



SONATA SOFTWARE LIMITED



23rd May, 2019

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai

Kind Attn: Manager, Listing Department

Email Id: neaps@nse.co.in

Stock Code - SONATSOFTW

BSE Limited

P.J. Towers, Dalal Street

Mumbai

Kind Attn: Manager, Listing Department

Email Id: listing.centre@bseindia.com

Stock Code - 532221

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

Please take the same on your record.

Thanking you,

Yours faithfully

For **Sonata Software Limited**

Rashmi Shirke

Assistant Company Secretary and Compliance Officer

**SECRETARIAL COMPLIANCE REPORT OF SONATA SOFTWARE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

I, Parameshwar G Bhat, Practising Company Secretary, have examined all the documents and records made available to us and explanation provided by **Sonata Software Limited** ("the listed entity"), the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the financial year ended 31st March, 2019 ("1st April, 2018 to 31st March, 2019") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



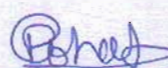
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/Guidelines issued thereunder;

Based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued.
- (b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.
- (c) As per the documents provided before me, there were no actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:
- (d) Since this is the 1st report, the any actions to comply with the observations made in previous reports did not arise.

Place: Bengaluru
Date: 22.05.2019




Parameshwar G Bhat
Company Secretary
FCS:8860
CP: 11004