Sonata Software Limited
Transcript of the 31st Annual General Meeting held on 31st July 2026

- **Ms. Mangal Kulkarni - Company Secretary, Compliance Officer and Head of Legal (Global), Sonata Software Limited:**

- Good afternoon. I am Mangal Kulkarni, Company Secretary for Sonata Software Limited, joining this meeting from Bengaluru. I welcome you all to the 31st Annual General Meeting of Sonata Software Limited. Quick info on the conduct of the meeting and the guidelines for Q&A. Members may note that the Annual General Meeting is being held through video conference in accordance with the Companies Act and applicable circulars and as per the SEBI regulations or circulars came from time to time. The proceedings of this meeting are being recorded for compliance purpose. By default, the host places all participants on mute.

- During the Q&A session, speakers shareholder will be unmuted and are requested to enable their video for active participation. In case video is unavailable, they can still participate using audio mode. In case of connectivity issues at the speaker's end, we will proceed with the next speaker. Once the connectivity is restored, the affected speaker shareholder will be given another opportunity to speak. We request shareholders to keep their remarks within a 3-minute time limit. Moreover, should any shareholder encounter any technical difficulties, they are encouraged to reach out to the assistance through the helpline number provided in the notice of the AGM.

- Additionally, shareholders who are not designated as speakers can actively participate by sharing their views or posting questions using the "Ask a Question" tab available on their video conference screens. The answers to the same will be provided towards the end, if time permits, or through the emails after the AGM. Thank you very much. I now request, Mr. Sanjay Asher, Chairperson, to continue with the proceedings. Over to you, Sir.

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Thank you, Mangal. Good afternoon, everybody. Dear shareholders, I am Sanjay Asher, Chairperson of the Board. I've joined the meeting from Mumbai. On behalf of the Board of Directors of your company, I have great pleasure in extending warm welcome to all of you at this 31st Annual General Meeting of the company. This meeting is being held through video conference facility as statutorily permitted. I affirm that the company has made all efforts feasible under the circumstances to enable members to participate and vote on the items being considered in the meeting. We have the requisite quorum as required under law present through video conferencing to conduct the proceedings of this meeting. I call this meeting to order.

- Before we proceed with the formal agenda of the meeting, I would request my colleagues of the on the Board to introduce themselves. Mr. Srikar Reddy, please.
- **Mr. P. Srikar Reddy - Executive Vice Chairman, Sonata Software Limited:**
- Good afternoon, everyone. This is Srikar Reddy, the Executive Vice Chairman and Whole-time Director of the company. I am joining the meeting from Bengaluru.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you, Srikar. Viren Raheja, please.
- **Mr. Viren Raheja: Non-Executive Director, Sonata Software Limited:**
- Hi, this is Viren Raheja. I'm the Promoter and Non-Executive Director of the company. Thank you.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you. Surin Bhai Kapadia, please. Surin, you are muted.
- **Mr. Surin Shailesh Kapadia - Independent Director, Sonata Software Limited:**
- Good afternoon, shareholders. I'm Surin Kapadia, Independent Director and Chairperson of the Audit Committee, Nomination and Remuneration Committee, and Risk Management Committee of your company. I am joining this meeting from Mumbai. Thank you.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you. Mona Desai, please.
- **Ms. Mona Ninad Desai - Independent Director, Sonata Software Limited:**
- Good afternoon. I'm Mona Desai. I'm an Independent Director and the Chairperson of the Corporate Social Responsibility Committee. I'm joining this meeting from Mumbai.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you. Mr. Shyam Bhai Ghia, please.
- **Mr. Shyam B. Ghia - Non-Executive Director, Sonata Software Limited:**

- Good afternoon. I am Shyam Ghia, Non-Executive Director and Chairperson of the Stakeholders Relationship Committee of your company. Thank you.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you, Shyam Bhai. Mr. Rajsekhar Datta Roy, please.
- **Mr. Rajsekhar Datta Roy - Chief Executive Officer, Sonata Software Limited:**
- Good afternoon, everyone. I am Rajsekhar Datta Roy, CEO of the company.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you, Raj. Mr. Sujit Mohanty, please.
- **Mr. Sujit Mohanty - MD & CEO, Sonata Information Technology Limited:**
- Good afternoon, everyone. I'm Sujit Mohanty. I'm the MD & CEO of Sonata Information Technology Limited. I've joined the meeting from Bengaluru. Thank you.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you, Sujit. Mr. Jagannathan, please.
- **Mr. Jagannathan C. Narasimhan - Chief Financial Officer, Sonata Software Limited:**
- Good afternoon, all. I am Jagannathan C.N., Chief Financial Officer of the company, joining from Bengaluru.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you, Jagan. Ms. Mangal Kulkarni is the Company Secretary of this meeting and she also is present through this video conferencing facility.
- Apart from all the individuals whose name was called out and who introduced themselves, we have Mr. Amrit Bhansali and Mr. Vivek Gopalakrishnan from B S R & Co. LLP, Statutory Auditors of the company. Mr. Nagendra D. Rao from GDR & Partners LLP, Secretarial Auditor and Ms. Maithri Bhat, Company Secretary in practice, who has been appointed as the scrutinizer for e-voting for this AGM are also present at this meeting virtually. On behalf of the Board of Directors, I would like to thank all of you again for joining us today. In case of any network connectivity issues that I may come across during the meeting, with the consent of all the Directors present at this meeting, I authorize Mr. Srikar Reddy to continue the proceedings of this meeting. Thank you. The Registers, as required

under the Companies Act, 2013, and other documents mentioned in the AGM notice are available electronically for inspection by the members of the company.

- As this Annual General Meeting is being held through video conferencing mechanism, the facility for appointment of proxies by members is not applicable and, hence, the Proxy register for inspection is not available. The company has received representations from members for 60,35,010 equity shares, representing 2.15% of the paid-up capital of the company. As the notice of this meeting has been sent by electronic mode to all the members entitled to receive the same, I take the notice as read.

- Since the Chairperson's and CEO's message are already part of the Annual Report, which has been circulated to all the members, I consider the same as read. The Statutory Auditors' report and the Secretarial Auditors' report have no qualifications and are taken as read along with the Board's report and the audited financial statements. As required under Section 108 of the Companies Act, 2013, read with applicable rules and Regulation 44 of the SEBI Listing Regulations, 2015, your company has provided remote e-voting facility to all members to cast their votes electronically in respect of all businesses mentioned in the notice. Members who are present at the AGM through VC and have not cast their votes on the resolutions through remote e-voting can vote during the meeting through the e-voting facilities provided by NSDL.

- I now request Mr. Rajsekhar Datta Roy and Mr. Sujit Mohanty to present the performance of the company for FY2025-26 to the members.

- **Mr. Rajsekhar Datta Roy - Chief Executive Officer, Sonata Software Limited:**

- Thank you, and I will go through the presentation to brief you about the company's performance. First, to thank everyone, the shareholders, the Sonatians, partners and, of course, our clients, in what we are building out as an AI-first modernization engineering company and then as we move along. So, Sonata today, we are 40 years with 6,200 people, 15 nationalities. We are focusing on becoming an outcome-based modernization services organization with key focus on the key areas that we think are of critical importance in the ecosystem, including Dynamics, AI, Data, Cloud and Managed Services. And currently we are $1.2 billion in revenues.

- We are present across the globe, as you can see on the slide, with global delivery capabilities in various continents and also sales offices across the world as represented here.

- What's been working well for us is, I think, deep client relationships. We have multiple client relationships which are more than decades old. Second is, the new clients that we have acquired have been scalable and we see potential for growth. Early wins with AI, which is represented by the orderbook as well as the pipeline that is increasing on AI, and the IPs and platforms that we have built so far catering to the momentum on large deals as well.

- The key thing about where we are heading towards is about being an AI-native, value-driven modernization organization. And for that, I think we are transforming our offerings to an AI-first, our people capability to be AI-first, building partnership ecosystem which is aligned to our AI-first offerings and go-to-markets and delivery capabilities including our own IPs so that we are able to compete effectively within our client space.

- To be continuously updated on what's happening in the whole ecosystem, we have tied up with two organizations of repute, Wharton as well as Indian Institute of Science, and we are engaged in getting what's really coming up on technology and then how we can incubate some of the upcoming technology so that we can lead with AI.

- I think these are the key CSR projects. I think there are two main themes. One, I think, is technology and education, that's one. And second is on sustainability. That's where we are actually contributing to the CSR programs that we are funding and providing.

- And the industry continues to recognize us all through. I think the recognitions have come from industry bodies in India as well as by analysts, as you can see that. And, of course, people are the center at Sonata, and we can see recognition from ET Now as organizations for our people practices.

- Continuing on people, we continue to be an inclusive, people-oriented organization with engagement across the globe. Like I said, we have multiple nationalities now, and we are effectively harnessing the strength as we transform our capabilities to the AI-first journey.

- We have shown consistent growth over the years, over the last 10 years, and our CAGRs are represented of that, and we are confident of continuing the momentum.

- This is the quick details on our performance. EPS has been ₹16.74, the ROCE has been 28.1%, and the final dividend is ₹4.15 but the full year is ₹7.9 per share.

- I now request Mr. Sujit Mohanty to give you a brief on the India business.

- **Mr. Sujit Mohanty - MD & CEO, Sonata Information Technology Limited:**

- Thanks, Raj. Good afternoon to you all. I'll just give a very small brief about your company SITL, which does business in India. So, your company did a business of around ₹7,772 crores of revenue, ₹289 crores of GC and ₹172 crores of PAT.

- In spite of the fact, as you have already known, there is very, very exceptional case where one of our oldest partners changing the business model and we losing one of our very large customer, still your company could manage these numbers. And as we speak today, we are out of the problem, and we believe that we are on the path of growth.

- If you look at the Annuity business, today your company is doing almost 86% as the annuity business. This is a measure which gives confidence to you all that, you know, the stability of the business is very good because the more and more we do the annuity business, the retention of the customer and the surety of the business is there.

- If you look at the Cloud business today, we are doing almost 92% in the Cloud business, and this makes us as one of the best partners to address the customer's current modernization requirement on the Cloud, and this will help us to build much larger business during the coming years.

- Thank you to all.

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Thank you, Raj. Thank you, Sujit. We will now proceed further in the proceedings of the meeting. We will now take up the following resolutions as set forth in the notice. We will open the floor for questions by members after all the resolutions are tabled.

- Since the resolutions have already been put to vote, there will not be any proposing and seconding of the resolutions.

- *Ordinary Business:*

1. To receive, consider, approve and adopt the audited financial statements for the FY2025-26, including the audited consolidated financial statements, together with the reports of the Directors and Auditors, which have already been sent to the members.

2. To confirm payment of interim dividend of ₹3.75 already paid, and to declare the final dividend of ₹4.15 per equity share of ₹1 each, that is to say 415%.

3. To appoint Mr. Shyam Bhupatirai Ghia, who retires by rotation and, being eligible, offers himself for re-appointment.

- The text of the said resolutions are provided in the notice circulated to the members. If any registered speaker shareholder desires to ask a question about any of the items on the notice, you may please do so now.
- Members are requested to keep their questions in brief and specific. The Moderator will facilitate the questions on the video feature. To avoid repetition, the answers to all questions will be provided towards the end. Members may also note that the company reserves the right to limit the number of members asking question, depending on the availability of time.
- May I now request Mr. Arun Kumar Bopanna to kindly proceed with the question?

<u>Q&A Session</u>

- **Mr. Arun Kumar Bopanna – Shareholder:**
- Hello? Hello?
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Yes, we can hear you, please.
- **Mr. Arun Kumar Bopanna – Shareholder:**
- Yeah. Good afternoon to everybody. Thanks to Mangal and team for arranging VC. Yeah.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Good afternoon.
- **Mr. Arun Kumar Bopanna – Shareholder:**
- So, before most of us wake up each morning, electricity flows through substations, water moves through pipelines, servers synchronize across continents and coordinate. Today, software engineering has become the nervous system of modern civilization. Ancient civilization flourished because they learned to redirect rivers, build irrigation systems, and create predictable agricultural cycles. That principle has never changed. Today, we are no longer directing rivers, we are directing data. AI is creating a new era, yet the defining question is no longer. AI can accelerate and also magnify misinformation, cyber threats, inequality and economic disruptions.
- My questions –

- AI; what strategic investments are being made today in AI platform that will lead the way?
- How many employees will gain the new skill through reskilling, learning and future will?
- As digital world keeps changing at pace, what is Sonata's long-term AI growth rise?
- Will Generative AI become meaningful engine of sustainable growth and shareholder value?
- Trust and responsible AI. Artificial Intelligence can generate answers, it cannot generate conscious. It possesses neither ethics, nor moral responsibility. People no longer seek unlimited information, they seek information they can trust, which I hop, Sonata will bring. What investments are therefore being made in cyber security, AI governance, responsible AI, research and innovation to ensure Sonata remains a trusted digital transformation partner?
- Capital allocation. As acquisitions continue to play an important role for growth in Indian companies, would the Board consider publishing an acquisition scoreboard comparing promised synergies with actual outcomes, thereby strengthening transparency and shareholder confidence?

- In closing thought, technology can connect societies, yet it can also divide them. Automation can improve lives, yet it also displaces livelihoods. AI can accelerate progress, yet it can also amplify misinformation, instability, and inequality. Therefore, my humble submission is this, AI must always remain a servant of humanity, never its master and certainly not its monster.
- With this, I wish you all the best. Thank you.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Thank you, Mr. Bopanna. We will answer the questions at the end of the session.
- We now go to the next shareholder, Mr. Bimal Kumar Agarwal. Please, go ahead with your questions.
- **Mr. Bimal Kumar Agarwal – Shareholder:**
- Sir, good evening to you.
- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**
- Good evening.

- **Mr. Bimal Kumar Agarwal – Shareholder:**

- Good night, good morning, and good afternoon to the other shareholders, other Directors who have joined from different part of the world. First of all, I'd like to thank the Company Secretary and his team. Very good team Company Secretary has got. Just now also she had called.

- You can hear me? Hello?

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Yes, we can hear you. Yes, Mr. Bimal Kumar Agarwal, we can hear you. Please go ahead.

- **Mr. Bimal Kumar Agarwal – Shareholder:**

- Yeah-yeah, I thought the range, I mean, I am right now where range doesn't catches, that's why I'm saying.

- Sir, first of all, I'd like to thank the Company Secretary team, management staff, and the shareholder. Very good Company Secretary team is there because they just now called me that 'Have you joined the meeting or no?'. I told I have joined. Thank you for calling me.

- I got only one question, what is the attrition rate of our employee?

- And one more, Sir, dividend is credited after 2-3 days. Like Reliance dividend is credited on the same day in the evening, you all also should have the practice that dividend should be credited on the same day. Please do that next time or if you can do this time, it will be better. Next time you see that it's credited in on the same day.

- That's all from me. Thank you. And please continue a video conference so people from all over the world can join and no quorum problem also comes. That's all from me. Thank you very much.

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Thank you, Mr. Bimal Kumar Agarwal. We have noted your questions and we will answer the same at the end of the session.

- We now go to the next speaker shareholder, Mr. V. Ravichandran, please. Please go ahead with your questions.

- **Mr. V. Ravichandran – Shareholder:**

- Hello? Am I audible?

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Yes, Mr. Ravichandran, you are audible.

- **Mr. V. Ravichandran – Speaker Shareholder:**

- Okay, good afternoon, Chairman, the other board members and all those who are attending the AGM from inside and outside. First of all, my congratulations, you know, for a good performance in a difficult year. Though the rate of growth was not good, but still in a difficult year, it was good.

- My first point is on the, I just want to know the difference between Chief Revenue Officer and Chief Financial Officer that is mentioned. Two people are mentioned as CRO and CFO. I would like to understand the difference.

- Then this partnership with IASC for various purposes. What is the ultimate aim? Is it to develop or is it to derive business in future? This also you can clarify.

- Then, break up with Microsoft. I think Mr. Mohanty has clarified briefly that he has tried to make it up.

- So, the next point is on the KMP. How many KMPs that the company has? In one place, it is two. In another place, it is three. And in another place, it is mentioned as four. So, I just want to understand how many KMPs are there? And why CEO is not mentioned in the initial pages. CEO is not mentioned as KMP under corporate information.

- My next point is on the non-current leases. It has jumped substantially from about 20 crores to 93 crores. So, just give us some idea as to why this jump has taken place.

- And current tax has gone up from 23 crores to 82 crores without corresponding, you know, increase in PAT. So, this also you can clarify.

- Then this income tax assets, you know, what is given in the balance sheet, standalone balance sheet, I'm saying, there is a reference to note, the note and the amount mentioned in the balance sheet they are not telling this I have been raising, last year I did not raise but I have been raising this for the last three four years but nothing seems to have happened. Same with current liability, current tax liabilities also they don't match. See notes is meant for giving breakup of what is given in the balance sheet as a consolidated amount so that breakup you know the CFO doesn't seem to have you know taken note of it and made any effort to rectify it. So, this has been going on I don't know if any anything is hidden in that that is why the breakup is not given I do not know because balance sheet is supposed to be the you know is to be protected by the F&A fraternity and if anything is hidden in that we will not know. See, for individuals, karma has to become zero. Whereas for corporates, it has to grow. But good karma or bad karma, we do not know that is getting accumulated in the balance sheet.

- And on the dividend point, my predecessor has already spoken about why dividend is taking three weeks to be paid. After the board has approved, shareholders have approved, I don't know. This last year also I raised for good corporate governance, you have to pay. See last year I remember BPCL paid --- in the morning the AGM was held, in the evening I was shocked. Evening the dividend was credited. I am not saying you know you should credit it the same day. At least few days' time, okay, you have some you know people were busy preparing for the AGM. They need one day off and all. That is fine. But it can't be three weeks. I don't know, good corporate governance.

- Another point I raised last year also was declaring results early. Why it should take 40 days for quarterly results and nearly two months for annual results to be declared. Good corporates declare it within a short span. This also you should take note and try to improve. See, that is how the company also can grow with good corporate governance norms.

- My next point is on the AWS partnership. So, I would like to know more about it. Since you are saying, you know, you are working on that platform, anything developed by the company, can it be used for other clients or it is an exclusive, you know, development?

- And the last point is on the AI and data center. What is your view? See data centers, I feel, you know, they are, the capital allocation is unnecessary for India because we have got lots of requirements on the CapEx side. And AI also, it is not, I was surprised to see even the top five companies did not react positively. See, AI is not new. As school students, we used to hear 'Arekh maal, dedh rupiah and all in mela', that is how the AI started. Now data and voice is getting mixed and lots of things are happening. It's not new. But the way the industry reacted, you know, it was completely jittery. Some, you know, you have NASSCOM. They should have also come out and given clarification. People have lost money heavily. Companies don't have any control over markets. But at least some confidence should have been given by the companies.

– These are all my points, sir. I wish you all the best, Sonata has been growing I have been with the company for nearly 20 years, so Sonata has been growing and I wish all the best for the company but you should also fix benchmarks for good corporate governance and so that you know when you grow fast you don't get into trouble. Thank you, sir.

– **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

– Thank you, Mr. Ravichandran, we've noted your questions and we will answer them at the end of the session. I now go to the next speaker Ms. Smita Bharat Shah please, please go ahead with your questions

– **Ms. Smita Shah – Speaker Shareholder:**

– Hello, Chairman sir, *awaaz aa rahi hai meri?* [Hello, Chairman sir, am I audible?]

– **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

– *Han awaaz aa rahi hai.* [We can hear you.]

– **Ms. Smita Shah – Speaker Shareholder:**

– Okay, thank you so much.

– *Maananiya Chairman saab - Shri Sanjay ji, CEO - Shri Rajsekjar ji, CFO Jagannaathan ji, aur sabhi upasthith maananiya directors, aap sabhi ko mera Smita Shah ka saadar pranam.*

– *Pehle toh, Chairman saab main CS team ka bahut aabahar vyakt karti hoon ki very well done, good, transparent balance sheet banane ke liye. Aur humme physical copies bhi bhejne ke liye. Toh main CS team ke liye bahut bahut aabhar vyakt karti hoon. Aur hamare hard worker Company Secretary Mangalji aur uske poori CS team ko bahut bahut dhanyawad aur abhinandan good job ke liye.*

– *Aur, Chairman saab, aapne bhi apni speech mein company ke baare mein bataya. Hamare Rajsekhar ji ne bahut acha presentation diya, so aap sabhi ko bahut bahut abhinandan deti hoon, aap bahut hard work ke saath aage badha rahe ho. Aur hamari Sonata company ka naam bahut purana aur popular naam raha hai.*

– *Bas, aap sab aise aise hi aage badhte rahe, aur good performance ke saath aapko main abhinandan deti hoon. Hamara vishwas hai ki hamari company future mein bahut achi tareeke ke saath aage badhegi.*

– *Toh mera heartily aur strongly support karti hoon. Ek shareholder behen ke naate shubh kaamnayen karti hoon swasth rahe mast rahe. Aur company ko dedho pragati ke saath aage badhaate rahe yahi Ishwar se prarthana karte hue shubh kaamna karti hoon.*

– *Chairman saab, chalu rakhiye, Bharat Shah baat karte hain chalu rakhiye.*

– [Respected Chairman, Shri Sanjay Ji, CEO Shri Rajsekhar Ji, CFO Shri Jagannathan Ji, and all the esteemed Directors present, my respectful greetings to all of you. I am Smita Shah.

– First of all, Chairman Sir, I would like to express my heartfelt gratitude to the Company Secretary (CS) team for preparing such a well-presented, transparent Annual Report and balance sheet. I also sincerely appreciate the fact that physical copies were sent to the shareholders. I extend my heartfelt thanks and congratulations to our Company Secretary, Mangal ji, and the entire CS team for their excellent work. Well done!

– Chairman Sir, in your speech, you gave us a comprehensive overview of the company. Our CEO, Mr. Rajsekhar, also delivered an excellent presentation. I congratulate all of you for your dedication and hard work in taking the company forward. Sonata has always been a well-established and highly respected name.

– I wish you all continued success. Congratulations on your strong performance, and I am confident that our company will continue to achieve even greater growth and success in the years ahead.

– I wholeheartedly and strongly support the management. As a fellow shareholder, I extend my best wishes to all of you. May you remain healthy, happy, and continue to lead the company towards greater progress. I pray to God that the company continues to prosper and reach new milestones.

- Chairman sir, please keep the line on hold, Bharat Shah will be speaking.

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- *Ji*. [Yes]

- **Mr. Bharat Shah – Speaker Shareholder:**

- *Mananiya Chairman Shri Sanajybhai Asherji aur anya mananiya directors, mera naam Bharat Shah.*

- *Sir, aapne apni speech mein toh sab kuch bataa diya aur balance sheet main padhi toh bahut sundar balance sheet hai. Aur bahut vyavastith apna company ka karobaar chal raha hai. Aap mutually joh apni company ka kaarobaar aage badha rahe ho, main bahut bahut dhanyawad aur abhinandan deta hoon isko aage badha rahe ho bahut dhanyawad abhinandann deta hoon. Ishwar ko prarthanaa apni company din duguni raat chouguni aage badhe.*

- *Sir, main Company Secretary, Mangalji aur unki poori team ka bhi aabhaar vyakt karta hoon, best investor service de rahe hain, hamesha investors ko respect dete hain, shareholders ki queries solve karte hain, toh main poori tarah inka aabhaar vyakt karta hoon, sir.*

- *Sir, aanewaali tyohaaron ki shubh kaamnaayen deta hoon, Dassera Deepavali ki. Aur saari resolutions mein mera poora support hai, sir.*

- *Thank you very much. Jai Hind Vande Mataram. Thank you.*

- [Respected Managing Director, Mr. Sanjay Bhai Asherji, and the other esteemed directors, my name is Bharat Shah.

- Sir, through your speech you have covered everything in detail, and after reading the wonderful balance sheet, I found it to be very well prepared. The company's business is being managed in an excellent and systematic manner. You are collectively taking the company forward with great dedication. I sincerely thank and congratulate all of you for your efforts. I pray to God that our company continues to grow manifold and reaches even greater heights.

- Sir, I would also like to express my sincere gratitude to our Company Secretary, Mr. Mangal, and his entire team. They provide excellent investor services, always treat shareholders with respect, and promptly resolve their queries. I wholeheartedly appreciate their dedication and efforts.

- Sir, I extend my best wishes to everyone for the upcoming festivals of Dussehra and Diwali. I also extend my full support to all the resolutions placed before the meeting.

- Thank you very much. Jai Hind! Vande Mataram! Thank you.]

– **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

– Thank you, Bharat bhai. Thank you, Smita behen. We now go to the next speaker. And your questions will be answered at the end of the session. The next speaker being Rajesh Kewalram Chainani please. Please go ahead with your questions.

– **Mr. Rajesh K. Chainani – Speaker Shareholder:**

– Hello, am I audible, sir?

– **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

– Yes, you are audible.

– **Mr. Rajesh K. Chainani – Speaker Shareholder:**

– Respected Chairman Sanjay Asherji, CEO Rajsekhar Roy and a very highly eminent board of directors, fellow shareholders, my name is Rajesh Chainani and I am speaking for my residence in Mumbai.

– First of all, I thank your secretarial team, Mangalji, for sending me the physical copy of the annual report very well on time. 437 pages annual report, which is full of facts and figures in place. All the details have been mentioned.

– Sir, in your opening remarks, you have covered many things and the presentation by Mr. Rajsekhar. So, you have not left any room for the shareholders to speak, sir. All the, every description you have given, sir.

– But I have only one query, sir.

- Our promoter holding is 28.17%. So, are there any plans of increasing the promoter holding? Since SEBI has permitted us till 75%, so are we increasing from 28.17% if you can throw the light on that, sir? Because it will give a confidence also to the shareholders. It will increase from 28%.

– Now, our share capital and I see the reserves are very excellent, sir.

– *Poora Laxmi ka dhan badha hua hai* [You have increased our wealth due the grace of Goddess Laxmi].

– You have worked so hard. So, our company is performing very well. So, high time why not you reward the shareholders with a bonus, sir? This is my humble request, sir. This is my suggestion. So, it is up to you. End of the day, you are all the bosses, sir.

– And sir, now all the meetings are held in VC form. There is no physical interaction, sir.

– So, I will just say, sir, our relationship is like, sir, I just want to say a few words for you. '*Rishta chahe koi bhi ho, rishta chahe koi bhi ho, heera ki tarah hona chahiye. Dekhne mein chhota zarur,* *par keemti aur anmol hona chahiye.'* [Whatever be the relationship it should be like a diamond, it may be small in size but it should be expensive and unique].

– So, sir, we are attached with the company from the very beginning. And we have supported, I have supported all the resolutions.

– Thank you very much for giving me the opportunity. And best of luck to you, entire board and the shareholders for the coming festivals, sir. Thank you.

– **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

– Thank you, Mr. Chainani.

– Mangal, any other speakers who have registered themselves? Okay.

– I now request Mr. Rajsekhar Datta Roy to answer the questions. And I will request Jagan and Sujit to answer the domestic business related questions, please.

– **Mr. Rajsekhar Datta Roy - CEO, Sonata Software Limited:**

– Thank you, sir.

– And thank you for all the questions. And I'll try to attempt all of them.

– I think one big, one big topic has been artificial intelligence or AI. And it's been represented across.

– I think if we step back for a moment and where Sonata is today, I think given its size, its engineering lineage in terms of what we have been doing as a part of the work, it presents a significant opportunity for us. And I think we are pivoting where we are strong, which is essentially around engineering and how we have been, and in certain sub-verticals where we can be strong. That's where our primary pivot is.

– And even in engineering, we are essentially in areas which we can be compelling as a proposition. So, we have built out a new set of offerings, which is aligned to the end in the market. And we are seeing early traction around it.

– To complement that, we are also building out partnerships and our assets, which we already had, and we are enhancing it and complementing it with a few other solutions as we go, to make us a very compelling proposition for our clients and prospective clients.

– We are also looking at the whole partner ecosystem, how it should be looked at for the future, given that's the game plan. And so, that's underway on how we will create an AI-first partnership ecosystem.

– And a large part of it is also how people need to get transformed. As you know, I think 90% of Sonata workforce is AI certified already, but that's a continuously evolving space. So, we are absolutely focused on transforming the capabilities, and AI itself is enhancing significantly every month, every quarter.

- And so, we are trying to keep pace with that. And in that case, in such scenarios, to predict what's coming better, I think our partnership alliances with institutes like Indian Institute of Science plays a great importance. So, I think what's probably going to come was the implications for our business or the business model that we have, so that we can anticipate and be a little ahead of the race.

- We are also focusing on transforming our delivery capabilities in terms of how to use AI-based delivery to unlock productivity as well as speed to market. And we are looking at enterprise velocity as a key pivot as we move forward. So, that's mostly on AI. We have largely covered most of the things, but it represents an opportunity for us to grow on.

- There are questions on attrition. We are in low double digits all through, and the last attrition percentage was 13%.

- There was another question on CRO and CFO. I think the distinction is in the industry, the CRO is essentially heading all our sales organization. That's how the Chief Revenue Officer is designated. So, it's very distinct from the CFO.

- I think that's more or less all the questions that we had. I now pass on to Sujit to address any remaining questions and then to Jagan.

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Thank you, Rajsekhar.

- **Mr. Sujit Mohanty – MD & CEO, Sonata Information Technology Limited:**

- Yeah, so there are, I think, two questions. One was on the Microsoft relationship and the other one is the AWS partnership.

- So, on the Microsoft thing, as I mentioned before, that Microsoft, for whatever the reason, they changed their practice of doing business through partners. And because of that, there was a little bit of disturbance in the way we had to operate it in the last 30 years. But, you know, we have already worked with Microsoft, as well as with our customers, and we have also devised our own strategies, how to handle the situation. And today, I think we are out of that whole issue and, you know, we are looking for much faster growth.

- As far as the AWS relationship and partnership is concerned, we have an existing partnership with AWS since the last three years. Recently, we have gone for a very, what you call, a specific go-to-market joint program. And that will be executing in the next three years. And we believe that through the program, we'll be adding much more revenue and profit to your company.

- Thank you. Over to Jagan.

- **Mr. Jagannathan C. Narasimhan - Chief Financial Officer, Sonata Software Limited:**

- Yeah. Thanks, Sujit. So, there were a few questions which were remaining unanswered.

- One was the attrition rate. Attrition rate was around 11% for the previous financial year.

- The difference between Chief Revenue Officer and Chief Financial Officer. Chief Revenue Officer is head of sales. He also ensures that the revenue of the company is achieved. And the Chief Financial Officer, it's been defined in the Companies Act and all the rest of the places, regulations.

- So, the partnership with Indian Institute of Science, actually, this is for working along with them on the latest technology spaces. We also develop solutions along with the Indian Institute of Science and they being in the research field, they have the people who have the ability to work along. And this is also helping us to attract the talent if required in future. Because we are a knowledge-based industry, we continue to align with the academic institution. And this helps us to grow the business as well as to attract the talent.

- There was a question on the non-current asset increases. It was because our Hyderabad office was taken last year. And hence, non-current assets became more because it was a long-term lease. It has increased because of this.

- With regard to the income tax assets, we have mentioned in page number 217, note number 17A, the schedule is given in the first two paragraphs covering about the income tax assets, what is mentioned in that. If you have any further questions, please reach out to us, sir. We will definitely answer this.

- Based on your input, additional guardrails have been built inside the system. We also have an independent review by a third party to ensure that the financials take the correct notes and correct information to the shareholders. We are taking all the steps. We are open to take your feedback and work on it.

- The dividend, I will ask Mangal to answer the question a little later.

- Declaring the results earlier, we are in continuous effort to do it. We will work on this to ensure that we are able to declare the results in the coming years, coming quarters ahead of us.

- So, other than that, I think I have answered all the questions. If there is anything, please reach out to us. Thank you.

- **Mr. Sanjay Asher – Chairman, Sonata Software Limited:**

- Thank you, Jagan. There were two other points.

- One was on the KMP disclosure. The KMP disclosure has been done appropriately based on the timing of the appointment and the timing of the resignation of the KMPs, and it is in compliance with the provisions of law as to how it is to be disclosed.

- The second one was on the executive leadership team in the first pages, CEO has been mentioned as the CEO of the company. Further, as the CEO appointment was post-closure of the financial year you may not have seen the name of the new CEO. This is based on the timing of the change of the CEO.

- Under BRSR report the total count of KMP is 4, and it is matching. It is 3 male and 1 female members of the KMP. Hence, we believe that it has been adequately disclosed and appropriately disclosed.

- With this I think we have answered all the questions. Members may note that the voting on the NSDL platform will continue to be available for the next 15 minutes. Therefore, members who have not cast their votes yet are requested to do so.

- The board has appointed Ms. Maitri Bhat, Practising Company Secretary, as the scrutinizer to supervise the e-voting process. The combined results of the remote e-voting and the e-voting done at the meeting today will be declared on receipt of the scrutinizer's report and placed on the company's website and submitted to the stock exchanges as per the requirement of the SEBI LODR regulations.

- Further, I hereby authorize Mangal Kulkarni, Company Secretary, of the company to declare the results of the voting and place the results on the website and at the registered office of the company.

- On behalf of our board of directors and management of Sonata, we thank you all for attending this meeting and I hereby declare the proceedings of the meeting as closed.

- Thank you very much.

- *****END OF TRANSCRIPT*****