



SONATA SOFTWARE LIMITED

13th February, 2019

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 Sir/Madam,

Sub: Intimation of Postal Ballot and Cut-off Date

Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements), 2015, and Section 110 of the Companies Act, 2013 read with rule made thereunder, the Board of Directors at its meeting held on February 8, 2019, had approved the Postal Ballot Notice for seeking approval of the members by way of postal ballot (including voting by electronic means) on the following resolutions:

1. To approve continuation of directorship of Mr. B. K. Syngal (DIN: 00002395) as an Independent Director of the Company
2. To approve continuation of directorship of Mr. Suresh Talwar (DIN: 00001456) as an Independent Director of the Company

We would like to inform you that the Company has considered Friday, February 8, 2019 as the cut-off date for determining eligible members to participate in the postal ballot process.

The Board has appointed Mr. Parameshwar G. Bhat, Practicing Company Secretary, (CP: 11004), as the Scrutinizer to carry out postal ballot process in a fair and transparent manner.

We are enclosing herewith a copy of postal ballot notice dispatched to the members for your record.

The above information will also be available on the website of the company at www.sonata-software.com

Kindly take the same on record.

Thanking you,

Yours faithfully

For **Sonata Software Limited**

Kundan K. Lal
Company Secretary and Compliance Officer



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, Email id: info@sonata-software.com, Website: www.sonata-software.com

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

Notice is hereby given, in accordance with the provisions of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (the Rules) and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification or re-enactment thereof for the time being in force, that it is proposed to transact the following special business by way of Postal Ballot / electronic voting (e-voting):-

1. To approve continuation of directorship of Mr. B.K.Syngal as an Independent Director of the Company
2. To approve continuation of directorship of Mr. Suresh Talwar, as an Independent Director of the Company

The Company has appointed Mr. Parameshwar G. Bhat, Practicing Company Secretary, (CP: 11004) as the Scrutinizer for conducting the postal ballot/e-voting process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the person authorized by him, after completion of the scrutiny, and the results of the postal ballot shall be declared on or before March 18, 2019 and communicated to the Stock Exchanges. The results of the postal ballot will also be displayed on the Company's website: www.sonata-software.com and Service Provider's website: <https://evoting.karvy.com>

Members holding shares of the Company have the option of voting i.e. either by e-voting or through the Postal Ballot Form. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and record their assent (FOR) or dissent (AGAINST) therein and return the Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the scrutinizer on or before 5.00 p.m. on March 16, 2019. The shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The resolutions together with the Statement pursuant to section 102(1) of the Companies Act, 2013 setting out the material facts concerning the proposed items of special business is enclosed.

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 LIMITED**

Date: February 8, 2019

Place: Bengaluru

Kundan K Lal
Company Secretary

SPECIAL BUSINESS:

1. To approve continuation of directorship of Mr. B.K.Syngal as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of members of the Company be and is hereby accorded for the continuation of present term of Mr. B.K.Syngal (DIN: 00002395), aged 78 years, as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e., up to the next Annual General Meeting to be held in 2019 on the existing terms and conditions.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or the Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and things which may be necessary to give effect to this resolution.”

2. To approve continuation of directorship of Mr. Suresh Talwar, as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of members of the Company be and is hereby accorded for the continuation of present term of Mr. Suresh Talwar, (DIN: 00001456), aged 81 years, as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e., up to the next Annual General Meeting to be held in 2019 on the existing terms and conditions.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or the Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and things which may be necessary to give effect to 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: February 8, 2019

Place: Bengaluru

Kundan K Lal
Company Secretary

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts relating to the Special Business is annexed hereto for your consideration.
- 2) The postal ballot notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 8, 2019. Electronic copy of the postal ballot notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members who have not registered their email address, physical copies of the postal ballot notice along with postal ballot form are being sent by the permitted mode along with a postage prepaid self-addressed Business Reply Envelope. Members may please note that the Notice will also be available on the Company's website – www.sonata-software.com.

The copies of relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 5.00 p.m. up to the date of declaration of the result of Postal Ballot.

- 3) Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, February 8, 2019 will be considered for the purpose of voting in proportion to their shares of the paid up capital of the Company.
- 4) Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting.
- 5) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 6) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
- 7) Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form and in case a Member is desirous of obtaining a duplicate postal ballot form, he or she may send an email to einward.ris@karvy.com requesting for the same. The Registrar and Share Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
- 8) In compliance with Section 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolution through the e-voting facility provided by Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited) (Karvy). The instructions for e-voting are annexed to this Notice.
- 9) A Member cannot exercise his/her vote by proxy on postal ballot.
- 10) Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot notice and form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on March 16, 2019 (5.00 p.m.). However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on March 16, 2019 (5.00 p.m.), it will be considered that no reply has been received from the Member.
- 11) The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. March 16, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 12) The Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the person authorized by him, after completion of the scrutiny, and the results of the voting by postal ballot shall be declared on or before March 18, 2019 and communicated to the Stock Exchanges. The results of the postal ballot will also be displayed on the Company's website: www.sonata-software.com and Service Provider's website: <https://evoting.karvy.com>

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

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

In view of the amendments Mr.B.K.Syngal and Mr Suresh Talwar have expressed their willingness to continue as Independent Directors on the Board of the Company upto next Annual General Meeting to be held in 2019.

Item No. 1: Special Resolution

Mr. Syngal, (DIN: 00002395) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office for five consecutive years commencing from 11th August, 2014 up to 10th August, 2019, not liable to retire by rotation.

Mr. Syngal holds a B.Tech (Hons.) and M.Tech Degree from IIT Kharagpur, India and is further qualified as a C.Eng. (UK), M.I.E.E. (UK), Sr.M.I.E.E.E. (USA) and F.I.E.T.E. (India). Mr. Syngal is currently working as Sr. Principal at Dua Consulting. Prior to this, he has worked as Vice Chairman of BPL Communications Limited, Chairman of Reliance Telecom, Chairman & Managing Director of VSNL, etc. Mr. Syngal's contribution to the telecom sector for the past over fifty years is tremendous and he is recognized as the father of the Internet and data services in India. Mr. Syngal is the recipient of a large number of awards in recognition of his outstanding contribution in the field of telecommunications and management, amongst them being "One of the fifty Stars of Asia for the year 1998", named by the Business Week magazine, a McGraw Hill Publication, "Life Fellow of IIT Kharagpur" for his outstanding achievements and contributions to the Institute and society and very recently awarded Sir John Ambrose Fleming Medal for achievements in Communications by The Institution of Engineering and Technology (U.K.).

Mr. B.K.Syngal, is a non-executive Independent Director of the Company. He is a Chairman of the Audit Committee and member of Nomination and Remuneration Committee of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. B K Syngal as an Independent Director and accordingly recommends the Resolution. He fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under.

Except Mr. B.K.Syngal none of the other Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested, financially or otherwise in the aforesaid resolution.

Item No. 2: Special Resolution

Mr. Suresh Talwar, (DIN: 00001456) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office for five consecutive years commencing from 11th August, 2014 up to 10th August, 2019, not liable to retire by rotation.

Mr. Talwar is a Law graduate from the Government Law College, Mumbai. He is a solicitor of the Incorporated Law Society, Mumbai and is serving as a legal counsel to numerous Indian companies, multinational corporations and Indian and foreign banks. He has served as senior partner and advisor of M/s. Crawford Bayley & Co. for many years. Currently he is partner at Talwar, Thakore & Associates which he founded at 2007. At present, he is on the Board of many leading companies.

Mr. Talwar, is a non-executive Independent Director of the Company. He is a Chairman of the Nomination and Remuneration Committee and member of Audit Committee and Corporate Social Responsibility Committee of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Suresh Talwar as an Independent Director and accordingly recommends the Resolution. He fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under.

Except Mr. Suresh Talwar none of the other Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested, financially or otherwise in the aforesaid resolution.

Information pursuant to Regulation 36(3) of SEBI Listing regulations 2015

| Name of the Director | Mr. B.K.Syngal | Mr. Suresh Talwar |
|--|---|--|
| Date of Birth | June 14, 1940 | November 21, 1937 |
| Category | Independent Director | Independent Director |
| DIN | 00002395 | 00001456 |
| Date of Appointment | January 15, 2004 | October 30, 2002 |
| Nature of expertise in specific functional areas | Telecommunication Sector | Legal and Compliance |
| Disclosure of relationship with Directors inter-se | None | None |
| Directorship held in other Public Companies | Sonata Information Technology Limited, Siti Networks Ltd and India Security Council for IT & Telecom | ELANTAS Beck India Limited, Syngene International Limited, Merck Ltd and Samson Maritime Ltd |
| Membership of Committees in other Public Companies, if any | <p>Audit Committee - Chairman</p> <ul style="list-style-type: none"> Siti Networks Ltd Sonata Information Technology Limited. <p>Nomination and Remuneration Committee - Chairman</p> <ul style="list-style-type: none"> Sonata Information Technology Limited. <p>Corporate Social Responsibility Committee - Chairman</p> <ul style="list-style-type: none"> Sonata Information Technology Limited | <p>Audit Committee</p> <ul style="list-style-type: none"> Merck Limited (Chairman) Syngene International Limited (Member) <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> Merck Ltd (Member) Samson Maritime Ltd (Member) Syngene International Limited. (Member) <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> Syngene International Limited. (Chairman) <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> Syngene International Limited. (Member) |
| Shareholding in the Company | Nil | 50,000 shares (0.05%) |

INSTRUCTIONS FOR E- VOTING

1. Voting through electronic means (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 Fintech Private Limited ("Karvy") on all resolutions set forth in this Postal Ballot Notice

2. The procedure and instructions for e-voting are as follows:

A. In case of members receiving the Postal Ballot Form by e-mail [for members whose email IDs are registered with the Company/Depository Participants (s)]

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You 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. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through **Karvy Fintech Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., "*Sonata Software Ltd*".
- vii. On the voting page, enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR', partially in 'AGAINST' and partially in 'ABSTAIN', but the total number in 'FOR / AGAINST / ABSTAIN' taken together should not exceed your total shareholding. If you do not want to cast any vote, select 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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 time still they have voted on the Resolution(s).
- xii. Corporate / Institutional Members(Corporate / FIs / FII's / Trust / Mutual Funds / Banks, etc.) are 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 authorized representative(s), to the Scrutinizer through e-mail to parameshwar@vjkt.in with a copy to evoting@karvy.com or deposited at the registered office of the Company. The scanned file containing the Board Resolution should be named in this format "Sonata_EVENT No."

B. In case of members receiving physical copy of the Notice[for Members whose email IDs are not registered with the Company/Depository Participant (s)]:

- a. The initial Password is provided in the table given in Postal Ballot Form.
 - b. Please follow all the steps from (i) to (xii) above to cast your vote.
3. In case of any queries, you may refer to 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 M/s. Karvy Fintech Private Limited, at 040 6716 1591 or at Karvy's Toll Free No. 1-800-3454-001
4. The e-voting period commences on February 15, 2019 at 10:00 a.m. and ends on to March 16, 2019 at 5:00 p.m. (both days inclusive). Please note that e-voting shall not be allowed beyond 5:00 p.m. on March 16, 2019. During this period, the Members may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.