



SONATA SOFTWARE LIMITED



12th August, 2020

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai
Kind Attn: Manager, Listing Department
Email Id: 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
Stock Code - 532221

Dear Sir/Madam,

Sub: Summary of Proceedings of the 25th Annual General Meeting

With reference to the captioned subject and in terms of Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby forwarding a copy of summary of proceedings of the 25th Annual General Meeting of the Company held on Tuesday, 11th August at 4.00 pm.

Please take the same on record.

Thanking you,

Yours faithfully
For **Sonata Software Limited**

Mangal Kulkarni
Company Secretary and Compliance Officer

Encl: as above



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SUMMARY OF THE PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING

The 25th Annual General Meeting (AGM) of the Shareholders of Sonata Software Limited was held on Tuesday, the 11th day of August, 2020 through Video Conferencing ("VC") / Other Audio Visual Mean ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company Secretary briefed the Members regarding the arrangements made for the meeting and explained about process to ask questions to the panellists.

Directors Present:

Mr. Pradip P Shah, Chairman, Independent Director and Chairman of Audit Committee and Risk Management Committee (Attended through VC from Mumbai);

Mr. P Srikar Reddy, Managing Director and CEO (Attended through VC from Bengaluru);

Mr. S B Ghia, Non-Executive Director and Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee (Attended through VC from Mumbai);

Mr. Sanjay Asher, Independent Director and Chairman of Nomination and Remuneration Committee (Attended through VC from Mumbai); and

Ms. Radhika Rajan, Independent Director (Attended through VC from Mumbai).

Management Team:

Ms. Mangal Kulkarni, Company Secretary and Compliance Officer (Attended through VC from Bengaluru);

Mr. Jagannathan C N, Chief Financial Officer (Attended through VC from Bengaluru); and

Mr. Sathyanarayana R, VP-Finance & Accounts (Attended through VC from Bengaluru).

Other representatives:

Mr. Gurvinder Singh, Statutory Auditors (Attended through VC from Bengaluru);

Mr. Parameshwar Bhat, Scrutinizer (Attended through VC from Bengaluru).

A total of 102 members of the Company attended the meeting through VC facility. The meeting commenced at 4:00 PM (IST).

Mr. Pradip P Shah, Chairman, took the Chair and welcomed the Members to the 25th AGM of the Company. The Chairman informed that this AGM is being held through VC/OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The Chairman affirmed that he is satisfied that all the efforts feasible under the circumstances have been made by the Company to enable members to participate and vote on the items considered at the AGM. Further, He requested the Board members and the management personnel to introduce themselves. He mentioned that Mr. Viren Raheja had requested for leave of absence from the meeting due to his pre-occupation. The Chairman declared the meeting as validly convened, since the requisite Quorum was present through



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video conference. The Members were informed that the requisite registers and the documents referred to in the Notice of 25th AGM were available for inspection electronically during the Meeting.

Mr. Pradip P Shah, Chairman addressed the members and delivered his speech (a copy of speech is enclosed herewith for the purpose of information as **Annexure I**) followed by a presentation by Mr. P Srikar Reddy, Managing Director and CEO (presentation has been made available on the website of the Company at <https://www.sonata-software.com/sites/default/files/financial-reports/2020-08/agm-presentataion-2020.pdf>).

Further, the Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically through remote e-voting were provided an opportunity to cast their votes during the meeting through e-voting system provided by NSDL. It was further informed that there would be no voting by show of hands.

The following items of Business, as per the Notice of AGM dated May 11, 2020, were transacted at the Meeting:

Ordinary Business:

1. Adoption of Financial Statements for the Financial Year 2019-20 (Including the consolidated Financial Statements);
2. Confirmation of the payment of Interim Dividend of ₹ 5.75 per equity share (i.e. 575 %) already paid and to confirm the payment of Second Interim Dividend of ₹ 14.50 per equity share (i.e. 1450 %) already paid for the Financial Year 2019-20;
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; and

Special Business:

4. Ordinary Resolution for appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director for a term of 5 years i.e. from 8th August, 2019 upto 7th August, 2024;
5. Ordinary Resolution for Re-appointment of Mr. P Srikar Reddy (DIN: 00001401) as the Managing Director and Chief Executive Officer of the Company for a further period of three years with effect from 14th February, 2020.

Members were provided a facility to ask questions or express views through VC and also through chat box option on the above listed resolutions. Clarifications were provided to the questions raised by the speaker shareholders. Mr. Parameshwar Bhat, Practicing Company Secretary (FCS- 8860/ CoP No- 11004) was appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.



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The members were informed that the consolidated results of the remote e-voting and e-voting at the AGM will be declared on receipt of Scrutinizer's report and placed on Company's website and sent to the Stock Exchanges.

The Chairman then thanked all the shareholders and Board Members for attending the Meeting. The AGM concluded at 4.50 p.m. with a vote of thanks to the Chair.

Post conclusion of the meeting the e-voting facility on NSDL portal was kept open for 15 minutes.

Note:

This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For **Sonata Software Limited**

Mangal Kulkarni
Company Secretary and Compliance Officer

SONATA SOFTWARE FY 2020 AGM CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me pleasure to welcome you all to the 25th Annual General Meeting (AGM) of your Company. It is indeed a privilege to share my thoughts on the performance of fiscal year 2020.

The year 2019-20 was a continuation of the success-story of your Company in the recent years, and a year where it strengthened its position as a leading digital transformation partner of choice for our clients. The Company achieved good growth in revenue and profitability and continued to generate consistent and sustainable value for our shareholders. The end of the year saw unprecedented and unimaginable disruption to global economies and your Company is not insulated either. I will talk more about the COVID-19 impact and your Company's strategy to overcome the challenges a little later.

The focus in the year was to continue to strengthen the proven strategy, leverage the new acquisitions made in the previous year, and the alliance with Microsoft. Your Company continued to progress on a trajectory of being an industry focused strategic Platformation™ partner leveraging technology alliances/partners, vertically focused domain expertise and the Company's IP portfolio. As you are aware, we have trademarked the term Platformation.

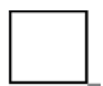
Your Company's unique approach to digital, through Platformation™ methodology, is continuing to differentiate us and is emerging beneficial to our customers in their digital transformation journey.

One of the highlights for fiscal year 2020 was the acquisition of Gapbusters – or GBW for short. This acquisition reaffirms our IP-led approach to digital transformation. GBW has been amongst the pioneers in the Customer Experience domain serving renowned brands globally for nearly thirty years. Customer experience management has become one of the most important tools for digital transformation across Industries.

During the year, we continued to invest in talent with Jagannathan CN joining us as the Chief Financial Officer of the Company, Rajat Kumar Sinha as Sr. VP, Platform Monetization, and Srinivasan Venkatarajan as Client Engagement Partner in the US.

Turning to financial performance, our International IT services revenue grew almost 14% to over ₹ 1,272 crore while profits grew nearly 5% to ₹ 213 crore in FY20. This corresponds to 34% to the total revenues and 77% of PAT respectively. Our Domestic Products and Services contributed 66% to the total revenues and 23% of PAT. At a consolidated level, revenues grew 26% to ₹ 3,743 crore while profits grew 11% to ₹ 277 crore. Our balance sheet continues to be strong and we finished the year with cash and cash equivalents of over ₹ 311 crore witnessing ROCE of 38%. As always, shareholder delight is our top priority and we declared an interim dividend of ₹ 5.75 per share and followed it up with second interim dividend of ₹ 14.50 per share thereby resulting in a total dividend of ₹ 20.25 per share for the year.

COVID-19 outbreak across globe had an adverse impact on businesses and specifically certain sectors like travel, retail, non-essential manufacturing. As you know your Company has a focus in some of these sectors and specifically, as already announced earlier, one of our large clients, in the travel sector being severely impacted by the lockdown and travel ban across the world, had to temporarily suspend their operations thus affecting a majority of our services to them. The Company has taken many steps to address the situation in terms of cost rationalisation, cash conservation, protecting the current business and focussing itself to address opportunities in Industries not affected by the crises. I am happy to state that the efforts are bearing fruit. Your Company acted very quickly and took various precautionary measures to ensure the safety and health of employees, at all offices in India and overseas, which was the foremost priority. Within weeks, we had 100% of our employees working remotely and delivering different kinds of services to our customers effectively without any disruption. Even in the lockdown situation, some of the important projects went live successfully using remote delivery.





I would like to reiterate that your Company with its focus on Platformation™, has a strong IP-led portfolio of proprietary industry platforms and value-added offerings on technology alliance & partner platforms. With these strengths, your Company is poised to further leverage the opportunities being created globally, as the trend towards digitization of businesses continues.

Regardless of short-term impact of COVID-19, I believe that our long-term business model and strategy and the investments we have made and continue to make in IP creation positions us as a unique and well differentiated technology solutions partner. The acquisitions of Sopris and Scalable, which we did last year, have created opportunities in Industries like utilities and commodity and Agri-based businesses, which are relatively unaffected by the COVID-19 pandemic. Further, GBW our recent acquisition in the customer experience space has also created large emerging opportunity in the digital customer experience space.

I would like to take this opportunity to thank our stakeholders, clients, partners and vendors for their continued support and trust in all our endeavours. Last but not the least, I would like to place my appreciation to Mr. Srikar Reddy, CEO and his able management team and the rest of Sonatians for their performance. Wishing them good health, safety and success, I am confident that we will come out strongly through these challenging times to take advantage of newer rising opportunities when this crisis ends.

With Warm Regards,

Pradip P Shah
Chairman