



SONATA SOFTWARE LIMITED

19<sup>th</sup> July, 2018

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 23<sup>rd</sup> Annual General Meeting**

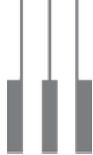
With reference to the above, please find enclosed Notice of 23<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 13<sup>th</sup> August, 2018 at 4.00 P.M. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 to transact business as set out in the Notice of AGM dated 3<sup>rd</sup> July, 2018. 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 Compliance Officer**



# 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: +91-80-26610972, Email id: info@sonata-software.com, Website: www.sonata-software.com

NOTICE is hereby given that the Twenty-Third Annual General Meeting (AGM) of the members of SONATA SOFTWARE LIMITED will be held on Monday, 13<sup>th</sup> August, 2018 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:

- To receive, consider, approve and adopt the following:
  - the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Reports of the Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with the report of the Auditors thereon.
- To confirm the payment of Interim Dividend of ₹ 3.75 per equity share of ₹ 1/- each (i.e. 375%), already paid and to approve a Final Dividend of ₹ 6.75 per equity share of face value of ₹ 1/- each (i.e. 675%), for the Financial Year 2017-18.
- To appoint a Director in place of Mr. S B Ghia (DIN: 00005264), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

- To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :
 

**“RESOLVED THAT** pursuant to Section 197, 198 and all the applicable provisions of the Companies Act, 2013 and other applicable statutory provisions, Rules, Regulations, amendments thereto or re-enactment thereof, read with Article 122 of the Articles of Association of the Company, the Company be and is hereby authorised to pay remuneration by way of commission or otherwise to any one or more or all of the Non-Executive Directors (other than Managing Director and CEO) commencing from 1<sup>st</sup> April, 2018, and that such commission cumulatively shall not exceed 1% of the net profits of the Company.
- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
 

**“RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to charge a member in advance, a sum equivalent to the estimated actual expenses for delivery of the documents through a particular mode, if any, request has been made by such member for delivery of such document to him/her through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the “Applicants”) and currently forming part of the “Promoter and Promoter Group” holding 29,26,711 Equity Shares aggregating to 2.79% of the paid up capital of the Company, from “Promoter & Promoter Group” shareholding of the Company to the “Public” shareholding of the Company:

Sr. No.	Name	No. of Equity Shares	Percentage
1.	Mr. Shyam Bhupatirai Ghia Group		
	Bhupati Investments and Finance Pvt. Ltd.	15,61,951	1.49%
	Shyam Bhupatirai Ghia	5,000	0.00%
2.	Mr. Mukund D Dalal Group		
	Mukund Dharamdas Dalal	10,36,260	0.99%
	Bela M Dalal	2,23,500	0.21%
	Daltreya Investments & Finance Private Limited	1,00,000	0.10%
	<b>Total</b>	<b>29,26,711</b>	<b>2.79%</b>

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** Mr. Prasanna Oke, Chief Financial Officer and Mr. Kundan K Lal, Company Secretary

of the Company be and are hereby severally authorized to file the necessary applications before the regulatory authorities and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter."

**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:** 3<sup>rd</sup> July, 2018

**Place:** Mumbai

**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 Computer share 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 years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.  
  
Members may note that unclaimed Interim and Final Dividend for the Financial Year ended 2012 shall become due for transfer to IEPF on 2<sup>nd</sup> December, 2018 and 15<sup>th</sup> July, 2019 respectively. Further if for the shares pertaining to these dividends, the dividend has not been claimed for last seven years, the shares would also be transferred to IEPF.
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 fill 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 2017-18, the Notice of the 23<sup>rd</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 Notice of 23<sup>rd</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. Deloitte Haskins & Sells, LLP, Chartered Accountants, were appointed as Auditors 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 Annual General Meeting by the members. However the members may note that pursuant to The Companies (Amendment) Act, 2017 the requirement of ratification of the appointment of the Statutory Auditors in every Annual General Meeting has been omitted and therefore the Company is not seeking ratification.
17. 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, 10<sup>th</sup> August, 2018 up to 5.00 p.m. (IST) on Sunday, 12<sup>th</sup> August, 2018 (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.
18. The Register of Members and the Share Transfer Books will remain closed from Monday, 6<sup>th</sup> August, 2018 to Monday, 13<sup>th</sup> August, 2018 (both days inclusive) for the purpose of payment of the final dividend for the Financial Year ended 31<sup>st</sup> March, 2018 and the AGM.
19. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31<sup>st</sup> March 2018, if approved, at the Annual General Meeting, will be payable:
  - a. to those members holding shares in physical form, whose names appear on the Register of Members on 4<sup>th</sup> August, 2018, after giving effect to all valid transfers in physical form lodged with the Company and/or its Registrar and Share Transfer Agent on or before 4<sup>th</sup> August, 2018; and
  - b. in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSIL) for this purpose on 4<sup>th</sup> August, 2018
20. In terms of Regulation 36 of the SEBI (LODR) Regulations 2015, A brief resume of Mr. S B Ghia seeking re-appointment vide Ordinary Business No. 3 in the Notice is as follows:

Mr. S B Ghia (70) (DIN: 00005264) is a Promoter and Non-executive Director of the Company. He is an industrialist with interest in a variety of fields including Chemicals, Fibres & Pet recycling and Preform, Polymers and Software. He holds a Bachelor Degree in Science (Chemistry) and MBA from Bowling Green University, USA. Currently he is the Chairman and Managing Director of Futura Polyesters Limited and Managing Director of Innovassynth Investments Limited. He is also Director in Sonata Software Limited, Alkyl Amines Limited and Innovassynth Technologies (India) Limited. He is a Chairman of Stakeholder Relationship Committee and Corporate Social Responsibility Committee and member of Audit Committee and Nomination and Remuneration Committee of Sonata Software Limited. He is member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Futura Polyesters Ltd. He is Chairman of Audit Committee and Nomination and Remuneration Committee and member of Stakeholder Relationship Committee of Alkyl Amines Ltd. He is member of Corporate Social Responsibility Committee of Innovassynth Technologies (India) Limited and member of Risk Management Committee of Innovassynth Investments Limited. His shareholding in Sonata is 5000 shares (0.005%).

# ANNEXURE I TO THE NOTICE

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO.4: Special Resolution

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance. The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts.

The Shareholders of your Company, at the Annual General Meeting held on 6<sup>th</sup> August, 2013, accorded their consent for payment of commission to Non-executive Directors at 1% of the net profits of the Company for a period of five years commencing from 1<sup>st</sup> April, 2008. Since the above approval was upto 31<sup>st</sup> March, 2018, a new resolution has been placed for approval of the members.

All the Non-executive and Independent Directors of the Company are concerned or interested financially in the Resolution as it relates to payment of commission to self. No other Director or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

The Board of Directors recommend the Special Resolution as set out in Item No. 4 to the Notice for approval by the members of the Company.

### ITEM NO.5: Ordinary Resolution

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting. Accordingly, the Board of Directors in its meeting held on May 22, 2018 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any, request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

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.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 5 to the Notice for approval by the members of the Company.

### ITEM NO.6: Ordinary Resolution

The Company had received applications from the person/entities (as set out below) pursuant to Regulation 31A of the Listing

Regulations for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group.

Sr. No.	Name	No. of Equity Shares	Percentage
1.	Mr. Shyam Bhupatirai Ghia Group		
	Bhupati Investments and Finance Pvt. Ltd.	15,61,951	1.49%
	Shyam Bhupatirai Ghia	5,000	0.00%
2.	Mr. Mukund D Dalal Group		
	Mukund Dharamdas Dalal	10,36,260	0.99%
	Bela M Dalal	2,23,500	0.21%
	Daltreya Investments & Finance Private Limited	1,00,000	0.10%
	<b>Total</b>	<b>29,26,711</b>	<b>2.79%</b>

Vide their letters dated 22<sup>nd</sup> June, 2018 and 23<sup>rd</sup> June, 2018, the Promoter and Promoter Group have requested the Company for:

- (i) declassification of the applicants (as mentioned in the table above) from the Promoter and Promoter Group; and
- (ii) reclassification of the applicants shareholding (as mentioned in the table above) in Public Category.

Over the past few years the said applicants have gradually reduced their shareholding. The current shareholding of the above-mentioned Promoters alongwith the Person acting in concert is not more than 5%.

Further, in accordance with the requirements of Regulation 31A(5) of the Listing Regulations, the above-mentioned Promoters do not, directly or indirectly, exercise control, over the affairs of the Company, do not have any special rights in the Company through formal or informal arrangements. Neither they nor their relatives shall act as Key Managerial Personnel of the Company.

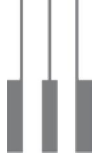
The Company would make necessary application to National Stock Exchange of India Ltd. and BSE Limited to seek their approval for reclassifying the Promoter / Promoter Group to Public Category, as required.

Except Mr. Shyam Bhupatirai Ghia none of the other Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested in passing of this resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 6 to the Notice for approval by the members of the Company.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 10:00 A.M. to 5:00 P.M. on all working days i.e., Monday to Friday, till 10<sup>th</sup> August, 2018, at the Registered Office of the Company and copies thereof will also be made available for inspection in physical or electronic form at the Corporate Office of the Company.





## 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 Computer share 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. Parameshwar Bhat, Practicing Company Secretary (COP: 11004) 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 6<sup>th</sup> August, 2018 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:parameshwar@vjkt.in](mailto:email:parameshwar@vjkt.in). 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 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 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, 10<sup>th</sup> August, 2018 up to 5.00 p.m. (IST) on Sunday, 12<sup>th</sup> August, 2018.
  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., 6<sup>th</sup> August, 2018, 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 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:**

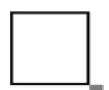
208, T.V. Industrial Estate  
2<sup>nd</sup> floor, S.K. Ahire Marg,  
Worli Mumbai – 400 030

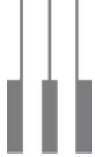
**By Order of the Board  
For SONATA SOFTWARE LTD**

**Date:** 3<sup>rd</sup> July, 2018

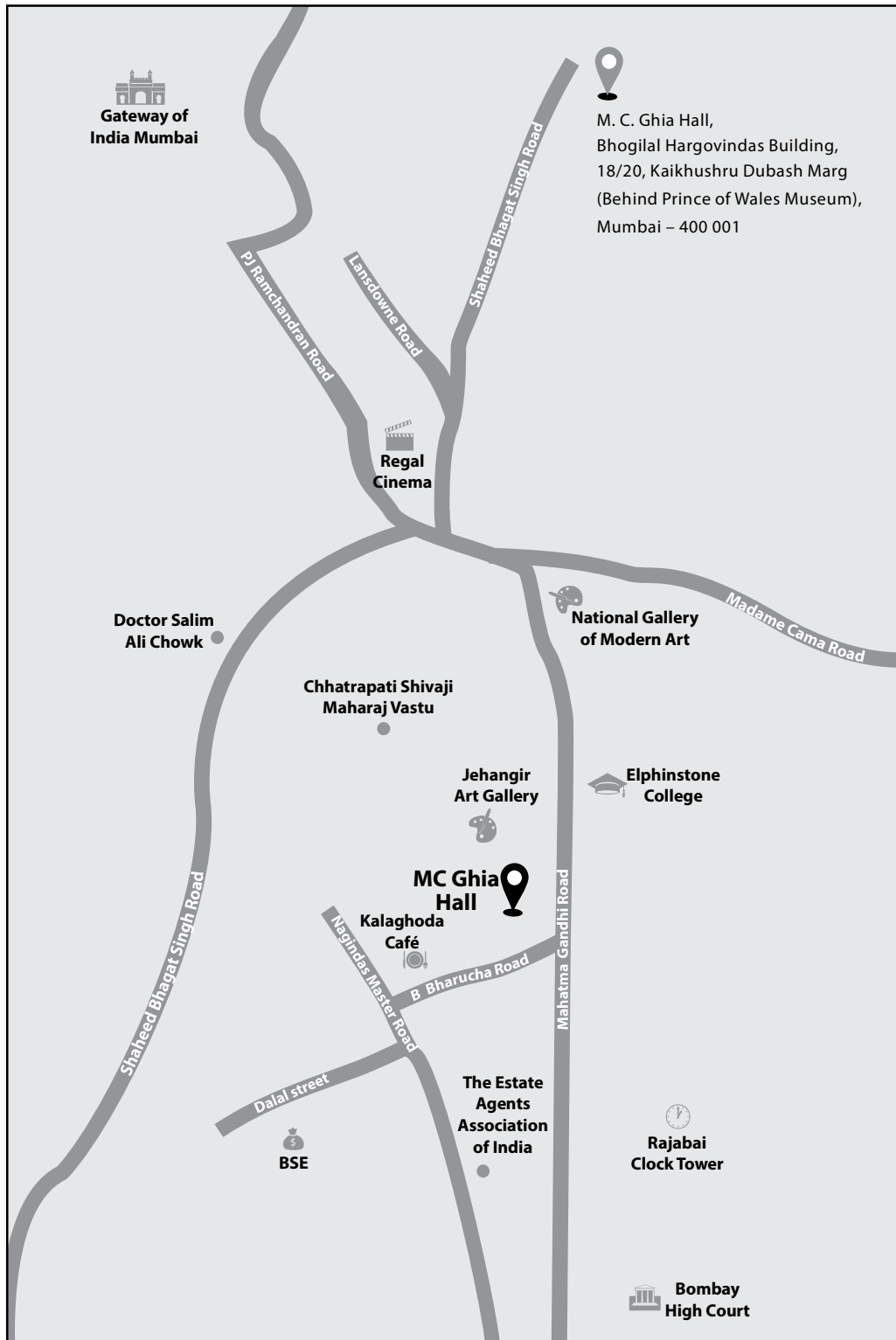
**Place:** Mumbai

**Kundan K Lal  
Company Secretary**





## Route Map to the venue of the AGM



Not to scale



# SONATA SOFTWARE LIMITED

(CIN No.L72200MH1994PLC082110)

**Registered Office:** 208, TV Industrial Estate, 2nd 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: +91-80-26610972 • Email id: 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 THIRD ANNUAL GENERAL MEETING of the Company on 13<sup>th</sup> day of August, 2018 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

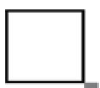
.....

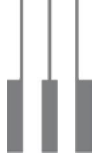
.....

**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.**





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## 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-Third Annual General Meeting of the Company, to be held on the 13<sup>th</sup> August, 2018 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 2017-18 (Including the consolidated Financial Statements).			
2.	Confirmation of the payment of Interim Dividend of ₹ 3.75 per equity share (i.e. 375%) already paid and declare Final Dividend of ₹ 6.75 per equity share (i.e 675%) for the Financial Year 2017-18.			
3.	Appointment of a Director in place of Mr. S B Ghia (DIN:00005264), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>Special Business</b>				
4.	Approve payment of commission to the Non- executive Directors of the Company			
5.	Approve delivery of documents through a specific mode on request by the member upon payment of a requisite fee			
6.	Approve reclassification of the status of promoters shareholding into public shareholding.			

Signed this..... day of..... 2018

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.

