

DISCLOSURES WITH RESPECT TO EMPLOYEE STOCK OPTION SCHEMES OF THE COMPANY PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AS ON MARCH 31, 2026

Sl. No.	Description	ESOP PLAN 2013
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.	Shares are issued from the Sonata Software Limited Employees Welfare Trust
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 ICAI or any other relevant accounting standards as prescribed from time to time.	Diluted EPS as per Standalone financial statement for ESOP Schemes for the year ended 31 st March, 2026 is as under: INR 10.05
C	Details related to ESOS	
i	A Description including the general terms and conditions of ESOP Scheme 2015 is as follows:	
a	Date of shareholders' approval	11 th August, 2014
b	Total number of options approved under ESOS	17,84,875
	Bonus Issue on Sept 2022(1 Share for 3 shares held)	16,44,167
	Bonus Issue on December 2023 (1 Share for 1 share held)	28,86,340
c	Vesting requirements	The options shall vest over a period of 4 years in a phased manner
d	Exercise price or pricing formula	Fair market value i.e. the market prices defined by the Securities and Exchange Board of India
e	Maximum term of options granted	As per ESOP Plan 2013
f	Source of shares (primary, secondary or combination)	Primary
g	Variation in terms of options	Not Applicable. The route of administration of the Scheme is through 'Trust route'.
(ii)	Method used to account for ESOP(Intrinsic or fair value)	Fair Value

(iii)	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
(iv)	Option movement during the year (For each ESOS):	
a	Number of options outstanding at the beginning of the period	14,40,994
b	Number of options granted during the year	-
c	Number of options forfeited / lapsed during the year	50,000
d	Number of options vested during the year	320,416
e	Number of options exercised during the year	73,333
f	Number of shares arising as a result of exercise of options	73,333
g	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Not Applicable
h	Loan repaid by the Trust during the year from exercise price received	Not Applicable
i	Number of options outstanding at the end of the year	1,317,661
j	Number of options exercisable at the end of the year	873,080
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Not Applicable
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	
a	Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	None
	Name & Designation	No. of options granted & Exercise Price

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; and	Nil
c	Identified employees who were granted option, 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
vii	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
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;	Weighted average exercise price: Rs. 326.25 The expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs has been provided in Notes to accounts to the Financial Statements of Annual Report 2025-26
b	the method used and the assumptions made to incorporate the effects of expected early exercise;	Black-Scholes Options Pricing Model
c	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term
d	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	-

Sonata Software Limited - SSL

Details related to Trust

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed

(i) General information on all schemes

Sl. No.	Particulars	Details
1	Name of the Trust	Sonata Software Limited Employee Welfare Trust
2	Details of the Trustee(s)	Mr. Mohan Muthuraj Mr. Vasanth VMS Mr. Suresh V Ms. Pratibha Goyal Ms. Rashmi Prabha
3	Amount of loan disbursed by company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

(a) Number of shares held at the beginning of the year: **28,12,340**

(b) Number of shares acquired during the year through (i) ~~primary issuance~~ (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share: **935,340**

(c) Number of shares transferred to the employees ~~/sold~~ along with the purpose thereof: **117,333**

Sonata Software Limited - SSL

Registered Office: 208, TV 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, India
CIN: L72200MH1994PLC082110

W: www.sonata-software.com

E: info@sonata-software.com

(d) Number of shares held at the end of the year: **36,30,347**

(iii) In case of secondary acquisition of shares by the Trust: NA

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	