

SONATA SOFTWARE LIMITED

(CIN : L72200MH1994PLC082110)

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

Corporate Office: Tower-A, Sonata Towers, Global Village (Sattva Global City), RVCE Post, Kengeri Hobli, Mysore Road, Bengaluru - 560059.

Tel: +91 80 6778 1000; Email id: info@sonata-software.com; Website: www.sonata-software.com

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Sonata Software Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time]. This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice is being sent through electronic mode to all the Members who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or with Depository / Depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and the MCA Circulars, the Company has provided remote electronic voting facility only for this postal ballot process. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. (IST) on Thursday, 30th November, 2023, failing which, it will be strictly considered that no reply has been received from the Member. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Thursday, 30th November, 2023.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. M V Bhat, Company Secretary in Practice (C.P.No. 19221, Membership No.: 12261) as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner. Mr. M V Bhat has consented to act as the Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. Based on the report of Scrutinizer, the results of the Postal Ballot/ remote e-voting shall be announced within two (2) working days of conclusion of remote e-voting process i.e., on or before Monday, 4th December, 2023 and will be displayed at the Company's website www.sonata-software.com and service provider's website <https://www.evoting.nsdl.com> besides communicating to the stock exchanges and depositories. The Company will also display the results of the Postal Ballot at its Registered Office. The last date for receipt of votes vide e-voting i.e., 5:00 P.M. (IST), Thursday, 30th November, 2023 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with SS-2 on General Meetings.



The Members are requested to consider the following proposed resolutions:

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), consent of the Members of the Company be and is hereby accorded such that the authorized share capital of the Company be and is hereby increased to ₹50,00,00,000 (Rupees Fifty crores only) divided into ₹50,00,00,000 (Fifty crores only) equity shares of ₹1/- (Rupee One only) each, from ₹15,00,00,000 (Rupees Fifteen crores only) divided into 15,00,00,000 (Fifteen crores only) equity shares of ₹1/- (Rupee One only) each, by creation of additional 35,00,00,000 (Thirty five crores only) equity shares of ₹1/- (Rupee One only) each, aggregating to ₹35,00,00,000 (Rupees Thirty five crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

ITEM NO. 2: ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), consent of the Members of the Company be and is hereby accorded such that the Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following:

V. The Authorized Share Capital of the Company is ₹50,00,00,000 (Rupees Fifty crores only) divided into 50,00,00,000 (Fifty crores only) Equity Shares of ₹1/- (Rupee One only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

ITEM NO. 3: ALTERATION OF THE CAPITAL CLAUSE OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 14, 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), consent of the Members of the Company be and is hereby accorded such that the Article 3 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

3. The Authorized Share Capital of the Company is ₹50,00,00,000 (Rupees Fifty crores only) divided into 50,00,00,000 (Fifty crores only) Equity Shares of ₹1/- (Rupee One only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required including to delegate all or any of the powers to designated officer(s) / authorized representative(s) of the Company including power to settle any questions, doubts or difficulties that may arise and take all such steps as may be necessary, proper or expedient to give effect to this resolution in this respect without requiring to obtain any further approval of the Members of the Company and to this end and intent, that Members shall be deemed to have given their approval thereto and for all the matters connected therewith or incidental or ancillary thereto.”

ITEM NO. 4: ISSUE OF BONUS SHARES

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the



Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and recommendation of the Board of Directors and subject to Regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI") i.e., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the General Reserves and/ or Retained Earnings and/ or Securities Premium Account of the Company as may be determined by the Board and as may be necessary, for the purpose of Issue of Bonus Equity shares of ₹1/- (Rupee One only) each, credited as fully paid as bonus equity shares to the eligible Members of the Company holding equity shares of ₹1/- (Rupee One only) each of the Company whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (one) new fully paid-up equity share of ₹1/- (Rupee One only) each for every 1 (one) existing fully paid-up equity share of ₹1/- (Rupee one only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares or opt to receive equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the entitled number of shares or share certificate(s) in respect of the bonus equity shares will be credited to the suspense escrow demat account or dispatched,

as may be permitted, within such time as prescribed by law and the relevant authorities, subject to guidelines as may be issued by SEBI in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments necessary for the issue of bonus equity shares as aforesaid, to the stock options which have been granted to employees of the Company under its Employee Stock Option Plan, 2013, pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the number of stock options which are available for granting and those already granted but not exercised as on the Record Date shall be appropriately adjusted, with respect to exercise price and number of stock options as may be required.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investor (FPIs), Persons of Indian Origin ('PIO') / Overseas Corporate Bodies ('OCBs') and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT for the purposes of giving effect to the issuance of bonus equity shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI, MCA, Depositories, listing the additional equity shares on BSE Limited, National Stock Exchange of India Limited as the case may be, in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution(s) and determine all other terms and conditions of the issue of bonus equity shares and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding."

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

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: 25th October, 2023
Place: Bengaluru



Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or with Depository / Depository participants as on Friday, 27th October, 2023 ("Cut-Off Date") received from the Depositories/Depository Participants and whose e-mail address is registered with the Company / RTA or Depositories / Depository Participants. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.sonata-software.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of the service provider at <https://www.evoting.nsdl.com>.
4. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's RTA or NSDL at einward.ris@kfintech.com or evoting@nsdl.co.in, respectively. Post successful registration of the email address, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Shareholder may write to evoting@nsdl.co.in or call on 022 - 4886 7000 / 022 - 2499 7000.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2, and any relevant circulars / amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolutions. Once the vote on resolution(s) is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
9. The Remote e-voting period commences at 9:00 A.M. (IST) on Wednesday, 1st November, 2023 and ends at 5:00 P.M. (IST) on Thursday, 30th November, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, 27th October, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
10. Results of postal ballot will be announced not later than Monday, 4th December, 2023, along with the Scrutinizer's Report, which would be displayed at the Registered Office of the Company, communicated to stock exchanges where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website, www.sonata-software.com and on website of NSDL, <https://www.evoting.nsdl.com>.



11. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, 30th November, 2023.
12. Members holding shares in physical form and who have not registered their e-mail address with the Company or RTA can now register the same by sending an email to einward.ris@kfintech.com. Members holding Shares in DEMAT form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. A Member cannot exercise his/her vote by proxy on postal ballot as this is being conducted by remote e-voting.
16. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investor@sonata-software.com.



INSTRUCTIONS FOR 'E-VOTING':

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mvbhatcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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 www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Megha Malviya, Deputy Manager – NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to eiward.ris@kfintech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to eiward.ris@kfintech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: 25th October, 2023
Place: Bengaluru



EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

The following Explanatory Statement is furnished in respect of the Special Business of the Postal Ballot Notice:

ITEM NOS. 1, 2, 3 & 4:

The Board of Directors at their meeting held on 25th October, 2023, subject to consent of the Members of the Company, have approved and recommended issue of bonus equity shares of ₹1/- (Rupee One only) each credited as fully paid-up to eligible Members of the Company in the proportion of 1 (one) new fully paid-up equity share of ₹1/- (Rupee One only) each for every 1 (one) existing fully paid-up equity share of ₹1/- (Rupee One only) each held by them.

Presently, the authorized share capital of your Company is ₹15,00,00,000 (Rupees Fifteen crores only) divided into 15,00,00,000 (Fifteen crores only) equity shares of ₹1/- (Rupee One only) each. The issue of the said bonus shares as aforesaid would require increase in the authorized capital of the Company and hence it is proposed to increase the authorized capital of the Company to ₹50,00,00,000 (Rupees Fifty crores only) divided into 50,00,00,000 (Fifty crores only) equity shares of ₹1/- each (Rupee One only) and consequential amendments to the existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

The bonus issue of equity shares, increase in the authorized capital and alteration of the relevant clauses of the Memorandum of Association and Articles of Association of the Company are subject to the approval of Members in terms of Sections 13, 14, 61 and 63 and all other applicable provisions of the Companies Act, 2013, other applicable statutory and regulatory approvals.

The bonus equity shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

The issue of bonus equity shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Company under the Employee Stock Option Plan, 2013 and pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that number of stock options which are available for granting and those already granted but not exercised as on the Record Date shall be appropriately adjusted, with respect to exercise price and number of stock options as may be required.

Pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the amount standing to the credit of General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.

The resolution at Item No. 1 seeks approval of the members for increase in authorized share capital pursuant to Sections 13, 61 and other applicable provisions of the Act by an Ordinary Resolution and Item Nos. 2 and 3 seeks approval of members for consequential amendments to Capital Clause of Memorandum of Association and Articles of Association of the Company by Special Resolutions. The resolution at Item No. 4 seeks approval of members for issue of bonus shares by an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1, 2, 3 and 4 of this Postal Ballot Notice save and except to the extent of their respective interest as Shareholders of the Company or to the extent of the shareholding of the companies/institutions/trusts of which they are directors or members or trustees, without any beneficial interest.

The Board of Directors of the Company recommend the Resolutions under Item Nos. 1, 2, 3 and 4 for approval of the members.

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

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

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: 25th October, 2023
Place: Bengaluru

