



SONATA SOFTWARE LIMITED

(CIN No.L72200MH1994PLC082110)

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

Corporate Office : 1/4, APS Trust Building, Bull Temple Road, N.R.Colony, Bangalore – 560 019

POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before completing the form)

Postal Ballot No. :

1. Name and Registered Address of the sole / first named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

3. Registered Folio Number/ DP ID No./Client ID No. *
*(Applicable to investors holding Shares in dematerialized form) :

4. Number of Share(s) held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated **July 11, 2014** of the Company (the “Notice”) by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Sr.No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution under Section 180(1)(a) of the Companies Act,2013 for creating security interest over the Company’s properties/assets by way of mortgage, lien, charge, etc			

Place :

Date :

Signature of the Member

PLEASE SEND YOUR POSTAL BALLOT IN THE ENVELOPE ENCLOSED HEREWITH.

NOTE:

1. Last date for receipt of Postal Ballot Form by the Scrutinizer: **August 07, 2014**
2. For e-voting, please refer the instructions under “E-Voting Facility”.

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ELECTRONIC VOTING PARTICULARS FOR POSTAL BALLOT

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

ELECTRONIC VOTING PARTICULARS FOR AGM

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. Exercise of vote by Postal Ballot is not permitted through proxy.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **August 07, 2014**. All Postal Ballot Forms received after this date will be treated as if reply from such Shareholder has not been received.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders on **July 4, 2014**.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The result of the Postal Ballot will be announced by way of display at the Company's website for information of members, besides communication of results to Stock Exchanges (BSE and NSE).
13. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Ms .Priya Manoj Jaswani, Company Secretary, Sonata Software Limited, APS Trust Building, Bull Temple Road, N.R.Colony, Bangalore – 560 019, India. Tel No. +91 80 3097 2500. Email: investor@sonata-software.com

PROCEDURE AND INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form:

1. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent(against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before **August 07, 2014**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
3. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting Facility:

Process and Manner for members opting for e-voting is as under:-

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form.
Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii. Members can cast their vote online **from July 15, 2014 at 9.00 a.m. to August 07, 2014 at 6.00 p.m.**
- iv. After entering these details appropriately, click on "LOGIN".
- v. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, system will prompt to select the 'Event' i.e. '**Sonata Software Limited**'.
- viii. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company where the System Provider was **Karvy Computershare Private Limited**, then your existing login id and password given earlier are to be used.
- ix. On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member do not want to cast, select 'ABSTAIN') After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xi. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail **praveen@prozoneworld.com**.
- xii. 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. Varghese P A of Karvy Computershare Pvt Ltd at 040-44655000 or at 1800 345 4001 (toll free).
- xiii. **In case Members receiving Postal Ballot Form by Post:**
 - a. Initial password is provided at the bottom of the Postal Ballot Form
 - b. Please follow all steps from (ii) to (xi) as mentioned above to cast vote.



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POSTAL BALLOT NOTICE

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, whereby your Company seeks your consent by passing resolution through Postal Ballot in respect of the Special Business appended below instead of transacting such business in General Meeting of the Company. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business is annexed hereto.

The Company has appointed CS Praveen Kumar D, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Form is enclosed. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 18.00 hours on **August 07, 2014**. Ballots received thereafter will be strictly treated as if no reply has been received from the Shareholder.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman or any Director of the Company. The result of the Postal Ballot will be announced by way of display at the Company's website on or before **August 09, 2014**, besides communication of results to Stock Exchanges (BSE and NSE). The date of declaration of the results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed by the Shareholders, if approved by requisite majority. The results of the Postal Ballot will also be noted at the next Annual General Meeting of your Company.

The Company is also offering e-voting facility as an alternative for all the shareholders to enable them to cast their vote electronically instead of dispatching the Postal Ballot Form. Kindly note that e-voting is optional i.e. Shareholders have option to vote either through e-voting or through the Postal Ballot Form. If a Shareholder has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Shareholders cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The detailed procedure is provided in the instructions for Postal Ballot Form.

SPECIAL BUSINESS:

1. APPROVAL FOR CREATING SECURITY INTEREST OVER THE COMPANY'S PROPERTIES / ASSETS BY WAY OF MORTGAGE, LIEN, CHARGE, ETC.

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sec 180(1)(a) and other relevant provisions if any of the Companies Act 2013 and relevant provisions of the Companies Act 1956 to the extent applicable, and in supersession of earlier resolutions passed in this regard, authority be and is hereby accorded to the Board of Directors of the Company to create security interest over the present or future properties or assets, tangible or intangible, movable or immovable, current or fixed, by way of mortgage, charge and/or hypothecation, lien or pledge or otherwise create encumbrances, if any, in such form and on such terms and conditions and at such time or times as the Board may deem fit, including the whole or substantially the whole of the undertaking(s) of the Company in favour of Banks, financial institutions, lending institutions/companies, institutional investors, mutual funds, bodies corporate, or any other party(ies), directors, shareholders, other individuals, or persons, corporate, whether Indian or foreign, subject to compliance of other enabling provisions of other enactments, as the case may be, to the extent the Company is authorized to borrow monies for the purpose of business of the Company at any time or from time to time, at its discretion, [that is to say, Rs. 300 crores (Rupees Three Hundred Crores) over and above the paid up share capital and free reserves from time to time and at any point of time] whether by way of term loan, project loan, cash credit, advances, loans, foreign currency loans, bill discounting, issuance of debentures, bonds, or otherwise, fund-based or non-fund based, together with the interest thereon at agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and any fee or monies payable in connection therewith.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any Committee consisting of one or more directors which may be constituted for this purpose be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, consider necessary, proper or desirable, to execute any documents in connection therewith, and to settle any question, difficulty or doubt that may arise while implementing this resolution.”

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

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

Date : July 11, 2014
Place : Mumbai

Priya Manoj Jaswani
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT TO THE AGENDA NO 1. OF SPECIAL BUSINESS PROPOSED IN THE NOTICE

(Pursuant to Section 102(1) of the Companies Act, 2013)

In order to provide finance required for the diversified business activities of the Company, the Board of Directors of the Company with the consent of shareholders can borrow money in excess of the aggregate of the paid-up capital and free reserves. However it will have to secure the borrowings adequately to protect the interest of lenders by way of hypothecation, pledge, mortgage, charge, lien or any other form of security interest whatsoever to secure the borrowing amount.

The approval of the Members is necessary for creation of mortgage, lien, charge and/or hypothecation on the present or future asset of the Company comprising of current or fixed by way of special resolution so as to secure the borrowing amount not exceeding Rs.300 crores over and above the paid up capital and free reserves.

The approval of Members, is therefore now being sought, by way of Special Resolution, pursuant to Section 180(1) (a) of the Companies Act, 2013.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with the Proviso to Section 102(2) of the Companies Act, 2013:

- a. With respect to the Directors, none of the Directors or their relatives are deemed to be concerned or interested, financially or otherwise in passing the Resolutions.
- b. With respect to Key Managerial Personnel, none of the Key Managerial Personnel or their relatives are deemed to be concerned or interested, financially or otherwise in passing the Resolutions.

The Board of Directors recommends the passing of the proposed resolution.

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

Date : July 11, 2014
Place : Mumbai

Priya Manoj Jaswani
Company Secretary