

SONATA SOFTWARE LIMITED



**CMMIDEV/5**<sup>TM</sup>  
Exp: 2017-04-16 | Approval #22057

July 18, 2017

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai  
Kind Attn: Manager, Listing Department  
Email Id: [neaps@nse.co.in](mailto:neaps@nse.co.in)  
Stock Code - SONATSOFTW

BSE Limited  
P.J. Towers, Dalal Street  
Mumbai  
Kind Attn: Manager, Listing Department  
Email Id: [listing\\_centre@bseindia.com](mailto:listing_centre@bseindia.com)  
Stock Code - 532221

Dear Sir/Madam,

**SUB: Notice of 22<sup>nd</sup> Annual General Meeting**

Please find enclosed Notice of 22<sup>nd</sup> Annual General Meeting of the Company to be held on Monday, 14<sup>th</sup> August, 2017 at 4.00 P.M. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 to transact business as set out in the Notice of AGM dated 29<sup>th</sup> May, 2017. This will also be placed on our website [www.sonata-software.com](http://www.sonata-software.com).

This is for your information and records.

Thanking you,

Yours faithfully  
For **Sonata Software Limited**

**Kundan K. Lal**  
Company Secretary and Head of Legal

## Notice of the 22<sup>nd</sup> Annual General Meeting

### SONATA SOFTWARE LIMITED

(CIN No.L72200MH1994PLC082110)

**Registered Office:** 208, TV Industrial Estate, 2<sup>nd</sup> floor S. K. Ahire Marg, Worli, Mumbai – 400 030

**Corporate Office:** 1/4, APS Trust Building, Bull Temple Road, N.R.Colony, Bengaluru – 560 019

Tel: 91-80-67781999, Fax: 91-80-2661 0972, E-mail: [info@sonata-software.com](mailto:info@sonata-software.com), Website: [www.sonata-software.com](http://www.sonata-software.com)

NOTICE is hereby given that the Twenty-Second Annual General Meeting (AGM) of the members of SONATA SOFTWARE LIMITED will be held on Monday, 14<sup>th</sup> August, 2017 at 4.00 P.M. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 to transact the following business :

#### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the following:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Reports of the Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 3.50 per equity share of Re. 1/- each (i.e. 350%), already paid and to declare a Final Dividend of ₹ 5.50 per equity share of face value of Re. 1/- each (i.e. 550 %), for the Financial Year 2016-17.
3. To appoint a Director in place of Mr. Viren Raheja (DIN: 00037592), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and such other applicable provisions of the Companies Act, 2013 and relevant Rules thereunder, as amended from time to time, pursuant to recommendation of the Audit Committee and that of the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants, Bengaluru, (Firm Registration No. 117366W) as Statutory Auditors of the Company, in place of Deloitte, Haskins and Sells (FRN 008072S) retiring Auditor, from the conclusion of Twenty Second (22<sup>nd</sup>) Annual General Meeting (AGM) till conclusion of Twenty Seventh (27<sup>th</sup>) AGM, subject to ratification of their appointment at every AGM by the members and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

#### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the

Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, the Company hereby approves, ratifies and confirms the re-appointment of Mr. P Srikar Reddy (DIN: 00001401), as the Managing Director and Chief Executive Officer of the Company, with the benefit of continuity of service, for a period of three years commencing from 14<sup>th</sup> February, 2017 and concluding on 13<sup>th</sup> February, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as set out in agreement and detailed in the Explanatory Statement attached hereto, with further liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed in the best interests of the Company and as may be permissible at law.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. P Srikar Reddy, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.

**Registered Office:**  
208, T.V. Industrial Estate  
2<sup>nd</sup> floor, S.K. Ahire Marg,  
Worli, Mumbai – 400 030

**Date :** 29<sup>th</sup> May, 2017  
**Place :** Mumbai

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

**Kundan K Lal**  
**Company Secretary**

#### NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Proxies, in order to be effective, must be duly filled, stamped and signed and must reach the Company's Registered Office not

less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/letter of authority, as may be applicable.

3. Since SEBI has made it mandatory for distributing dividends through Electronic Clearing Service (ECS), the Company will use the bank account details furnished by the Depositories for distributing dividends to shareholders holding shares in electronic form. Members are requested to notify any change in their bank account details to their Depository Participant immediately.
  4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act'), and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
  5. Members holding shares in physical form are requested to forward all applications for transfers and all other shares related correspondence (including intimation for change in address) to the Company's Share Transfer Agents, Karvy Computershare Pvt Ltd, Unit : Sonata Software Ltd, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032. P: +91 40- 67161591. Members holding shares in electronic form are requested to notify change in their address to their Depository Participant.
  6. Since the Company's shares are in compulsory demat trading, to ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
  7. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agents M/s. Karvy Computershare Pvt Ltd, Unit : Sonata Software Ltd, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032.
  8. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company's Share Transfer Agents for further particulars. Members are requested to note that dividends not encashed or claimed within seven consecutive years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund.
- Members may note that unclaimed Interim and Final Dividend for the Financial Year ended 2011 shall become due for transfer to IEPF on 9<sup>th</sup> December, 2017 and 14<sup>th</sup> July, 2018 respectively.
9. To avail the facility of nomination, Members holding shares in physical form may write to the Company for obtaining the Nomination Form (Form SH-13). Members holding shares in electronic form, may file the nomination form with the respective Depository Participant.

10. The Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  11. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the Special Business to be transacted at the Meeting is annexed hereto as **Annexure I**.
  12. Electronic copy of the Annual Report for Financial Year 2016-17, the Notice of the 22<sup>nd</sup> AGM and instructions for e-voting, along with attendance slip and proxy form are being sent to all the Members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. Members may please note that the Notice of 22<sup>nd</sup> AGM and Annual Report will be available on the Company's website - [www.sonata-software.com](http://www.sonata-software.com).
- The physical copies of the relevant documents referred in the Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days up to the date of the AGM.
13. Members/proxies are requested to bring their attendance slips duly filled in and their copy of the Annual Report for the Meeting.
  14. The Members who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue. The detailed instructions for availing e-voting facility are provided in **Annexure II**.
  15. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting, however those members are not entitled to cast their vote again in the Meeting.
  16. Attendance Registration/Web Check-in:
    - a. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
    - b. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility, which would help the shareholder enter the AGM hall without going through the registration formalities at the registration counters.
    - c. The online registration facility will be available from 9.00 a.m. (IST) on Friday, 11<sup>th</sup> August, 2017 upto 5.00 p.m. (IST) on Sunday, 13<sup>th</sup> August, 2017 (i.e. during the e-voting period).

The Procedure of Web Check-in is as follows:

- a. Log on to <https://karisma.karvy.com> and click on "Web Checkin for General Meetings (AGM/EGM/CCM)".
- b. Select the name of the company: Sonata Software Limited
- c. Pass through the security credentials viz., DP ID/Client ID/ Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submit button.

- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
  - e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for printing.
  - f. The Members are requested to carry their valid photo identity proof such as PAN card, Passport, AADHAR card or driving license along with the above printed attendance slip for verification purpose to enter AGM hall.
17. The Register of Members and the Share Transfer Books will remain closed from Monday, 7<sup>th</sup> August, 2017 to Monday, 14<sup>th</sup> August, 2017 (both days inclusive) for the purpose of payment of the final dividend for the Financial Year ended 31<sup>st</sup> March, 2017 and the AGM.
  18. The Final Dividend for the year ended 31<sup>st</sup> March, 2017 as recommended by the Board, if approved at the Meeting, will

be paid to those members whose names appear in the Register of Members as on 4<sup>th</sup> August, 2017. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

19. In terms of Regulation 36 of the SEBI (LODR) Regulations, 2015, a brief resume of Mr. Viren Raheja seeking re-appointment vide Ordinary Business item No. 3 in the Notice is as follows:

**Mr. Viren Raheja (DIN- 00037592)** is a Non-executive Promoter Director of the Company. He holds a Bachelor's degree in commerce from the Mumbai University. He has passed all 3 levels leading to the CFA charter, and has a MBA degree from the London Business School. He is a Director of several companies, namely, Asianet Satellite Communications Ltd, Innovassynth Technologies (India) Ltd and Hathway Cable & Datacom Ltd etc. He is a member of the Nomination and Remuneration Committee of the Company. His shareholding in the Company is 82,50,000 shares (7.85%).

## Annexure I To The Notice

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO.5: Ordinary Resolution

**Mr. P. Srikar Reddy (DIN- 00001401)** is Managing Director and CEO of the Company. He holds a Degree in Engineering (Electronics) and PGDBM (IIM). Mr. Reddy is with Sonata Group for over 30 years and is the Director of Sonata Information Technology Limited and Sonata Software FZ LLC, Dubai, Chairman & Director of Interactive Business Information Systems Inc. He is also a member of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee of Sonata Information Technology Limited and Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Share Transfer Committee of the Company. His shareholding in the Company is 13,15,228 shares (1.25%).

He is also a Director in Visaka Industries Limited, Listed entity.

Consequent to the expiry of term of appointment of Mr P. Srikar Reddy as Managing Director & Chief Executive Officer of the Company as on 13<sup>th</sup> February, 2017, pursuant to recommendation of Nomination and Remuneration Committee, he has been re-appointed as the Managing Director & Chief Executive Officer of the Company by the Board of Directors (subject to the approval of shareholders) for a further period of three years with effect from 14<sup>th</sup> February, 2017 on the terms and conditions recommended by Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on 2<sup>nd</sup> November, 2016 and details as set out in the Agreement dated 29<sup>th</sup> December, 2016.

**The terms and conditions including remuneration (as stipulated in the said employment agreement) is abstracted below:**

- **Fixed compensation:** ₹ 1.7 Crores per annum subject to increase as may be decided by the Remuneration Committee based on performance including but not limited to achievement of target.
- **Commission:** Commission on the net profits of the Company (and its Wholly- owned Subsidiaries) at 0.5%.

- **Variable pay:** Upto ₹ 1.7 Crores per annum on achievement of such parameters as set by the Board.
- **Stock Options & Stock appreciation Rights:** He will be entitled for 20,000 stock options every year under Employee Stock Option Plan of the Company. He will be entitled to Stock appreciation rights under the phantom stock program pursuant to which 55,000 Phantom Stock appreciation right unit will be granted every year for 3 years as per phantom stock program
- **Other Perquisites:** Provision of Car, Telephone and other Employee benefits as per policy of the Company.
- Annual Fees of any two professional bodies.
- Company will provide Furniture and Fixtures upto a value of ₹ 150,000 subject to all applicable Company rules.
- Company will reimburse fees (excluding admission and life membership) of any two clubs.
- Housing loan as per the rules of the Company.
- Householders insurance premium upto a maximum of ₹ 3000/- per year

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Secretarial Standard – 2 and SEBI (LODR) Regulations, 2015.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director & Chief Executive Officer, for the approval of the members of the Company.

The Agreement dated 29<sup>th</sup> December 2016 between the Company and Mr. P. Srikar Reddy is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on all working days upto the date of ensuing AGM.

Except Mr. P Srikar Reddy, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in anyway, concerned or interested in this Resolution.

## Annexure II To The Notice

### Instructions and other information relating to remote e-voting

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The Company has appointed Mr. Sriram Parthasarathy, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Monday, the 7<sup>th</sup> August, 2017 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

### The instructions for E-Voting are as under:

#### 1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant (s)]:

- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b) Enter the login credentials (i.e. User ID and password mentioned in the email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- c) After entering these details appropriately, click on "LOGIN".
- d) If you are logging in for the first time, you will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.

- f) On successful login, the system will prompt you to select the e-voting Event Number for Sonata Software Limited.
- g) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [srirampcs@gmail.com](mailto:srirampcs@gmail.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."

#### B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - b) Enter the login credentials (i.e. User ID and password mentioned in the electronic voting form)
  - c) Please follow all steps from Sl. No. (c) to (l) above to cast your vote by electronic means.
2. The Portal will remain open for voting from: 09.00 a.m. (IST) on Friday, 11<sup>th</sup> August, 2017 upto 5.00 p.m. (IST) on Sunday, 13<sup>th</sup> August, 2017.

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 <https://evoting.karvy.com> or contact Mr. Anandan K of Karvy Computershare Pvt Ltd at 040- 6716 1591 or at 1800 345 4001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., 7<sup>th</sup> August, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the

home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
6. The Scrutinizers decision on validity of the votes shall be final and binding.
7. The Scrutinizer's after scrutinising the votes cast through remote e-voting and poll at the meeting, not later than 48 hours from the conclusion of the AGM, shall make a scrutinizer's report and submit the same to the Chairman or any authorised person who shall countersign the same.
8. The results of resolutions will be announced by the Company on its website [www.sonata-software.com](http://www.sonata-software.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall also be informed to the Stock Exchanges.

**Registered Office:**  
208, T. V. Industrial Estate  
2<sup>nd</sup> floor, S.K. Ahire Marg,  
Worli, Mumbai – 400 030

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

**Date :** 29<sup>th</sup> May, 2017  
**Place :** Mumbai

**Kundan K Lal  
Company Secretary**

# SONATA SOFTWARE LIMITED

(CIN No.L72200MH1994PLC082110)

**Registered Office:** 208, TV Industrial Estate, 2<sup>nd</sup> floor S. K. Ahire Marg, Worli, Mumbai – 400 030

**Corporate Office:** 1/4, APS Trust Building, Bull Temple Road, N.R.Colony, Bengaluru – 560 019

Tel: 91-80-67781999 • Fax: 91-80-2661 0972 • E-mail: info@sonata-software.com • Website: www.sonata-software.com

## ATTENDANCE SLIP

Reg. Folio No. / DP ID No. / Client ID No. : \_\_\_\_\_

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company on 14<sup>th</sup> day of August, 2017 at 4.00 p. m IST at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001

.....  
**Member's / Proxy's name in Block Letters**

.....  
**Member's / Proxy's Signature**

**Note: Please fill up this attendance slip and hand it over at the entrance of the Meeting hall.**





# SONATA SOFTWARE LIMITED

(CIN No.L72200MH1994PLC082110)

**Registered Office:** 208, T V Industrial Estate, 2<sup>nd</sup> floor S. K. Ahire Marg, Worli, Mumbai - 400 030

**Corporate Office:** 1/4, APS Trust Building, Bull Temple Road, N.R.Colony, Bengaluru - 560 019

Tel: 91-80-67781999 • Fax: 91-80-2661 0972 • E-mail: info@sonata-software.com • Website: www.sonata-software.com

**Form No. MGT-11**

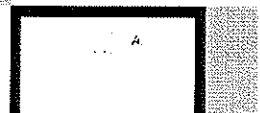
**PROXY FORM**

(Pursuant to Section 105 (6) of the Companies Act 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s)	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	
	or failing him / her	
2	Name	
	Address	
	Email ID	
	Signature	
	or failing him / her	
3	Name	
	Address	
	Email ID	
	Signature	



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Second Annual General Meeting of the Company, to be held on the 14<sup>th</sup> August, 2017 at 4.00 p.m. IST at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements for the Financial Year 2016-17 (Including the consolidated Financial Statements).			
2.	Confirmation of the payment of Interim Dividend of Rs. 3.50 per equity share (i.e. 350%) already paid and declare final Dividend of ₹ 5.50 per equity share (i.e. 550%) for the Financial Year 2016-17.			
3.	Appointment of a Director in place of Mr. Viren Raheja (DIN: 00037592), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Appointment of Deloitte Haskins & Sells, LLP Chartered Accountants (firm registration no. 117366W) as Statutory Auditors of the Company for six consecutive Annual General Meetings from conclusion of 22 <sup>nd</sup> Annual General Meeting till conclusion of 27 <sup>th</sup> Annual General Meeting and fixing their remuneration			
<b>Special Business</b>				
5.	Re-appointment of Mr. P Srikar Reddy (DIN 00001401), as Managing Director and Chief Executive Officer of the Company and fixing his remuneration			

Signed this ..... day of ..... 2017

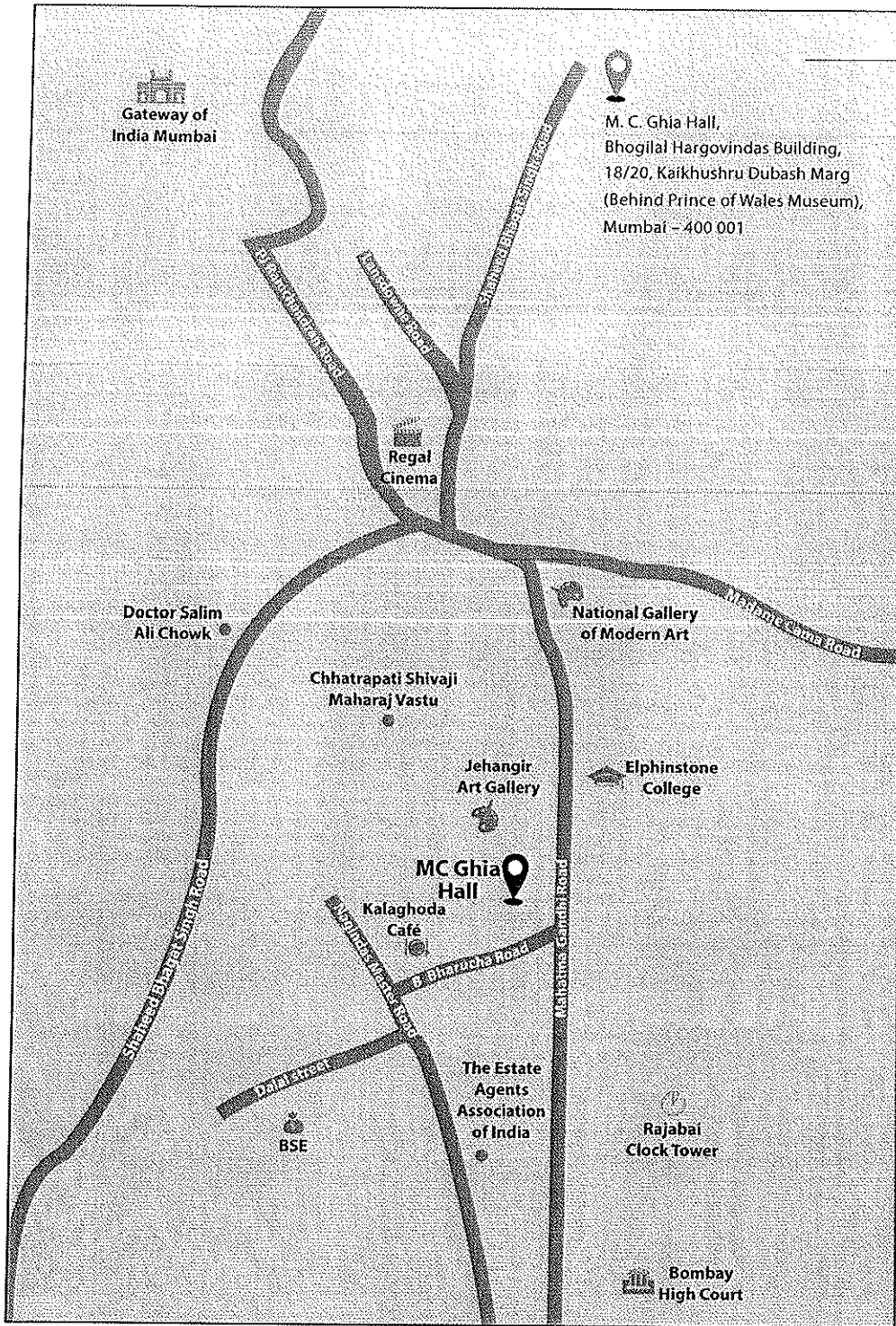
Signature of shareholder: .....

Signature of Proxy holder(s): .....

Affix Revenue  
Stamp ₹ 1

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

## Route Map to the venue of the AGM



Not to scale