

**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

**POSTAL BALLOT FORM**

Serial No. :

1. Name and Registered :  
Address of the sole / first  
named Shareholder2. Name(s) of the Joint :  
Holder(s), if any3. Registered Folio No./DP :  
ID No.\*/Client ID No.\*  
(\*Applicable to the  
shareholders holding shares  
in dematerialised form)4. Number of Equity Shares :  
held

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 8, 2019, by conveying my / our assent / dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate box below:

Sr.No	Brief particulars of the item	No. of shares held	I/We assent to the resolution. (FOR) Please tick [✓ ]	I/We dissent to the resolution. (AGAINST) Please tick [✓ ]
1.	<b>Special Resolution:</b> To approve continuation of directorship of Mr. B.K.Syngal (DIN: 00002395) as an Independent Director of the Company.			
2.	<b>Special Resolution:</b> To approve continuation of directorship of Mr. Suresh Talwar, (DIN: 00001456) as an Independent Director of the Company.			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

(Refer Instruction No.5 overleaf)

**Important:** Please complete and return this Form to the Scrutinizer at the address mentioned in the pre-paid self-addressed business reply envelope. The last date for receipt of this Postal Ballot Form by the Scrutinizer is March 16, 2019.**ELECTRONIC VOTING PARTICULARS**The e voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

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

Note: Please read the instructions printed overleaf carefully before exercising the vote. A detailed information given in the Postal ballot Notice regarding E-Voting.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
February 15, 2019 at 10:00 a.m.	March 16, 2019 at 5:00 p.m.

## **INSTRUCTIONS**

1. The Member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer, Parameshwar G. Bhat, Practicing Company Secretary, (CP: 11004), in the attached pre-paid self-addressed business reply envelope (envelope). However, envelope containing Postal Ballot, if deposited in person or sent through courier / post at the expense of the Member will also be accepted. Member(s) residing outside India should stamp the envelope appropriately.
2. Alternatively, a member may vote through electronic mode as per the instructions for e-voting provided in the postal ballot form. The Members can opt for only one mode of voting i.e. either through postal ballot form or e-voting. In case of receipt of vote by both the modes, voting casted through e-voting shall prevail and voting casted through postal ballot form shall be treated as invalid.
3. The postal ballot form should be completed and signed by the Member / Beneficial Owner. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and failing him / her by the next named Member and so on. Where an authorized representative of a body corporate has signed the postal ballot form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
4. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent the Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through postal ballot form can download postal ballot form from the Company's website or seek duplicate postal ballot form from the Registrar & Share Transfer Agent, M/s. Karvy Fintech Private Limited (Formerly Karvy Computershare Pvt. Ltd.), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, fill in the details and send the same to the Scrutinizer not later than 5.00 p.m. on March 16, 2019.
5. There shall be one Postal Ballot for each Folio / Client ID irrespective of the number of joint holders. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
6. Duly completed postal ballot form should be received by the Scrutinizer c/o Karvy Fintech Private Limited (Unit: Sonata Software Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, nanakramguda, Hyderabad -500 032, Telangana, not later than 5.00 p.m. on March 16, 2019 Postal ballot forms received after this date will be treated as if no reply has been received from the Member. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. 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 mentioned in item no. 6 above.
8. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form bearing tick marks in both the columns will render the Form invalid. The consent or otherwise received in any other manner will be rejected.
9. Members are requested not to send any other paper along with postal ballot form in the enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
10. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
11. A Member need not use all the votes / cast the votes in the same way.
12. Only a Member entitled to vote is entitled to fill in the postal ballot form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
13. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. February 8, 2019.
14. The vote of a Member will be considered invalid on any of the following grounds:
  - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
  - b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held;
  - c. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
  - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through physical ballot shall be treated as invalid.