

31st July, 2023

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

BSE Limited
P.J. Towers, Dalal Street, Mumbai
Kind Attn: Manager, Listing Department
Stock Code - 532221

Dear Sir/Madam,

Sub: Summary of Proceedings of the 28th 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 28th Annual General Meeting of the Company held on Monday, 31st July, 2023 at 10.00 a.m. (IST)

Please take the same on record.

Thanking you,

Yours faithfully

For **Sonata Software Limited**

**Mangal
Krishnarao
Kulkarni
Mangal Kulkarni**

Digitally signed by Mangal
Krishnarao Kulkarni
Date: 2023.07.31 18:53:41
+05'30'

Company Secretary, Compliance Officer and Head Legal

Encl.: as above

SUMMARY OF THE PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING

The 28th Annual General Meeting (AGM) of the Shareholders of Sonata Software Limited was held on Monday, July 31, 2023 at 10:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Mean (“OAVM”).

The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) from time to time and circulars issued by the Securities and Exchange Board of India (SEBI) from time to time and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder relating to conduct of AGM through VC/OAVM.

PRESENT	MODE OF PRESENCE
Mr. Pradip P Shah, Chairman, Independent Director and Chairman of Audit Committee and Risk Management Committee	Participated through video conferencing from Mumbai
Mr. Samir Dhir, Managing Director & CEO	Participated through video conferencing from Mumbai
Mr. P Srikar Reddy, Executive Vice Chairman & Whole-Time Director	Participated through video conferencing from Bengaluru
Mr. Viren Raheja, Non-Executive Director	Participated through video conferencing from Mumbai
Mr. S B Ghia, Non-Executive Director and Chairman of Stakeholders Relationship Committee	Participated through video conferencing from Mumbai
Mr. Sanjay Asher, Independent Director and Chairman of Nomination and Remuneration Committee	Participated through video conferencing from Mumbai
Ms. Radhika Rajan, Independent Director and Chairperson of Corporate Social Responsibility Committee	Participated through video conferencing from Mumbai
Ms. Mangal Kulkarni, Company Secretary, Compliance Officer and Head Legal	Participated through video conferencing from Mumbai
Mr. Jagannathan C N, Chief Financial Officer	Participated through video conferencing from Mumbai
Mr. Parameshwar G Hegde, Secretarial Auditor	Participated through video conferencing from Bengaluru
Mr. M V Bhat, Scrutinizer	Participated through video conferencing from Bengaluru
Mr. Supreet Sachdev, BSR & Co. LLP, Statutory Auditors	Participated through video conferencing from Bengaluru
Mr. Amrit Bhansali, BSR & Co. LLP, Statutory Auditors	Participated through video conferencing from Bengaluru

A total of 62 members of the Company attended the meeting through VC facility. The meeting commenced at 10:00 AM (IST).

Mr. Pradip P Shah, Chairman, took the Chair and welcomed the Members to the 28th 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 from time to time. 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, Chief Financial Officer and Company Secretary of the Company to introduce themselves. The management team joined from respective locations.

The requisite Quorum being present through video conference, the Chairman called the meeting to order. The Members were informed that the requisite registers and the documents referred to in the Notice of 28th AGM were available for inspection electronically during the Meeting.

Mr. Pradip P Shah, Chairman addressed the members of the Company which was followed by a presentation by Mr. Samir Dhir, Managing Director & CEO (presentation has been made available on the website of the Company at <https://www.sonata-software.com/about-us/investor-relations>).

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 of AGM. Members who were present at the AGM, virtually, 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 Business items, as per the Notice of AGM dated July 4, 2023, were transacted at the Meeting:

Ordinary Business:

1. Adoption of Financial Statements for the Financial Year 2022-23 (including the Consolidated Financial Statements);
2. Confirmation of the payment of Interim Dividend of ₹ 7.00 per equity share (i.e. 700 %) already paid and declare Final Dividend of ₹ 8.75 per equity share (i.e. 875%) for the Financial Year 2022-23;
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.

Special Business:

4. Approval of amendment to the Employee Stock Option Plan, 2013 of the Company and authorisation to the ESOP Trust to purchase or acquire equity shares of the Company;
5. Approval and authorisation of payment of managerial remuneration to Mr. Samir Dhir, Managing Director & CEO of the Company in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013;

6. Approval and authorisation of payment of managerial remuneration to Mr. P Srikar Reddy, Executive Vice Chairman & Whole-Time Director of the Company in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013;
7. Approval and authorisation of payment of managerial remuneration exceeding limits of overall maximum remuneration prescribed under Section 197 and Schedule V of the Companies Act, 2013.

Members were provided a facility to ask questions or express views through VC and also through chat box option on the above listed items/resolutions. Clarifications were provided to the questions raised by the speaker shareholders. Mr. M V Bhat, Practicing Company Secretary (FCS - 12261/ CoP No. - 19221) was appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

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 will be placed on Company's website, NSDL's website and submitted to the Stock Exchanges.

The Chairman then thanked all the Shareholders and Board Members for attending the Meeting. The AGM concluded at 10:50 A.M. (IST) with a vote of thanks to the Chair.

Post conclusion of the meeting the e-voting facility on NSDL portal was kept open till 11:05 A.M. (IST)

Note:

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

The dividend declared at the Meeting will be credited to the members accounts on or after August 8, 2023 and physical warrants shall be dispatched to the members, who have not registered their ECS mandates.

For Sonata Software Limited

Mangal
Krishnarao
Kulkarni

Digitally signed by Mangal
Krishnarao Kulkarni
Date: 2023.07.31 18:53:10
+05'30'

Mangal Kulkarni

Company Secretary, Compliance Officer and Head Legal