



SONATA SOFTWARE

A Sonata Software Company



2<sup>nd</sup> June, 2022

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 the 27<sup>th</sup> Annual General Meeting (AGM)**

In continuation to our letter dated 19<sup>th</sup> May, 2022, wherein the Company had informed that the 27<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, 24<sup>th</sup> June, 2022 through Video Conference / Other Audio Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

In terms of Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosed herewith the Notice of the 27<sup>th</sup> AGM. The Notice along with Annual Report is also being circulated through electronic mode to the eligible Members whose email ID's are registered with the Company/Depository Participants.

The Annual Report along with Notice is also available on the Company's website at <https://www.sonata-software.com/sites/default/files/financial-reports/2022-06/sonata-annual-report-2021-22.pdf>

Kindly take the same on record.

Thanking you,

Yours faithfully  
For **Sonata Software Limited**

**Mangal Kulkarni**  
**Company Secretary, Compliance Officer and Head-Legal**

**Encl: as above**

# SONATA SOFTWARE LIMITED

(CIN : L72200MH1994PLC082110)

**Registered Office:** 208, T V 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 – 560 004

Tel: 91-80-6778 1999, Fax: 91-80-2661 0972, E-mail: info@sonata-software.com, Website: www.sonata-software.com

## NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting (AGM) of the Members of **SONATA SOFTWARE LIMITED** will be held on Friday, 24th June 2022 at 4.00 PM (IST) through video conference ("VC") / other audio visual means ("OAVM") to transact the following business :

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements for the Financial Year ended 31st March, 2022

To receive, consider, approve and adopt the following:

- the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the report of the Auditors thereon.

#### 2. Declaration of dividend

To declare Final Dividend of ₹ 13 (Rupees Thirteen only) per equity share (on an equity share of par value of ₹ 1/- each) for the Financial Year ended March 31, 2022; and to confirm Interim Dividend of ₹ 8 (Rupees eight only) per equity share, already paid, for the Financial Year ended March 31, 2022.

#### 3. Appointment of Mr. Shyam Bhupatirai Ghia as a Director liable to retire by rotation

To appoint a Director in place of Mr. Shyam Bhupatirai Ghia (DIN: 00005264), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shyam Bhupatirai Ghia (DIN: 00005264), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

#### 4. Appointment of Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendation of the Audit Committee of the Board and that of the Board of Directors, M/s B S R & Co. LLP, Chartered

Accountants, Bengaluru, (Firm Registration No. 101248W/W-100022) be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five (5) years from the conclusion of Twenty Seventh (27th) Annual General Meeting until the conclusion of the Thirty Second (32nd) Annual General Meeting of the Company to be held in the calendar year 2027 and that the Board of Directors be and are hereby authorised to fix the remuneration from time to time as may be recommended by the Audit Committee in consultation with the Auditors."

### SPECIAL BUSINESS

#### 5. To approve the continuation of Mr. Shyam Bhupatirai Ghia as a Non-Executive Non-Independent Director after attaining Age of 75 years.

To consider and if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, consent of the Company be and is hereby accorded to Mr. Shyam Bhupatirai Ghia (DIN: 00005264) to continue to hold office as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, notwithstanding that on November 22, 2022 he attains the age of 75 years."

#### 6. Appointment of Mr. Samir Dhir (DIN: 03021413) as a Director of the Company.

To consider, and, if thought fit, to pass, the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and permitted under applicable rules and regulations, Mr. Samir Dhir (DIN: 03021413), Chief Executive Officer of the Company, who was appointed as an Additional Director and as a "Whole-Time" Director and Chief Executive Officer of the Company by the Board of Directors ("the Board") with effect from May 9, 2022, *inter-alia*, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention of the member to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things are usual, ordinary, expedient and necessary to implement the aforesaid resolution."

**7. Appointment of Mr. Samir Dhir (DIN: 03021413) as a Whole-time Director of the Company.**

To consider, and, if thought fit, to pass, the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on April 29, 2022 and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to the approval of the Central Government and all other applicable regulatory approvals, as may be required, the approval and/or consent of the members be and is hereby accorded for appointment of Mr. Samir Dhir (DIN: 03021413) as a Whole-time Director and Chief Executive Officer of the Company to hold office for a period of 4 years with effect from May 9, 2022 to May 8, 2026 and the payment of salary, fixed compensation, commission/profit share, annual performance pay, incentives and perquisites (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into and material terms of which are set out in the Explanatory Statement attached hereto and the Board of the Company be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement anytime and from time to time in such manner

**Note:**

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated December 14, 2021 read with circulars dated April 8, 2020 and April 13, 2020 and May 5, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be the deemed venue for the AGM.
- Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, January 15, 2021 read with May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.sonata-software.com](http://www.sonata-software.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>. The Company has also published an advertisement in newspaper containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the notice of AGM at the Company's website, manner of registering the email ID's of those shareholders who have not registered their email addresses with the Company / RTA and other matters as may be required.
- The Company has engaged the services of NSDL, as authorised agency for conducting the AGM through VC/OAVM and for providing e-voting facility.

on such terms and conditions as may be agreed in the best interests of the Company and as may be permissible at law.

**RESOLVED FURTHER THAT** the said remuneration shall be subject to increments, as approved by the Board and/or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Samir Dhir (DIN: 03021413), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such matter other limits as may be prescribed from time to time and/or such approvals as may be granted by the Central Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
For **SONATA SOFTWARE LIMITED**

**Mangal Krishnarao Kulkarni**  
**Company Secretary**  
**ACS: 11861**

Place: Bengaluru  
Date: April 29, 2022

5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mvbhatcs@gmail.com with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

7. The Company has fixed Thursday, June 16, 2022 as the 'Record Date' and the Register of Members of the Company will be closed from June 17, 2022 to June 23, 2022 (both dates inclusive), for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.

8. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2022, 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 June 16, 2022, 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 June 16, 2022; 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 (CDSL) for this purpose on June 16, 2022.

9. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / KFin Technologies Limited ("KFin") (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to einward.ris@kfintech.com on or before June 13, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail

beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on June 13, 2022.

For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available on the Company's website at <https://www.sonata-software.com/about-us/investor-relations>.

10. Since SEBI has made it mandatory for distributing dividends through Electronic Clearing Service (ECS), the Company has used 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.

11. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with KFin in case the shares are held by them in physical form.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

**a. For shares held in electronic form:** to their Depository Participants (DPs).

**b. For shares held in physical form:** to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://www.sonata-software.com/about-us/investor-relations>.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate(s); claim from unclaimed suspense account; renewal/ exchange of securities certificate(s); endorsement; sub-division/splitting of securities certificate(s); consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.sonata-software.com/about-us/investor-relations> and on the website of the

Company's Registrar and Transfer Agents, KFin at <https://ris.kfintech.com/default.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or KFin, for assistance in this regard.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFin, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.sonata-software.com/about-us/investor-relations>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to KFin in case the shares are held in physical form.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and certificate from the Secretarial Auditor of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto with regard to the Company's Employees Stock Option Scheme Plan will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 24th June, 2022. Members seeking to inspect such documents can send an email to [investor@sonata-software.com](mailto:investor@sonata-software.com).
18. Members holding shares in physical form are requested to forward all applications for shares related correspondence, (including intimation for change in address) to the Company's share transfer agent KFin Technologies Limited Unit Sonata Software Ltd, Karvy Selenium Tower B, Plot No.31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500032. Ph:+91 40-67161591. Members holding shares in electronic form are requested to notify change in their address to their Depository Participant.
19. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. 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.
20. 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 agent KFin Technologies Limited, Unit : Sonata Software Ltd, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032. Ph: 1-800-309-4001.
21. Members desiring 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, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
22. Members may note that unclaimed Interim Dividend and Second Interim Dividend for the Financial Year ended 2016 shall become due for transfer to IEPF on 5th December, 2022 and 8th April, 2023 respectively. Further, if the shares pertaining to these dividends, the dividend has not been claimed for last seven years, the shares would also be transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
23. 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) The form can be downloaded from the Company's website at <https://www.sonata-software.com/sites/default/files/financial-reports/2021-07/form-sh-13.pdf> Members holding shares in electronic form, may fill the nomination form with the respective Depository Participant.
24. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again at the AGM. The detailed instructions for attending the AGM through VC/OAVM and availing e-voting facility are provided in Annexure II.

26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
27. M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bangalore, (Firm Registration No. 117366W/W-100018) has completed their two terms of five consecutive years each as

Statutory Auditors. Pursuant to recommendation of Audit Committee, the Board of Directors has recommended the appointment of M/s B S R & Co. LLP, Chartered Accountants, Bengaluru, (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five (5) years, commencing from the conclusion of 27th AGM till the conclusion of the 32nd AGM, subject to approval of Shareholders/ members at this AGM

# ANNEXURE I TO THE NOTICE

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

### Item No. 4: Ordinary Resolution

M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bangalore, (Firm Registration No. 117366W/W-100018) has completed their two terms of five consecutive years each as Statutory Auditors. Pursuant to recommendation of Audit Committee, the Board of Directors has recommended the appointment of M/s B S R & Co. LLP, Chartered Accountants, Bengaluru, (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a period of five (5) years, commencing from the conclusion of 27th AGM till the conclusion of the 32nd AGM, subject to approval of Shareholders/ members at this AGM.

M/s. B S R & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949 and applicable Rules thereunder.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as under:

- A. Proposed fees payable to the statutory auditor(s):  
The Proposed fee for the 1st year is INR 93 lakhs plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company. Further, the Board of Directors has been authorised to decide the remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors for the term.
- B. Terms of appointment: Appointment as Statutory Auditors of the Company from conclusion of 27th AGM up to conclusion of 32nd AGM to carry out Audit of the Financial Statements and Annual Financial Results of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company. All other terms of appointment shall be as per Letter of Engagement.
- C. Basis of recommendation for appointment: The Board of Directors and Audit Committee have considered various evaluation criteria with respect to partners & the team experience, Willingness to work with sonata, conflict resolution, etc., and recommend their appointment to the Shareholders/ Members of the Company.
- D. Credentials of the Statutory Auditors proposed to be appointed: M/s. B S R & Co. ('the firm') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It and was converted into limited liability partnership i.e., B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/ W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai - 400063.

M/s. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. M/s. B S R & Co. LLP has over 3000 staff and 100+ Partners. M/s. B S R & Co. LLP audits various companies listed on stock exchanges in India including Companies in the technology sector.

M/s. B S R & Co. LLP, have provided confirmation that they have subjected themselves to peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. The Company has received their eligibility and willingness for their proposed appointment for the period from conclusion of the 27th AGM upto the conclusion of 32nd AGM of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

### Item No. 5: Special Resolution

Mr. Shyam Bhupatirai Ghia (DIN: 00005264) ['S.B. Ghia'] a Non-executive Non-Independent Director, who is liable to retire by rotation at the 27th Annual General Meeting ('AGM') to be held on 24th June 2022, has offered himself for reappointment.

Pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Director who has attained age of 75 years shall require shareholders' approval through special resolution.

As Mr. S.B. Ghia would be attaining the age of 75 years on November 22, 2022, in view of the above Regulation for the continuation of Mr. S.B. Ghia as a Non-Executive Non-Independent Director beyond November 22, 2022, consent of the Members would be required by way of a Special Resolution. It is in the interest of the Company to continue to avail his valuable expertise.

The Nomination and Remuneration Committee and the Board of Directors have approved and recommended the re-appointment of Mr. S.B. Ghia and his continuation as Non-Executive Non-Independent Director after attaining the age of 75 years for Shareholder's approval.

Accordingly, accompanying Notice at item Nos. 3 & 5, contains a proposal for re-appointment of Mr. S.B. Ghia and his continuation as Non-Executive Non-Independent Director after attaining the age of 75 years. Your Board of Directors recommend the resolutions set out at Item Nos. 3 & 5 of the accompanying Notice for the approval of members.

Mr. S.B. Ghia is not related to any other Directors of the Company or/ and their relatives, are concerned or interested, financially or otherwise, in the above resolution.

In terms of Regulation 36 of the SEBI Listing Regulations is given at Annexure A to this notice. A brief profile of Mr. S B Ghia seeking re-appointment as set out in item 3 & 5 in the Notice is as follows:

Mr. S B Ghia (DIN: 00005264) is a Non-executive Director of the Company appointed on 26th May, 1997. He holds a Bachelor's Degree in Science (Chemistry) and MBA from Bowling Green University, USA. He is an industrialist with interest in a variety of fields including Chemicals, Fibres & Pet recycling and Preform, Polymers and Software.

### Item Nos. 6 & 7 : Ordinary Resolutions

The members may note that as part of succession planning, the Board of Directors (the "Board") upon recommendation by Nomination and Remuneration Committee has appointed Mr. Samir Dhir as Chief Executive Officer ("CEO") of the Company with effect from 8th April 2022.

Subsequent to the aforesaid appointment, pursuant to recommendation of Nomination and Remuneration Committee, Mr. Samir Dhir has been appointed as the Whole-Time Director & Chief Executive Officer of the Company by the Board, liable to retire by rotation, subject to the approval of shareholders and approval of the Central Government and all other applicable regulatory approvals, for a period of 4 years with effect from May 9, 2022 on the terms and conditions as recommended by Nomination and Remuneration Committee and approved by the Board at its meeting held on April 29, 2022 and details as set out in the Agreement entered into between the Company and Whole-Time Director (the "Agreement").

Mr. Samir Dhir holds a Bachelor of Technology from Roorkee, Uttarakhand and Master of Business Administration from Warwick Business School, UK. His shareholding in the Company is Nil.

The material terms and conditions including remuneration (as stipulated in the agreement) are abstracted below:

- **Fixed Compensation:**

USD 600,000 (USD six hundred thousand only) (Cost to Company) per annum as per Company's normal payroll practices, subject to the usual, required withholdings and it will be reviewed for revision on an annual basis based on performance including but not limited to achievement of target as may be decided by the Nomination and Remuneration Committee and approved by the Board of the Company.

- **Additional Compensation**

- **Profit Share:** Entitled to profit share of the Company, which shall for the purpose of computation be calculated as 0.5% of the net profits (profit before tax) of the International Services Business of the Company.
- **Annual Performance Bonus:** Eligible to receive USD 400,000 (USD four hundred thousand only) per annum on achievement of such parameters as set by the Managing Director and the Board less applicable withholdings and will be eligible to receive higher annual performance bonus at the discretion of the Board on over achievement of defined performance parameters in particular financial year.
- The Whole time Director and Chief Executive Officer will be eligible to receive Long Term Incentives less applicable withholdings, on achievement of agreed parameters and in the manner as may be determined by the Managing Director and the Board from time to time.
- **Stock Options:** He is entitled for 400,000 stock options under Employee Stock Option Plan, 2013 of the Company from the date of joining as CEO w.e.f. April 8, 2022 at an

exercise price per option as per closing price on NSE on April 7, 2022. Vesting Period will be over a period of 4 years in equal proportions which will be accelerated as per the employment terms upon fulfillment of conditions prescribed and upon achievement of set parameters.

- **Other perquisites and benefits:** As per the Company Policy.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Secretarial Standard-2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Agreement between the Company and Mr. Samir Dhir (DIN: 03021413) is available for inspection by the members of the Company as per the instructions mentioned in paragraph No. 17 of the Notes.

The Company has received consent, intimation(s), disclosure(s) as required under the Act, and Rules made thereunder from Mr. Samir Dhir, for considering his appointment. Mr. Samir Dhir satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for appointment, except that of being a resident Indian. In terms of the requirements of the Act, since Mr. Samir Dhir is not a resident in India, approval of the Central Government is mandated for his appointment as Whole-time Director of the Company. Upon receiving member's approval, the Company shall make an application to the Central Government seeking approval for appointment of Mr. Samir Dhir as the Whole-time Director and Chief Executive Officer of the Company and payment of remuneration in relation thereto.

The Board of Directors recommend the ordinary resolutions in relation to the appointment of Whole-Time Director & Chief Executive Officer, for the approval of the members of the Company.

Except Mr. Samir Dhir, none of the Directors and Key Managerial Personnel of the Company and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in the above resolution.

The disclosures as required in terms of Regulation 36 of the SEBI Listing Regulations are provided at Annexure A to this Notice and a brief profile of Mr. Samir Dhir, as set out in items 6 & 7 in the Notice is as follows:

Mr. Samir Dhir holds a Bachelor of Technology from Roorkee, Uttarakhand and Master of Business Administration from Warwick Business School, UK. He has more than 25 years of leadership and Industry experience. In his last role, he served as CEO of Global Markets and Industries at Virtusa, where he managed the Company's revenues of over US \$1.6 Billion. As part of the role, he built depth in Banking, Financial Services, & Insurance sector, Technology, Media & Telecom, and Healthcare industry for digital capabilities.



## Annexure A

**Details of Directors seeking appointment/re-appointment at the 27th Annual General Meeting to be held on June 24, 2022  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of the Director	Mr. Shyam Bhupatirai Ghia (DIN: 00005264)	Mr. Samir Dhir (DIN: 03021413)
Age	74 years	51 years
Date of appointment	26th May, 1997	<ul style="list-style-type: none"> <li>• As a CEO w.e.f 8th April 2022</li> <li>• As a Whole-Time Director w.e.f 9th May 2022</li> </ul>
Relationship with Directors and Key Managerial Personnel	None	None
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• General Management of Corporate Affairs, Corporate Governance.</li> <li>• General Information Technology and related fields; General IT Knowledge.</li> <li>• Law, Taxation, Finance, Foreign Exchange related.</li> <li>• Behavioural science.</li> <li>• Strategy Management.</li> <li>• Leadership abilities.</li> </ul>	<ul style="list-style-type: none"> <li>• Banking, Financial Services, and Insurance sector, Technology, Media and Telecom Healthcare industry for digital capabilities.</li> <li>• Client and Employee delight; P&amp;L Leadership. Player-coach.</li> </ul>
Qualification(s)	Bachelor of Science and Master of Business Administration	Bachelor of Technology from Roorkee, Uttarakhand and Master of Business Administration from Warwick Business School, UK.
Board of Directors of Membership of other listed companies as on March 31, 2022	2	Nil
Chairmanships/ Memberships of the Committees of the Board along with listed entities from which the person has resigned in the past three years		
a) Audit Committee	Sonata Software Limited Futura Polyesters Ltd Alkyl Amines Ltd – Chairman Innovassynth Investments Ltd*	Nil
b) Stakeholders' Committee	Sonata Software Limited Futura Polyesters Ltd Alkyl Amines Ltd Innovassynth Investments Ltd*	Nil
c) Nomination and Remuneration Committee	Futura Polyesters Ltd Alkyl Amines Ltd - Chairman	Nil
d) CSR Committee	Sonata Software Limited - Chairman	Nil
e) Other Committee(s)	Nil	Nil
f) Shareholding of directors in the listed entity, including shareholding as a beneficial owner.	5000	Nil

\* Ceased w.e.f. 10th September, 2019

# ANNEXURE II TO THE NOTICE

## A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first serve basis.
- iii. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President – NSDL or Ms. Megha Malviya, Assistant Manager- NSDL.
- iv. Members are encouraged to join the Meeting through Laptops for better experience.
- v. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that participants connecting from mobile devices or tablets or through Laptop via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- vii. Members who would like to ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number before 17th June, 2022 at [investor@sonata-software.com](mailto:investor@sonata-software.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of the time for the AGM.
- viii. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- ix. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.sonata-software.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e.

BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## Instructions for Members for e-Voting during the AGM:

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## B. INSTRUCTIONS FOR E-VOTING

- i. Pursuant to 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility. The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. June 16, 2022 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 09.00 a.m. (IST) on Tuesday, June 21, 2022 upto 5.00 p.m. (IST) on Thursday, June 23, 2022. At the end of remote e-voting period, the facility shall forthwith be blocked.
- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iii. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iv. The Company has appointed Mr. M V Bhat, Practising Company Secretary (COP: 19221) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- v. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the

Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. June 16, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- vi. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)





Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

- I. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5.</li> </ol> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL portal. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on the toll free no.: 1800 1020 990 or 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 022- 23058738 or 022-23058542-43

- II Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on 022- 23058738 or 022-23058542-43

#### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "Forgot User Details/Password? (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 119951" of Company for which you wish to cast your vote during the remote e-Voting period

and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com);
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mvbhatcs@gmail.com](mailto:mvbhatcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Sarita Mote, Assistant Manager- NSDL at or Ms. Soni Singh, Assistant Manager- NSDL, who will address the grievances on e-Voting at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## OTHER INSTRUCTIONS

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer 's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The results of the resolutions will be announced by the Company on its website [www.sonata-software.com](http://www.sonata-software.com) and on the website of NSDL : <https://www.evoting.nsdl.com>. The results shall also be informed to the Stock Exchanges.

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

Place: Bengaluru  
Date: April 29, 2022

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

**Mangal Krishnarao Kulkarni**  
Company Secretary  
ACS: 11861