



SONATA SOFTWARE LIMITED



July 14, 2016

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (E) Mumbai – 400 051
Stock Code - SONATSOFTW

BSE Limited
Listing Department
P.J. Towers, Dalal Street
Mumbai 400 001
Stock Code - 532221

Dear Sir/Madam,

SUB: Notice of 21st Annual General Meeting

Please find enclosed Notice of the 21st Annual General Meeting. This will also be placed on our website www.sonata-software.com.

This is for your information and records.

Thanking you,

Very truly yours,

For **SONATA SOFTWARE LIMITED**


PRIYA MANOJ JASWANI
COMPANY SECRETARY

NOTICE OF ANNUAL GENERAL MEETING



SONATA SOFTWARE LIMITED

(CIN No. 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 – 560 019

• **Tel:** 91-80-67781999 • **Fax:** 91-80-266109/2 • **E-mail:** info@sonata-software.com

• **Website:** www.sonata-software.com

NOTICE is hereby given that the Twenty-First Annual General Meeting (AGM) of the Members of SONATA SOFTWARE LIMITED will be held on Monday, 8th August, 2016 at 4.00 P.M. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 to transact the following business :

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the following:
 - the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 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, 2016 together with the Report of the Auditors thereon.
- To confirm the payment of First interim dividend of 350% and Second interim dividend of 550% (aggregating to ₹ 9/- per equity share of ₹1/- each and already paid), for the Financial Year 2015-16.
- To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED not to fill the vacancy for the time being in the Board, caused by retirement of Mr. M D Dalal (DIN: 00005275), Director of the Company, who retires by rotation at this Annual General Meeting and does not seek re-appointment.”
- To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and such other applicable provisions of the Companies Act, 2013 and relevant Rules thereunder, as amended from time to time, pursuant to recommendation of the Audit Committee and that of the Board of Directors and pursuant to the approval of the members at the Nineteenth AGM of the Company held on 11th August, 2014, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 0080725), as Statutory Auditors of the Company to hold office from the

conclusion of Twenty-First AGM till the conclusion of the Twenty-Second AGM at a remuneration to be decided by the Board of Directors or Committee of the Board in consultation with the Auditors of the Company”.

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 : 30th June, 2016
Place : Mumbai

Priya Manoj Jaswani
Company Secretary

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and a proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- Proxies, in order to be effective, must be duly filled, stamped and signed and must reach the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/letter of authority, as may be applicable.
- Since SEBI has made it mandatory for distributing dividends through Electronic Clearing Service (ECS), the Company will use 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.
- Members holding shares in physical form are requested to forward all applications for transfers and all other shares related correspondence (including intimation for change in



address) to the Company's Share Transfer Agents M/s. Karvy Computershare Pvt Ltd, Unit : Sonata Software Ltd, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032. P: +91 40 67161591. Members holding shares in electronic form are requested to notify change in their address to their Depository Participant.

5. Since the Company's shares are in compulsory demat trading, 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.
6. 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 agents M/s. Karvy Computershare Pvt Ltd, Unit : Sonata Software Ltd, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032.
7. Members wishing 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, as per Section 205C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
8. 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). Members holding shares in electronic form, nomination form may be filed with the respective Depository Participant.
9. The Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Electronic copy of the Annual Report for Financial Year 2015-16, the Notice of the 21st AGM and instructions for e-voting, along with Attendance slip and proxy form are being sent to all the Members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. Members may please note that Notice of 21st AGM and Annual Report will be available on the Company's website – www.sonata-software.com.

The physical copies of the aforesaid documents will also be

available at the Company's Registered office for inspection during normal business hours on working days up to the date of the AGM.

11. Members/proxies are requested to bring their attendance slips duly filled in and their copy of the Annual Report for the Meeting.
12. The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue. The detailed instructions for availing e-voting facility are provided in **Annexure I**.
13. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however those members are not entitled to cast their vote again in the Meeting.
14. Attendance Registration/Web Check-in:
 - a. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
 - b. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility, which would help the shareholder enter the AGM hall without going through the registration formalities at the registration counters.
 - c. The online registration facility will be available from 9.00 a.m. (IST) on Friday, 5th August, 2016 upto 5.00 p.m. (IST) on Sunday, 7th August, 2016 (i.e. during the e-voting period)

The Procedure of Web Check-in is as follows:

 - a. Log on to <https://karisma.karvy.com> and click on "Web Checkin for General Meetings (AGM/EGM/CCM)".
 - b. Select the name of the company: Sonata Software Limited
 - c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submit button.
 - d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
 - e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for printing.
 - f. The Members are requested to carry their valid photo identity proof such as PAN card, Passport, AADHAR card or driving license along with the above printed attendance slip for verification purpose to enter the AGM hall.

ANNEXURE I TO THE NOTICE

Instructions and other information relating to remote e-voting

In compliance with 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 provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The Company has appointed Mr. Sriram Parthasarathy, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 1st August, 2016 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The instructions for e-voting are as under:

1. **A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:**
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. User ID and password mentioned in the email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) If you are logging in for the first time, you will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the E-voting Event Number for Sonata Software Limited.
 - g) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email srirampcs@gmail.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:**
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. User ID and password mentioned in the electronic voting form)
 - c) Please follow all steps from Sl. No. (c) to (l) above to cast your vote by electronic means.

2. The Portal will remain open for voting from 09:00 a.m. (IST) on Friday, 5th August, 2016 upto 5.00 p.m. (IST) on Sunday, 7th August, 2016.
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 <https://evoting.karvy.com> or contact Mr. Anandan K. of Karvy Computershare Pvt Ltd. at 040 - 6716 1591 or at 1800 345 4001 (toll free).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., 1st August, 2016, he/she may obtain the User ID and password in the manner as mentioned below :
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number+Folio No. or DP ID Client ID to 9212993399
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com.
6. The Scrutinizers decision on validity of the votes shall be final and binding.
7. The Scrutinizer after scrutinising the votes cast through remote e-voting and poll at the meeting, not later than 48 hours from the conclusion of the AGM, shall make a scrutinizer's report and submit the same to the Chairman or any authorised person who shall countersign the same.
8. The results of resolutions will be announced by the Company in its website www.sonata-software.com and on the website of Karvy <https://evoting.karvy.com>. The results shall also be informed to the Stock Exchanges.

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

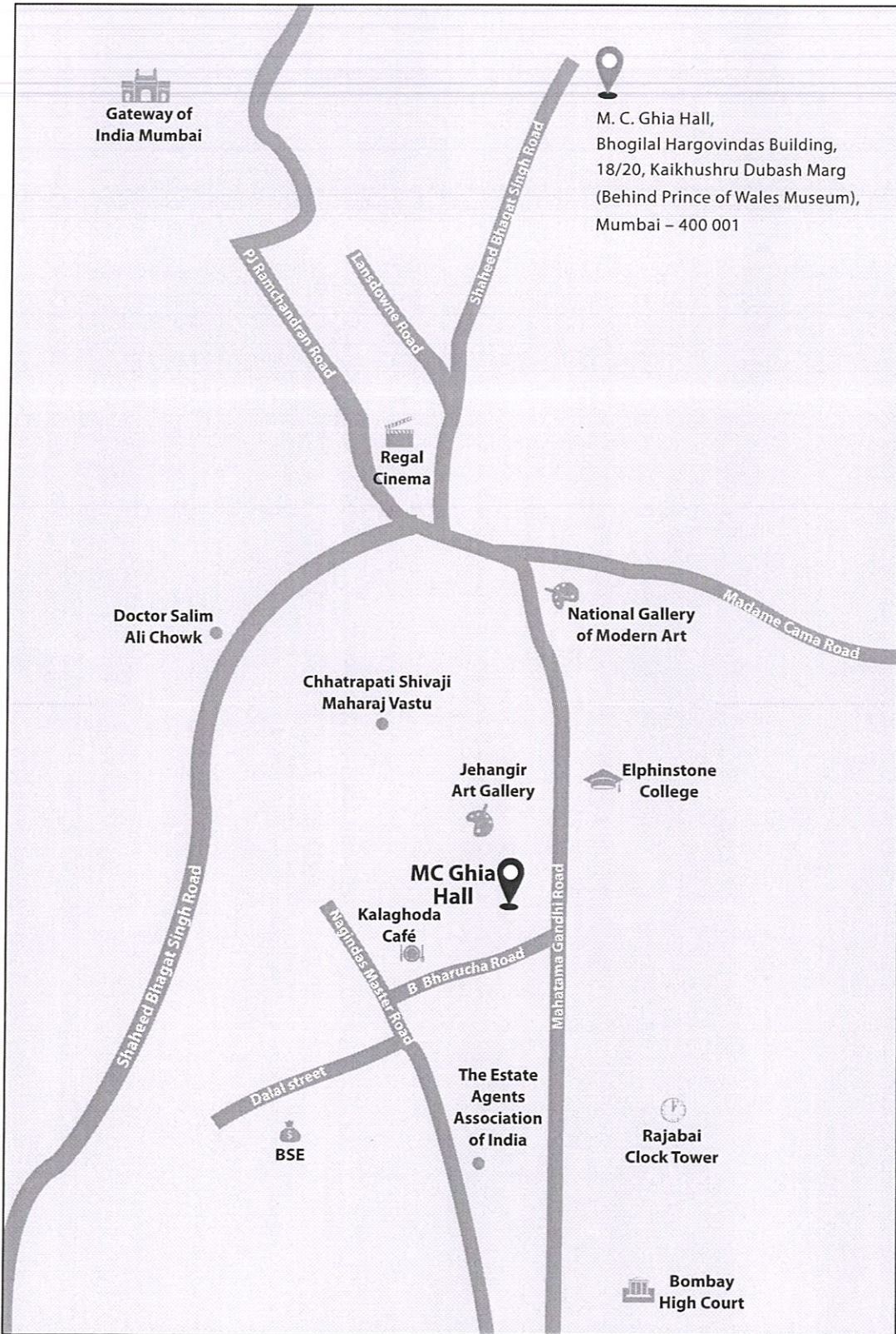
Registered Office:
208, T.V. Industrial Estate
2nd Floor, S.K. Ahire Marg,
Worli Mumbai – 400 030

Date : 30th June, 2016
Place : Mumbai

By Order of the Board
For SONATA SOFTWARE LTD

Priya Manoj Jaswani
Company Secretary

Route map to the venue of the AGM



Not to scale

SONATA SOFTWARE LIMITED

(CIN No. 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 – 560 019

• **Tel:** 91-80-67781999 • **Fax:** 91-80-26610972 • **E-mail:** info@sonata-software.com

• **Website:** www.sonata-software.com

ATTENDANCE SLIP

Reg. Folio No. / DP ID No/ Client ID No:

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company on 8th day of August, 2016 at 4.00 p. m at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001

.....
Member's / Proxy's name in Block Letters

.....
Member's / Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the Meeting hall.

SONATA SOFTWARE LIMITED

(CIN No. 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 – 560 019

• **Tel:** 91-80-67781999 • **Fax:** 91-80-26610972 • **E-mail:** info@sonata-software.com

• **Website:** www.sonata-software.com

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

.....

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the member(s) of shares of the above named company, hereby appoint

1 Name :

Address :

Email ID :

Signature :

or failing him/her;

2 Name :

Address :

Email ID :

Signature :

or failing him/her;

3 Name :

Address :

Email ID :

Signature :

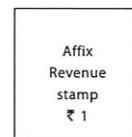
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-First Annual General Meeting of the Company, to be held on the 8th August, 2016 at 4.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Optional | | |
|--------------------------|--|----------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1 | Adoption of Financial Statements for the Financial Year 2015-16 (Including the Consolidated Financial Statements). | | | |
| 2 | Confirmation of the payment of First interim dividend of 350% and Second interim dividend of 550% (aggregating to ₹ 9/- per equity share of ₹ 1/- each and already paid) for the Financial Year 2015-16. | | | |
| 3 | Resolve not to fill the vacancy for the time being in the Board, caused by the retirement of Mr. M D Dalal, who retires by rotation and does not seek re-appointment. | | | |
| 4 | Ratification of appointment of Statutory Auditors and fixing their remuneration. | | | |

Signed this day of 2016

Signature of shareholder:

Signature of proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.