



20th March, 2023

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Mumbai
Kind Attn: Manager, Listing Department
Stock Code – SONATSOFTW

BSE Limited
P.J. Towers, Dalal Street, Mumbai
Kind Attn: Manager, Listing Department
Stock Code - 532221

Dear Sirs/Madam,

Sub.: Notice of Postal Ballot

In furtherance to our communication dated 24th January, 2023 and in terms of Regulation 30 read with



The Postal Ballot Notice is also available on the website of the Company at www.sonata-software.com and on the website of e-voting service provider, NSDL at <https://www.evoting.nsd.com>.

SONATA SOFTWARE LIMITED

(CIN : 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 – 560 004

Tel: 91-80-6778 1996, Fax: 91-80-2661 0972, E-mail: 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

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 thereunder, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, 10/2022 dated December 28, 2022 and 11/2022 dated December 28, 2022 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 ("the Listing Regulations"), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "the Circulars") and 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).

In compliance with the said 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 Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this postal ballot process.

/ remote e-voting shall be announced within two (2) working days of conclusion of remote e-voting process i.e., on or before Tuesday, April 25, 2023 and will be displayed at the Company's website www.sonata-software.com and service providers 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), Friday, April 21, 2023 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standards-2 on General Meetings.

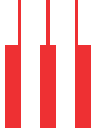
The Members are requested to consider the following proposed resolutions:

SPECIAL BUSINESS:

ITEM NO. 1: RE-DESIGNATION / APPOINTMENT OF MR. SAMIR DHIR (DIN: 03021413) AS MANAGING DIRECTOR & CEO OF THE COMPANY.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on January 24,



2023 and in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company and subject to the approval of the Central Government and all other applicable regulatory approvals, as may be required, the approval and/or consent of the Members be and is hereby accorded for re-designation / appointment of Mr. Samir Dhir (DIN: 03021413), the Whole-Time Director & CEO as Managing Director & Chief Executive Officer of the Company with the benefit of continuity of service, with effect from February 14, 2023 up to May 8, 2026.

RESOLVED FURTHER THAT the payment of salary, fixed compensation, commission / profit share, annual performance pay / bonus, incentives and perquisites (hereinafter referred to as "remuneration") including all the terms and conditions of appointment shall remain same, as previously approved by the Members of the Company in the 27th Annual General Meeting held on June 24, 2022.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Samir Dhir (DIN: 03021413) as may be permissible at law.

RESOLVED FURTHER THAT the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the remuneration payable to Mr. Samir Dhir (DIN: 03021413) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time and / or such approvals as may be granted by the Central Government.

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 and to take all such steps as may be necessary, proper and expedient to give effect to the above Resolutions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions."

ITEM NO. 2: APPOINTMENT OF MR. P SRIKAR REDDY (DIN: 00001401) AS EXECUTIVE VICE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on January 24, 2023 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for appointment of Mr. P Srikar Reddy (DIN: 00001401) as Executive Vice Chairman and Whole-Time Director of the Company with the benefit of continuity of service, for a period commencing from February 14, 2023 up to April 03, 2026, as well as the payment of salary, a fixed compensation and perquisites (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. P Srikar Reddy (DIN: 00001401) and the material terms of which are set out in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Srikar Reddy as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. P Srikar Reddy (DIN: 00001401) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions."

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

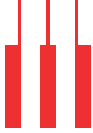
Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861

Date: March 09, 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, March 17, 2023 ("Cut-Off Date") received from the Depositories / Depository Participants and whose e-mail address is registered with the Company/Registrar and Share Transfer Agent ("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, that is, 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, 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 toll free no. 1800 1020 990/1800 224 430.
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 resolution(s). Once the vote on resolution 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, March 22, 2023 and ends at 5:00 p.m. (IST) on Friday, April 21, 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, March 17, 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 Tuesday, April 25, 2023 along with the Scrutinizer's Report 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., Friday, April 21, 2023.
12. Members holding shares in physical form and who have not registered their e-mail address with the Company or Registrar and Share Transfer Agent ("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 is 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':

1) E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- ii. The e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
Wednesday, March 22, 2023 (9.00 a.m. IST)	Friday, April 21, 2023 (5.00 p.m. IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- iii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at www.evoting.nsdl.com


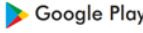


Step 2: Cast your vote electronically on NSDL e-voting system.

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.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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>

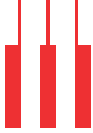
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without 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 use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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. 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. 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 e-voting 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 use 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 vijaykt@vjkt.in 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. Sarita Mote, Assistant Manager - NSDL or Ms. Soni Singh, Sarita Mote, Assistant Manager - NSDL at evoting@nsdl.co.in

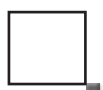
Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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 einward.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 einward.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: March 09, 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 No. 1:

The members may note that as part of succession planning, the Board of Directors (the "Board") upon recommendation by Nomination and Remuneration Committee on January 24, 2023, have re-designated / appointed Mr. Samir Dhir (DIN: 03021413) the Whole-Time Director & CEO of the Company as Managing Director & Chief Executive Officer of the Company ("MD & CEO") with effect from February 14, 2023 up to May 08, 2026 on the existing and same terms and conditions of appointment including remuneration thereof as per the Employment Agreement as previously approved by the Members of the Company in the 27th Annual General Meeting held on June 24, 2022. The above re-designation / appointment as MD & CEO is subject to the approval of Shareholders and approval of the Central Government and all other applicable regulatory approvals, on the existing terms and conditions and details as set out in the Amendment Agreement dated February 11, 2023 entered into between the Company and MD & CEO (the "Amendment Agreement").

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Secretarial Standards-2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time..

The aforesaid Agreement(s) between the Company and Mr. Samir Dhir is available for inspection by the members of the Company as per the instructions mentioned in paragraph No. 16 of the Notes.

The Company has received consent, disclosure(s) as required under the Act, and Rules made thereunder from Mr. Samir Dhir, for considering his re-designation/appointment. Mr. Samir Dhir satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, except that of being a resident Indian. In terms of the requirements of the Act, since Mr. Samir Dhir is not a resident in India, approval of the Central Government is mandated for his re-designation / appointment as Managing Director of the Company. Upon receiving members approval, the Company shall make an application to the Central Government seeking approval for re-designation/appointment of Mr. Samir Dhir as the Managing Director & CEO of the Company and payment of remuneration in relation thereto. The Board of Directors recommend the ordinary resolution in relation to the re-designation / appointment of Managing Director & CEO, for the approval of the members of the Company.

Except for Mr. Samir Dhir, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice to the extent of their shareholding in the Company. Mr. Samir Dhir does not hold any shares of the Company.

The Board of Directors of the Company recommends that the Resolution under Item No. 1 be passed in the interest of your Company.

The disclosures as required in terms of Regulation 36 of the SEBI

Listing Regulations and Secretarial Standards-2 including his brief profile are provided at Annexure A to this Notice.

Item No. 2:

The members may note that consequent upon the expiry of term of appointment of Mr P. Srikar Reddy (DIN: 00001401) as Managing Director of the Company as on February 13, 2023, pursuant to recommendation of Nomination and Remuneration Committee, he has been appointed as Executive Vice Chairman & Whole-Time Director of the Company with effect from February 14, 2023 up to April 03, 2026 on the terms and conditions recommended by Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on January 24, 2023, subject to the approval of shareholders and details as set out in the Agreement dated February 11, 2023:

Terms of appointment: Mr. P Srikar Reddy is designated as Executive Vice Chairman. The material terms and conditions including remuneration (as stipulated in the aforesaid agreement) are abstracted below. The revised remuneration shall be effective from April 01, 2023:

- **Fixed compensation:** ₹ 2.04 Crores per annum subject to increase as may be decided by the Nomination and Remuneration Committee based on performance.
- **Other Perquisites:** Provision of Car, Telephone and other Employee benefits as per policy of the Company.
- Annual Fees of any two professional bodies.
- Company will reimburse fees (excluding admission and life membership) of any two clubs.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Secretarial Standards-2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Agreement between the Company and Mr. P Srikar Reddy is available for inspection by the members of the Company as per the instructions mentioned in paragraph No. 16 of the Notes.

The Company has received consent, intimation(s), disclosure(s) as required under the Act, and Rules made thereunder from Mr. P Srikar Reddy, for considering his appointment. Mr. P Srikar Reddy satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for appointment. The Board of Directors recommend the ordinary resolution in relation to the appointment of Executive Vice Chairman & Whole-time Director, for the approval of the members of the Company.

Except for Mr. P Srikar Reddy, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company. Mr. P Srikar Reddy holds 16,81,998 (1.20%) shares of the Company.

The Board of Directors of the Company recommends that the Resolution under Item No. 2 be passed in the interest of your Company.

The disclosures as required in terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards-2 including his brief profile are provided at Annexure A to this Notice.

ANNEXURE A

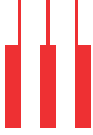
Details of Directors seeking re-designation / appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2

Name of the Director	Mr. Samir Dhir (DIN: 03021413)	Mr. P Srikar Reddy (DIN: 00001401)
Age	52 years	64 years
Date of appointment / re-designation	February 14, 2023	February 14, 2023
Relationship with Directors and Key Managerial Personnel	NA	NA
Experience / Expertise in specific functional areas	<ul style="list-style-type: none"> BFSI, TMT, and Healthcare industries for Digital capabilities. Client and Employee delight; P&L Leadership. Player-coach. 	Information Technology & Finance
Qualification(s)	Bachelor of Technology and Master of Business Administration	A graduate from the Regional Engineering College (NIT, Trichy), and a Postgraduate in Management from IIM Calcutta
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As mentioned in the explanatory statement above	As mentioned in the explanatory statement above
Date of first appointment on the Board	May 9, 2022	October 20, 1999
Number of Meetings of Board attended during the FY 2022-23	3 of 3	5 of 5

Listed Companies in which the person holds Directorship & Committee membership and Listed Companies from which the person has resigned in the past three years:

Name of the Director	Mr. Samir Dhir (DIN: 03021413)	Mr. P Srikar Reddy (DIN: 00001401)
Board membership in other Listed entities	Nil	Visaka Industries Limited Palred Technologies Limited
Audit Committee	Nil	Sonata Information Technology Limited Visaka Industries Limited Palred Technologies Limited
Stakeholders' Relationship Committee	Nil	Nil
Nomination and Remuneration Committee	Nil	Visaka Industries Limited
Corporate Social Responsibility Committee	Nil	Sonata Information Technology Limited
Other Committee(s)	Nil	Nil
Resignations in Listed Companies in past 3 years	Nil	Nil





Shareholding of directors in the listed entity, including shareholding as a beneficial owner.	Nil	16,81,998 shares
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Brief Profile of Directors

Name of the Director	Brief Profile
Mr. Samir Dhir (DIN: 03021413)	Mr. Samir Dhir holds a Bachelor of Technology from Roorkee, Uttarakhand and Master of Business Administration from Warwick Business School, UK. He has more than 25 years of leadership and Industry experience. In his last role, he served as CEO of Global Markets and Industries at Virtusa, where he managed the Company's revenues of over US \$1.6 Billion. As part of the role, he built depth in Banking, Financial Services, & Insurance sector, Technology, Media & Telecom, and Healthcare industry for digital capabilities.
Mr. P Srikar Reddy (DIN: 00001401)	<p>Mr. Srikar Reddy is a graduate from the Regional Engineering College (NIT, Trichy), and a Post Graduate in Management from IIM Calcutta.</p> <p>Mr. Srikar has been with Sonata since 1986 and is pivotal in building Sonata as a trusted and reliable IT Solutions company. Mr. Srikar's philosophy of driving business growth through a single-minded focus on customer and investment in people and technology, has made Sonata one of the fastest growing IT solutions company with a unique and differentiated strategy and value proposition.</p> <p>In the last 11 years, between 2012 to 2022, since Mr. Srikar was the CEO of the company Sonata has seen its revenues, profits multiply many times and a market capitalization growing over 20 times, enabling the Financial and Industry analyst groups recognizing his focus to conceptualize and execute a unique growth strategy based on IP. This has helped Sonata to be a member of the group of unique Global growth companies at the World Economic Forum (WEF).</p> <p>Mr. Srikar has set Sonata on a new growth path with a unique proprietary approach to creating digital businesses called "Platformation".</p> <p>Mr. Srikar is actively involved with NASSCOM and CII, and was the Chairman of the Regional NASSCOM Council. He has been the Speaker at WEF and NASSCOM events. Mr. Srikar was conferred with the distinguished Alumni award by NITT, for his contribution to Industry/Corporate.</p> <p>Sonata's growth over past 6 years is now widely recognized and Mr. Srikar has been featured recently in the list of India's 10 most valuable CEO's in the large enterprise category (2500 crores to 7500 crores) by 'Business World,' (Issue dated 18th June 2018). He has also been featured by Business Today (September 2017) as leading one of India's fastest growing emerging (revenue between 500 to 2500 Cr) companies.</p>

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: March 09, 2023

Place: Bengaluru

Mangal Krishnarao Kulkarni
Company Secretary
ACS: 11861