



SONATA SOFTWARE LIMITED

26th May, 2021

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 Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report for the financial year 2020-21.

Please take the same on record.

Thanking you,

Yours faithfully
For **Sonata Software Limited**

Mangal kulkarni
Company Secretary, Compliance Officer and Head-Legal

**Secretarial compliance report of Sonata Software Limited
for the year ended March 31, 2021**

I have examined:

- (a) all the documents and records made available to me and explanation provided by Sonata Software Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the Review Period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

However, during the Review Period, the SEBI has passed a Settlement Order dated July 15, 2020 bearing ref. no. SO/EFD-2/SD/349/JULY/2020 for making delayed disclosure under Regulation 7(2)(b) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 in respect of securities traded by an employee of the Company during September 2018. The Company has paid Rs. 3, 00,000/- (Rupees Three Lakh only) to SEBI as settlement amount under SEBI (Settlement Proceedings) Regulations, 2018.

- (d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.
- (e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Bengaluru
Date: May 26, 2021

Parameshwar
Ganapati Hegde
Hegde

Digitally signed
by Parameshwar
Ganapati Hegde
Date: 2021.05.26
11:12:07 +05'30'

P.G.HEGDE

Hegde & Hegde

Company Secretaries

FCS: 1325/C.P.No.640

UDIN: F001325C000371191