

**CERTIFIED TRUE EXTRACT OF THE PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SONATA SOFTWARE LIMITED HELD AT 4.00 P.M. ON FRIDAY, THE 31ST DAY OF JULY, 2015 AT M.C.GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 18/20, KAIKHUSHRU DUBASH MARG (BEHIND PRINCE OF WALES MUSEUM), MUMBAI – 400 001, MAHARASHTRA.**

**DIRECTORS PRESENT :** Mr. Pradip P Shah, Chairman  
**(Sitting on the Dais)** Mr. S.B. Ghia, Director  
Mr. M.D. Dalal, Executive Vice Chairman  
Mr.S.N.Talwar, Director  
Mr.B.K. Syngal, Director  
Mr.P. Srikar Reddy, Managing Director & CEO

**MEMBERS ATTENDANCE:** 44 Shareholders present in person  
12 Shareholders present by proxy

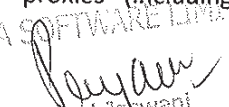
**IN ATTENDANCE :** Ms. Priya Manoj Jaswani  
Company Secretary  
  
Mr. Prasanna Oke  
Chief Financial Officer  
  
Mr. R Sathyanarayana  
AVP – Finance & Accounts  
  
Mr. Uttam Bhageria  
Senior Manager, Deloitte Haskins & Sells, (Statutory Auditors)

Mr. Pradip P Shah, Chairman, took the Chair and welcomed the Members to the 20th Annual General Meeting of the Company. He further introduced to the Members, the Directors seated on the dais.

The Chairman declared the meeting as validly convened, since the requisite Quorum was present.

The Chairman stated that the Register of Proxies and Authorised Representatives, and the Register of Directors' and Key Managerial Personnel Shareholdings, the documents listed in the explanatory statement to the Notice of the 20<sup>th</sup> Annual General Meeting and certificate from Statutory Auditors of the Company certifying the compliance of Company's Employee Stock Option Plans with the SEBI guidelines are also available for inspection during the continuance of the meeting to the Members who have given notice of their intention to inspect in accordance with the provisions of the Companies Act, 2013.

The Chairman also stated that the Company has received total of 17 proxies (including authorizations) from Shareholders representing 43,32,366 shares.

For SONATA SOFTWARE LIMITED  
  
Priya Manoj Jaswani  
Company Secretary  
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**1. NOTICE CONVENING THE MEETING**

With the consent of the Shareholders present, the Notice convening the Meeting along with the Financial Statements, Auditors' Report and the Directors' Report was taken as read.

**2. CHAIRMAN'S SPEECH**

The Chairman then delivered his speech, a copy of which was also circulated to the Shareholders attending the Meeting.

**3. AUDITORS' REPORT**

The Chairman informed that there was no qualifications, observations or comments on the Financial Statements or matters in the Auditors Report to the Members which have any adverse effect on the functioning of the Company.

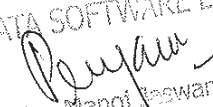
The Chairman then called upon Mr. P Srikar Reddy to make a presentation to the Members on the performance of the Company during the Fiscal year 2015. Mr. P Srikar Reddy made a presentation on the Company's performance.

The Chairman then took up the formal proceedings of the Meeting. He stated that the Company had provided electronic voting facility to the Members entitled to cast their vote at the Annual General Meeting, in accordance with the provisions of section 108 of the Companies Act 2013 read together with Companies (Management and Administration) Amendment Rules, 2014 and pursuant to clause 35B of the Listing Agreement with the Stock Exchanges. As e-voting facility was provided, therefore it was proposed to provide similar voting rights to the Members present in person at the Annual General Meeting to vote in proportion to the Shares held by them. He then proposed that Poll will be offered for voting on all the Resolutions of ordinary and Special Businesses as set out in items 1 to 5 of the Notice of the 20th Annual General Meeting at the conclusion of the Annual General Meeting and stated that the consolidated results of the outcome of the voting will be declared within 48 hours of the conclusion of the 20th Annual General Meeting by intimation to the Stock Exchanges and hosting on the Company's website. The Chairman stated that the results of voting on each Resolution shall be determined by adding the Votes of Poll in favour or against a Resolution with the Electronic Votes in favour or against the same resolution.

The members conveyed their satisfaction and appreciation on the good financial results achieved by the Company during the fiscal. The Chairman/ CEO then responded to the queries raised by the Members on the financials and other matters relating to the performance of the Company.

**4. RESULT OF E-VOTING**

Thereafter, the Chairman apprised the Members that CS I B Harikrishna, was appointed as a Scrutinizer for giving a report on the votes, presented the Scrutinizer's Report on the result of E-voting. The Chairman informed that the Resolutions have been passed duly by the requisite majority.

For SONATA SOFTWARE LIMITED  
  
Priya Manoj Deswani  
Company Secretary

The Chairman then requested CS I B Harikrishna, Scrutinizer appointed for conducting the poll process, after closure of the Meeting to take over the Poll proceedings and requested him to submit his Report on Poll process at the earliest.

Thanking the Members for their participation and suggestions, the Chairman announced the formal closure of the 20th Annual General Meeting of the Company.

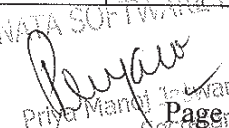
#### 5. CONDUCT OF POLL

CS I B Harikrishna, Scrutinizer appointed for the purpose of the Poll taken on the Resolutions conducted the Poll which included distribution of Polling Papers, showing empty polling boxes to the Members, locking and sealing of empty polling boxes in the presence of the Members. After ensuring that all the Members participating in the Poll have casted their votes, the Scrutinizer closed the Poll and thereafter took custody of the Polling boxes.

#### 4. DECLARATION OF RESULT OF ELECTRONIC VOTING AND POLL ON ORDINARY AND SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING OF THE COMPANY

On the basis of the Scrutinizer's Report for Electronic Voting and Poll dated 31st July, 2015, the summary of which is mentioned hereunder, the Chairman announced the Results of voting on 31st July, 2015 that all the Resolutions as set out in item nos. 1 to 5 in the Notice of the 20th Annual General Meeting of the Company have been passed duly by the Requisite majority.

Resolution Nos. as given in the Notice of the 20 <sup>th</sup> Annual General Meeting		Particulars of Votes Cast							Result Declared
			Electronic Voting		Poll		Voting Results		
			Nos.(A)	%	Nos.(B)	%	Nos.(A +B)	%	
Sl no.	ORDINARY BUSINESS								
1.	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2015	Votes cast in Favour	43948567	99.82	2546	100	43951113	99.91	Approved by Requisite Majority
		Votes cast Against	79832	0.18	0	0	79832	0.09	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
2.	Declaration of Final Dividend for	Votes cast in Favour	44118399	100	2546	100	4412095	100	Approved by Requisite
		Votes cast	0	0	0	0	0	0	

For SONATA SOFTWARE  
  
 Priya Mandi, Company Secretary  
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	the year 2013-14	Against							Majority
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
3.	To appoint a Director in place of Mr. S B Ghia, who retires by rotation and being eligible, offers himself for re-appointment	Votes cast in Favour	43771409	99.21	2546	100	43773955	99.60	Approved by Requisite Majority
		Votes cast Against	346990	0.79	0	0	346990	0.40	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
4.	To ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors for Financial Year 2015-16 and fixing their remuneration	Votes cast in Favour	44045492	99.83	2546	100	44048038	99.90	Approved by Requisite Majority
		Votes cast Against	72907	0.17	0	0	72907	0.09	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
SPECIAL BUSINESS									
5.	Confirmation of appointment of Ms. Radhika Rajan as an Independent Director.	Votes cast in Favour	44116725	100	2546	100	44119271	100	Approved by Requisite Majority
		Votes cast Against	0	0	0	0	0	0	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	

For SONATA SOFTWARE LIMITED  
  
Priya Manoj Joswani  
Company Secretary

The Resolutions for the Ordinary and the Special Businesses as set out in Item Nos. 1 to 5 in the Notice of the 20th Annual General Meeting, duly approved by the Members with requisite majority are recoded hereunder as part of the proceedings of the 20th Annual General Meeting :

**ORDINARY BUSINESS:**

**i) RECEIVE, CONSIDER AND ADOPT THE FOLLOWING:**

**a) the audited Financial Statements of the Company as on 31st March, 2015 together with the reports of the Board of Directors and the Auditors thereon**

The following Resolution was proposed and passed as an Ordinary Resolution:

“RESOLVED THAT Audited Annual Accounts consisting of Statement of Profit and Loss for the year ended 31st March 2015, Balance Sheet as on that date and Notes appended to the Annual Accounts, along with the Report of Directors and Auditor thereon be and are hereby approved and adopted.”

**b) the audited consolidated Financial Statements of the Company for the Financial Year 2014-15**

The following Resolution was proposed and passed as an Ordinary Resolution:

“RESOLVED THAT Audited consolidated Annual Accounts consisting of Statement of Profit and Loss for the year ended 31st March 2015, Balance Sheet as on that date and Notes appended to the Annual Accounts, along with the Report of Auditor thereon be and are hereby approved and adopted.”

**ii) DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

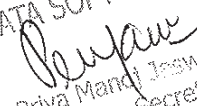
The following Resolution was proposed and passed as an Ordinary Resolution:

“RESOLVED THAT the Members do hereby approve and declare Final Dividend of Rs 4.25 per Equity share for the year 2014-15 as recommended by the Board of Directors on the paid up capital of the Company of Rs. 10,51,59,306.”

**iii) APPOINTMENT OF A DIRECTOR IN PLACE OF MR.S B GHIA (DIN: 00005264), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

The following Resolution was proposed and passed as an Ordinary Resolution:

“RESOLVED THAT Mr. S B Ghia, who retires in accordance with the provision of Article No. 133 of the Articles of Association of the Company and pursuant to the provisions of the Companies Act, 2013 and who has communicated his willingness to be re-appointed, be and is hereby re-appointed as a Director of the Company”

For SONATA SOFTWARE LIMITED  
  
Priya Mandi Joswani  
Company Secretary

iv) **RATIFICATION OF APPOINTMENT OF M/S. DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS FOR FINANCIAL YEAR 2015-16 AND FIXING THEIR REMUNERATION**

The following Resolution was proposed and passed as an Ordinary Resolution:

“RESOLVED THAT the appointment of Deloitte Haskins & Sells., Chartered Accountants, Bangalore, as Statutory Auditors of the Company for the Financial Year 2015-16, be and is hereby ratified, on a remuneration to be mutually discussed and decided between the Auditors and the Board of Directors.”

SPECIAL BUSINESS:

v) **CONFIRMATION OF APPOINTMENT OF MS. RADHIKA RAJAN AS AN INDEPENDENT DIRECTOR**

The following Resolution was proposed and passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement with stock exchanges, Ms. Radhika Rajan (DIN: 00499485), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 12th August, 2014 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under the Section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto 12th August, 2019, subject to Ms. Radhika Rajan satisfying the criteria of Independence in terms of the Companies Act, 2013, Rules made thereunder and the Listing Agreement, and shall not be liable to retire by rotation.”

All the above Resolutions were passed with Requisite Majority through e-voting and Poll process.

Place: Mumbai  
Date : August 13, 2015

sd/-  
**Pradip P Shah**  
Chairman

For SONATA SOFTWARE LIMITED  
  
Priya Manoj Jaswani  
Company Secretary