DIN: 00001401) and the material terms of which are set out in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the re-appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. P Srikar Reddy as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. P Srikar Reddy (DIN: 00001401), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By Order of the Board
For **SONATA SOFTWARE LIMITED**

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: 6th February, 2026
Place: Bengaluru

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act, read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto for your consideration.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or with Depository / Depository participants as on Friday, 20th February, 2026 ("Cut- Off Date"). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.sonata-software.com, websites of the Stock Exchanges, that is, National Stock Exchange of India Limited and BSE Limited and at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL at https://www.evoting.nsdl.com.
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through remote e-voting process. Members whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 9, 2020, SS-2, and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

9. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.

10. The Remote e-voting period commences at 9:00 a.m. (IST) on Monday, 2nd March , 2026 and ends at 5:00 p.m. (IST) on Tuesday, 31st March, 2026. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. 20th February, 2026 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

11. The Company has appointed Mr. M V Bhat, Company Secretary in Practice, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The results of postal ballot will be announced not later than two (2) working days of the conclusion of e-voting, along with the Scrutinizer 's Report and the same will be displayed at the Registered Office of the Company, communicated to stock exchanges where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.sonata-software.com and on website of NSDL, https://www.evoting.nsdl.com.

12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, 31st March, 2026.

13. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting.

14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

15. A Member cannot exercise his/her vote by proxy on postal ballot as this is being conducted by remote e-voting.

16. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investor@sonata-software.com.

INSTRUCTIONS FOR 'E-VOTING':

1) E-VOTING FACILITY:

i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolution by electronic means.

ii. The e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
Monday, 2nd March, 2026 (9.00 a.m. IST)	Tuesday, 31st March, 2026 (5.00 p.m. IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

iii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at www.evoting.nsdl.com

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty, Deputy Manager - NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com..

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to einward.ris@kfintech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board
For **SONATA SOFTWARE LIMITED**

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: 6th February, 2026
Place: Bengaluru

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) of the Companies Act, 2013)

The following Explanatory Statement is furnished in respect of the Special Business of the Postal Ballot Notice:

Item No.1:

The members may note that the current term of Mr. P. Srikar Reddy (DIN: 00001401) as Executive Vice Chairman & Whole Time Director of the Company is expiring on 3rd April 2026. In view of the impending expiry of his term the Board of Directors (the "Board") upon recommendation by Nomination and Remuneration Committee on 6th February, 2026 have approved the re-appointment of Mr. P Srikar Reddy (DIN: 00001401) as Executive Vice Chairman & Whole-time Director with effect from 4th April, 2026 up to 3rd April, 2028 on such terms and conditions as approved by the Board, subject to the approval of shareholders and details as set out in the Agreement entered into between the Company and Executive Vice Chairman & Whole-time Director (the " Agreement") dated 25th February, 2026.

Terms of appointment: Mr. P Srikar Reddy is re-appointed as Executive Vice Chairman & Whole-time Director and whose office shall be liable to determination by retirement by rotation. The material terms and conditions including remuneration (as stipulated in the said agreement) is abstracted below. The revised remuneration shall be effective from 4th April, 2026.

- **Fixed compensation (payable annually):** Rs. 50 lakhs per annum or 0.2% of consolidated Profit After Tax (PAT) of the Company, whichever is lower.
- **Other Perquisites:** Provision of Car and other Employee benefits as per policy of the Company.
- Company will reimburse fees (excluding admission and life membership) of any two clubs.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Secretarial Standard-2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Agreement between the Company and Mr. P Srikar Reddy (DIN: 00001401) is available for inspection by the members of the Company as per the instructions mentioned in paragraph No. 16 of the Notes.

The Company has received consent, intimation(s), disclosure(s) as required under the Act, and Rules made thereunder from Mr. P Srikar Reddy, for considering his re-appointment. Mr. P Srikar Reddy satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for re-appointment. The Board of Directors recommend the ordinary resolution in relation to the re-appointment of Executive Vice Chairman & Whole-time Director, for the approval of the members of the Company.

Except for Mr. P Srikar Reddy, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company. Mr. P Srikar Reddy holds 3,090,431 (1.10%) shares as on 6th February, 2026 of the Company and is interested in the Resolution.

The Board of Directors of the Company recommends that the Resolution under Item No. 1 be passed in the interest of your Company.

The disclosures as required in terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2 including his brief profile are provided at Annexure A to this Notice.

ANNEXURE A

Details of Director seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2

Name of the Director	**Mr. P Srikar Reddy (DIN: 00001401)**
Age	67 years
Date of first appointment on the Board	October 20, 1999
Qualification(s)	• A graduate from the Regional Engineering College (NIT, Trichy) • Postgraduate in Management from IIM Calcutta
Experience / Expertise in specific functional areas	• Information Technology • Strategy management
Relationship with Directors and Key Managerial Personnel	None
Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As mentioned in the notes/ explanatory statement above
Shareholding of directors in the listed entity, including shareholding as a beneficial owner.	3,090,431 shares as on 6th February, 2026
Number of Meetings of Board attended during the FY 2025-26	4 of 4

Companies in which the person holds Directorship & Committee membership and Listed Companies from which the person has resigned in the past three years:

Name of the Director	**Mr. P Srikar Reddy** **(DIN: 00001401)**
Directorships held in other Boards (excluding foreign companies)	Palred Technologies Limited Sonata Information Technology Limited
Audit Committee	Sonata Information Technology Limited Palred Technologies Limited
Stakeholders Relationship Committee	Nil
Nomination and Remuneration Committee	Nil
CSR Committee	Sonata Information Technology Limited
Other Committee(s)	Nil
Resignations in Listed Companies in past 3 years	Visaka Industries Limited

Brief Profile of Director:

Name of the Director	**Brief Profile**
Mr. P Srikar Reddy (DIN: 00001401)	Mr. Srikar Reddy is a graduate from the Regional Engineering College (NIT, Trichy), and a Post Graduate in Management from IIM Calcutta. Mr. Srikar Reddy has been with Sonata since 1986 and is pivotal in building Sonata as a trusted and reliable IT Solutions company. Mr. Srikar Reddy's philosophy of driving business growth through a single-minded focus on customer and investment in people and technology, has made Sonata one of the fastest growing IT solutions company with a unique and differentiated strategy and value proposition. Mr. Srikar Reddy is actively involved with NASSCOM and CII, and was the Chairman of the Regional NASSCOM Council. He has been the Speaker at WEF and NASSCOM events. Mr. Srikar Reddy was conferred with the distinguished Alumni award by NITT, for his contribution to Industry/ Corporate. Mr. Srikar Reddy was featured in the list of India's 10 most valuable CEO's in the large enterprise category (INR 2500 crore to INR 7500 crore) by 'Business World,' (Issue dated 18th June 2018). He was also featured by Business Today (September 2017) as leading one of India's fastest growing emerging (revenue between INR 500 to INR 2500 Cr) companies.

By Order of the Board
For **SONATA SOFTWARE LIMITED**

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: 6th February, 2026
Place: Bengaluru