SONATA SOFTWARE LIMITED

1/4, A.P.S. TRUST BUILDING, BULL TEMPLE ROAD,
N.R. COLONY, BANGALORE - 560 019, INDIA
TEL : +91-80-67781999 FAX : +91-80-26610972
CIN: L72200MH1994PLC082110

August 22, 2014

The Manager - Listing
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Dear Sir/Madam,

SUB: MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 11th August, 2014
REF: CLAUSE 31(d) OF THE LISTING AGREEMENT

With reference to the above, please find enclosed certified true copy of the proceedings of the Annual General Meeting held on Monday, the 11th day of August, 2014 at 4.00 P.M. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001.

Kindly acknowledge receipt of the same.

Thanking you,

Very truly yours,
For **SONATA SOFTWARE LIMITED**

PRIYA MANOJ JASWANI
COMPANY SECRETARY

CC to : The National Stock Exchange Ltd - Mumbai

MINUTES

MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SONATA SOFTWARE LIMITED HELD AT 4.00 P.M. ON MONDAY, THE 11TH DAY OF AUGUST, 2014 AT M.C.GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 18/20, KAIKHUSHRU DUBASH MARG (BEHIND PRINCE OF WALES MUSEUM), MUMBAI – 400 001, MAHARASHTRA.

DIRECTOR PRESENT	:	Mr. Pradip P Shah, Chairman
(Siting on the Dias)		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 ATTENDENCE:		36 Shareholders present in person
		2 Shareholders present by proxy
IN ATTENDANCE	:	Ms. Priya Manoj Jaswani Company Secretary
		Mr. N Venkatraman Chief Financial Officer
		Mr. R Sathyanarayana AVP – Finance & Accounts
		Mr. Srikumar V Partner, Deloitte Haskins & Sells, (Statutory Auditors)
		Mr. Vikas Bagaria Partner, Deloitte Haskins & Sells, (Statutory Auditors)

Mr. Pradip P Shah, Chairman, took the Chair and welcomed the Members to the 19th Annual General Meeting of the Company. He further introduced to the Members, the Directors seated on the dias.

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 are 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 2 proxies/authorizations from Shareholders representing 7,734 shares.

1. **NOTICE CONVENING THE MEETING**

With the consent of the Shareholders present, the Notice convening the Meeting along with the Financial Statements 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. He also appraised the shareholders about the first quarter results for FY 2014-15.

3. **AUDITORS' REPORT**

The Chairman informed that there are 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.

4. **AGM PROCEEDINGS**

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 2014. 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) 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 11 of the Notice of the 19th 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 19th 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 and Mr.P.Srikar Reddy, then responded to the queries raised by the Members on the financials and other matters relating to the performance of the Company.

5. **POSTAL BALLOT**

Thereafter, the Chairman apprised the Members about the receipt of Postal Ballot Papers in response to the Notice of Postal Ballot dated July 11th 2014 seeking Shareholders approval under Section 180(1)(a) for Creating Security Interest over the Companies Properties/Assets by way of Mortgage, Lien or Charge and further stated that CS Praveen Kumar D, Scrutrinizer

appointed for conducting the Postal ballot process has after receipt of the Postal Ballot Papers and votes through e-voting, presented the Scrutinizer's Report, the summary of which is mentioned hereunder. The Chairman announced the Results of voting on the said Special Resolution for and declared that the Resolution has been passed duly by the Requisite majority.

SUMMARY OF VOTING THROUGH POSTAL BALLOT:

Particulars	Aggregate of Physical Ballot Forms and electronic Voting	No of Votes	% of Votes
Total Valid Votes received	105	377771290	99.99
Assent to Resolution	100	37766176	99.99
Dissent to Resolution	5	5114	0.01

The Special Resolution as set out in the Notice of Postal Ballot dated July 11th 2014, duly approved by the Members with requisite majority are recoded hereunder as part of the proceedings of the 19th Annual General Meeting :

"**RESOLVED THAT** pursuant to the provisions of Sec 180(1)(a) and other relevant provisions if any of the Companies Act 2013 and relevant provisions of the Companies Act 1956 to the extent applicable, and in supersession of earlier resolutions passed in this regard, authority be and is hereby accorded to the Board of Directors of the Company to create security interest over the present or future properties or assets, tangible or intangible, movable or immovable, current or fixed, by way of mortgage, charge and/or hypothecation, lien or pledge or otherwise create encumbrances, if any, in such form and on such terms and conditions and at such time or times as the Board may deem fit, including the whole or substantially the whole of the undertaking(s) of the Company in favour of Banks, financial institutions, lending institutions/companies, institutional investors, mutual funds, bodies corporate, or any other party(ies), directors, shareholders, other individuals, or persons, corporate, whether Indian or foreign, subject to compliance of other enabling provisions of other enactments, as the case may be, to the extent the Company is authorized to borrow monies for the purpose of business of the Company at any time or from time to time, at its discretion, [that is to say, Rs. 300 crores (Rupees Three Hundred Crores) over and above the paid up share capital and free reserves from time to time and at any point of time] whether by way of term loan, project loan, cash credit, advances, loans, foreign currency loans, bill discounting, issuance of debentures, bonds, or otherwise, fund-based or non-fund based, together with the interest thereon at agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and any fee or monies payable in connection therewith.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any Committee consisting of one or more directors which may be constituted for this purpose be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable, to execute any documents in connection therewith, and to settle any question, difficulty or doubt that may arise while implementing this resolution."

The Chairman then requested CS Praveen Kumar D., 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 19th Annual General Meeting of the Company.

6. **CONDUCT OF POLL**

CS Praveen Kumar D., 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.

7. **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 dated 8th August, 2014 and the Scrutinizers Report for poll dated 11th August, 2014, the summary of which is mentioned hereunder, the Chairman announced the Results of voting on 11th August 2014 that all the Resolutions as set out in item nos. 1 to 11 in the Notice of the 19th Annual General Meeting of the Company have been passed duly by the Requisite majority.

Resolution Nos. as given in the Notice of the 19th 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 31st March 2014	Votes cast in Favour	36618627	99.78	287054	100	36905681	99.89	Approved by Requisite Majority
		Votes cast Against	79832	0.22	0	0	79832	0.22	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
2.	Declaration of Final Dividend for the year 2013-14	Votes cast in Favour	36698459	100	287054	100	36985513	100	Approved by Requisite Majority
		Votes cast Against	0	0	0	0	0	0	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
3.	To appoint a Director in place of Mr. P. Srikar Reddy, who retires by rotation and	Votes cast in Favour	36693089	99.99	287054	100	36980143	99.99	Approved by Requisite Majority
		Votes cast Against	5370	0.01	0	0	5370	0.01	
		Invalid Votes	Nil	Nil	NIL	NIL	-	-	

	being eligible, offers himself for re-appointment								
4.	To appoint a Director in place of Mr. Viren Raheja, who retires by rotation and being eligible, offers himself for re-appointment	Votes cast in Favour	36667853	99.92	287054	100	36954907	99.6	Approved by Requisite Majority
		Votes cast Against	30606	0.03	0	0	30606	0.08	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
5.	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting and to fix their remuneration.	Votes cast in Favour	36694189	99.99	287054	100	36981243	99.99	Approved by Requisite Majority
		Votes cast Against	4270	0.01	0	0	4270	0.01	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
	SPECIAL BUSINESS								
6.	Appointment of Mr. B.K. Syngal as an Independent Director	Votes cast in Favour	36693189	99.99	287054	100	36980243	99.99	Approved by Requisite Majority
		Votes cast Against	5270	0.01	0		5270	0.01	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
7	Appointment of Mr. Pradip P. Shah as an Independent Director	Votes cast in Favour	36568253	99.65	287054	100	36855307	99.82	Approved by Requisite Majority
		Votes cast Against	130206	0.35	0	0	130206	0.35	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
8	Appointment of Mr Suresh Talwar as an Independent Director	Votes cast in Favour	36698459	99.64	287054	100	36985513	99.82	Approved by Requisite Majority
		Votes cast Against	130206	0.36	0	0	130206	0.36	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
9	To approve ESOP Plan 2013 to create, Offer	Votes cast in Favour	36694189	99.99	286954	99.97	36981143	99.98	Approved by Requisite Majority
		Votes cast Against	4270	0.01	100	0.03	4370	0.02	

FOR SONATA SOFTWARE LIMITED

	and grant Employee Stock Options to the Permanent Employees/ Directors	Invalid Votes	Nil	NIL	NIL	NIL	-	-	
10	To approve ESOP Plan 2013 to create, Offer and grant Employee Stock Options to the Permanent Employees/ Directors of the Wholly Owned Subsidiary Companies	Votes cast in Favour	36694139	99.99	286954	99.97	36981093	99.98	Approved by Requisite Majority
		Votes cast Against	4320	0.01	100	0.03	4420	0.02	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	
11	To borrow such sums of monies for the purpose of Business of the Company from time to time	Votes cast in Favour	36694089	99.99	286954	99.97	36981043	99.98	Approved by Requisite Majority
		Votes cast Against	4370	0.01	100	0.03	4380	0.02	
		Invalid Votes	Nil	NIL	NIL	NIL	-	-	

The Resolutions for the Ordinary and the Special Businesses as set out in Item Nos. 1 to 11 in the Notice of the 19th Annual General Meeting, duly approved by the Members with requisite majority are recoded hereunder as part of the proceedings of the 19th Annual General Meeting :

ORDINARY BUSINESS:

i) **RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH 2014 AND THE STATEMENT OF PROFIT AND LOSS FOR THE FINANCIAL YEAR ENDED ON THAT DATE 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 2014, 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."

ii) **DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014.**

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

"RESOLVED THAT the Members do hereby approve and declare Final Dividend of Rs 2.75 per Equity share for the year 2013-14 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.P.SRIKAR REDDY (DIN: 00001401), 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. P Srikar Reddy 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"

iv) **APPOINTMENT OF A DIRECTOR IN PLACE OF MR.VIREN RAHEJA (DIN: 00037592), 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. Viren Raheja 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."

v) **APPOINTMENT OF AUDITORS WHO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE FOURTH CONSECUTIVE ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION. M/S. DELOITTE, HASKINS & SELLS, CHARTERED ACCOUNTANTS (ICAI REGISTRATION NO 008072S), THE RETIRING AUDITORS ARE ELIGIBLE FOR RE-APPOINTMENT.**

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

"RESOLVED THAT M/s. DELOITTE, HASKINS & SELLS, Chartered Accountants (ICAI Registration No 008072s) allotted by the Institute of Chartered Accountants of India (ICAI) who were appointed as Statutory Auditors of the Company by the Shareholders in the last Annual General Meeting and whose period of office as such expires on the conclusion of this Annual General Meeting, be and are hereby re-appointed as Statutory Auditors of the Company to hold Office until the conclusion of the fourth consecutive Annual General Meeting on a remuneration to be agreed upon between the Board of Directors of the Company, in consultation with the Statutory Auditors"

SPECIAL BUSINESS:

vi) **APPOINTMENT OF MR. B. K. SYNGAL (DIN NO: 00002395) AS AN INDEPENDENT DIRECTOR AND TO HOLD OFFICE FOR FIVE CONSECUTIVE YEARS COMMENCING FROM 11TH AUGUST 2014 UP TO 19TH AUGUST 2014, NOT LIABLE TO RETIRE BY ROTATION**

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. B K Syngal an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 11th August, 2014 up to 10th August, 2019, not liable to retire by rotation."

vii) APPOINTMENT OF MR. PRAPID P. SHAH (DIN NO. 00066242) AS AN INDEPENDENT DIRECTOR AND TO HOLD OFFICE FOR FIVE CONSECUTIVE YEARS COMMENCING FROM 11TH AUGUST 2014 UP TO 19TH AUGUST 2014, NOT LIABLE TO RETIRE BY ROTATION

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Pradip P Shah, an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 11th August, 2014 up to 10th August, 2019, not liable to retire by rotation."

viii) APPOINTMENT OF MR. SURESH TALWAR (DIN NO. 00066242) AS AN INDEPENDENT DIRECTOR AND TO HOLD OFFICE FOR FIVE CONSECUTIVE YEARS COMMENCING FROM 11TH AUGUST 2014 UP TO 19TH AUGUST 2014, NOT LIABLE TO RETIRE BY ROTATION

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Suresh Talwar, an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 11th August, 2014 up to 10th August, 2019, not liable to retire by rotation."

ix) APPROVE ESOP PLAN 2013 TO CREATE, OFFER AND GRANT EMPLOYEE STOCK OPTIONS TO THE PERMANENT EMPLOYEES/ DIRECTORS OF THE COMPANY

The following Resolution was proposed and passed as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sec 62 and other relevant provisions if any of the Companies Act, 2013 and relevant provisions of the Companies Act 1956 to the extent applicable (the "Act"), the Memorandum and Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, for the time being in force) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), the listing agreement entered into with the stock exchanges where the securities of the Company are listed and/or such other approvals,

consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee including the Nomination and Remuneration Committee duly constituted in accordance with the SEBI Guidelines, which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this resolution), the consent of the members be and is hereby accorded to "Employee Stock Option Plan, 2013" (the "Plan"), to create, offer and grant employee stock options to the permanent employees of the Company, existing and future, whether working in India or out of India, and to the Directors of the Company, whether whole-time or not and to such other persons as may from time to time be allowed to be eligible for the benefits of the Plan under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as the "Eligible Company Employees"), which shall be acquired through the Sonata Software Limited Employees Welfare Trust set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, provided that such options arising out of the proposed Plan, upon exercise shall in aggregate, not exceed 1.70% of the paid up equity capital of the Company as at 31ST March 2014, being 17,84,875 equity shares of INR-1 each which comprise all of the equity shares of the Company currently held by the Trust as on the end of the day on 31ST March , 2014.

RESOLVED FURTHER THAT as specified in the Plan any and all outstanding employee stock options granted by the Company or the Trust to Eligible Company Employees prior to the Effective Date of the Plan (as defined therein), shall be deemed to have been granted in accordance with the Plan.

RESOLVED FURTHER THAT the maximum number of employee stock options granted to each Eligible Company Employee from time to time shall not in aggregate, on exercise or conversion, exceed 5% of the issued equity capital of the Company as on the date of grant.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Plan, from time to time or to suspend, withdraw or revise the Plan from time to time, which are not detrimental to the interests of the Eligible Company Employees, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Plan and generally for giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with the power to settle any issues, questions, difficulties or doubts that may arise in this regard."

x) APPROVE ESOP PLAN 2013 TO CREATE, OFFER AND GRANT EMPLOYEE STOCK OPTIONS TO THE PERMANENT EMPLOYEES/ DIRECTORS OF THE WHOLLY OWNED SUBSIDIARY COMPANIES

The following Resolution was proposed and passed as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sec 62 and other relevant provisions if any of the Companies Act, 2013 and relevant provision of the Companies Act, 1956 to the extent applicable (the "Act"), the Memorandum and Articles of Association of the Company and the

applicable provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, for the time being in force) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), the listing agreement entered into with the stock exchanges where the securities of the Company are listed and/or such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee including the Nomination and Remuneration Committee duly constituted in accordance with the SEBI Guidelines, which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this resolution), the consent of the members be and is hereby accorded to "Employee Stock Option Plan, 2013" (the "Plan"), to create, offer and grant employee stock options to the permanent employees of the wholly owned subsidiary Companies ("Subsidiary Companies"), existing and future, whether working in India or out of India, and to the Directors of the Subsidiary Companies, whether whole-time or not and to such other persons as may from time to time be allowed to be eligible for the benefits of the Plan under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as the "Eligible Subsidiary Company Employees"), which shall be acquired through the Sonata Software Limited Employees Welfare Trust set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, provided that such options arising out of the proposed Plan, upon exercise shall in aggregate, not exceed the ceiling of equity shares of the Company set out in Agenda No.9 above of this Notice.

RESOLVED FURTHER THAT as specified in the Plan any and all outstanding employee stock options granted by the Company or the Trust to Eligible Subsidiary Company Employees prior to the Effective Date of the Plan (as defined therein), shall be deemed to have been granted in accordance with the Plan.

RESOLVED FURTHER THAT the maximum number of employee stock options granted to each Eligible Subsidiary Company Employee from time to time shall not in aggregate, on exercise or conversion, exceed 5% of the issued equity capital of the Company as on the date of grant.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the Plan, from time to time or to suspend, withdraw or revise the Plan from time to time, which are not detrimental to the interests of the Eligible Subsidiary Company Employees, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Plan and generally for giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with the power to settle any issues, questions, difficulties or doubts that may arise in this regard."

xi) **APPROVAL TO BORROW SUCH SUM/SUMS OF MONIES FOR THE PURPOSE OF BUSINESS OF THECOMPANY FROM TIME TO TIME UPTO RS.300 CRORES OVER AND ABOVE THE PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY**

The following Resolution was proposed and passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sec 180(1)(c) and other relevant provisions if any of the Companies Act 2013 and relevant provisions of the Companies Act 1956 to the extent applicable and in supersession of earlier resolutions passed in this regard, authority be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies for the purpose of business of the Company from time to time, at its discretion, from Banks, financial institutions, lending institutions/companies, institutional investors, mutual funds, bodies corporate, Indian or foreign, directors, shareholders, other individuals, either from any one of them at a time or cumulatively from a few or all such parties or in consortium, whether by way of term loan, project loan, cash credit, advances, loans, foreign currency loans, bill discounting, issuance of debentures, bonds, or otherwise, fund-based or non-fund based, and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets, properties, movable or immovable, or stock-in-trade, receivables, work in progress or other current assets of the Company, present or future, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company at each time or from time to time [apart from temporary loans to be obtained from the Company's bankers in the ordinary course of business] is in excess of the aggregate of paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, on such terms and conditions as may be considered suitable by the Board of Directors provided that the total amount so borrowed by the Company and outstanding at any given point of time (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed the sum of Rs. 300 crores (Rupees Three Hundred Crores only) over and above the aggregate of the paid up Capital and free reserves of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any Committee consisting of one or more directors which may be constituted for this purpose be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, consider necessary, proper or desirable, to execute any documents in connection therewith, and to settle any question, difficulty or doubt that may arise while implementing this resolution."

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

Sd/-

Place: Mumbai
Date : August 14, 2014

PRADIP P SHAH
CHAIRMAN