

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") of the members of Sonata Finance Private Limited ("Company") will be held on Saturday, 27<sup>th</sup> day of April, 2024 at 10:15 AM at a shorter notice via Video Conferencing, to consider and transact the following business:

**SPECIAL BUSINESS:****ITEM NO. 1**

**TO CONSIDER AND APPROVE THE REMUNERATION OF MR. ANUP KUMAR SINGH, MD & CEO (DIN: 00173413) IN TERMS OF SECTION 196 AND THE LIMITS OF SECTION 197 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass the following resolution either with or without modification as **Special Resolution**:

**"RESOLVED THAT** the payment of Rs 24,62,60,000/- (Rupees Twenty-Four Crores Sixty-Two Lakhs Sixty Thousand Only) being the remuneration of Mr. Anup Kumar Singh, Managing Director & CEO (including the special bonus) during the Financial Year 2023-24 be and is hereby confirmed, approved and payment of which is ratified."

**"RESOLVED FURTHER THAT** in furtherance to the resolution passed in the Extra Ordinary General Meeting of the company held on March 28, 2024, for the re-appointment of Mr. Anup Kumar Singh (DIN: 00173413) as the Managing Director of the Company for a period of 5 (five) consecutive years with effect from March 28, 2024, in pursuance to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby granted to pay the remuneration on such terms & conditions as contained in the Employment Agreement as executed amongst the Company and Mr. Anup Kumar Singh on March 28, 2024 and if necessary, the said Employment Agreement be amended during the term of appointment, subject however that the limit on remuneration shall not exceed as may be approved by the members from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, modify or alter the terms and conditions of said reappointment as it may deem fit and as may be acceptable to Mr. Anup Kumar Singh in compliance with the applicable provisions and laws and within the limits approved by the members of the Company."

**"RESOLVED FURTHER THAT** any Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as necessary, proper or expedient to give effect to this resolution and to settle any question, or doubt that may arise in relation thereto."

**“RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorised to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents for the purpose of giving effect to the aforesaid resolution along with the filing of necessary e-form including the return of appointment with the registrar of companies”

**By order of the Board of Directors  
For and on behalf of Sonata Finance Pvt Ltd**

**Date: 27<sup>th</sup> April 2024  
Place: Lucknow**



**Anjali Manwani Siddiqui  
Company Secretary  
Membership No: F12612**

**NOTES:**

1. In compliance with circulars issued by the Ministry of Corporate Affairs (MCA), Circular No. 14/2020 dated April 08, 2020, Circular No. 03/2022 dated May 05, 2022, Circular No.11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (MCA Circulars), has allowed the Companies to conduct the EGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till September 30, 2024. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio-visual means (OAVM), without physical presence of the Members at a common venue. The deemed venue for holding EGM will be the Registered Office of the Company.
2. In line with the aforesaid MCA Circular, the notice of this EGM is being sent to members only through electronic mode to their emails registered with the Company.
3. The meeting is being called at a shorter notice than the statutory requirement of minimum 21 clear days' notice to the members. Pursuant to the provision of Section 101 of the Companies Act 2013, General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represents not less than ninety-five percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. Hence, the consent has been received from majority of members of the company to convene the meeting at shorter notice, the same shall be recorded at the commencement of the meeting.
4. Since this EGM will be held through Video Conferencing (VC), the facility to appoint proxy to attend and cast vote for the members is not available. However, the body corporates are entitled to appoint authorised representatives to attend the EGM through VC and participate thereat and cast their votes; and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not being annexed to this Notice.
5. The link for joining the meeting shall be shared with the members of the Company along with the details for attending the meeting through VC.
6. The members can join the EGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the meeting.
7. Corporate Members intending to send their authorized representative to attend the meeting is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the meeting, not later than 48 hours before the scheduled time of the commencement of the Meeting.
8. All the relevant documents referred in this Notice shall remain open for inspection by the Members of the Company at the Registered Office from 10:00 AM to 4:00 PM on all working days (except Saturday) upto the date of this Extra-ordinary General Meeting.
9. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.



**EXPLANATORY STATEMENT****ITEM NO. 1**

During the Financial year 2023-24 Mr. Anup Kumar Singh was paid special bonus aggregating to Rs. 22.5 Crores, pursuant to the consummation of the transaction with Kotak Mahindra Bank.

The payment of total remuneration (including the special bonus) being Rs 24,62,60,000/- (Rupees Twenty-Four Crores Sixty-Two Lakhs Sixty Thousand Only) was made to Mr. Anup Kumar Singh. Since the total amount of remuneration paid to Mr. Anup Kumar Singh for the Financial Year 2023-24 exceeds the limits as prescribed under section 197(1) of the Companies Act 2013, approval of the members has been sought for the same by way of special resolution.

Further pursuant to the recommendation of the Nomination and Remuneration Committee & the Board of Directors in the respective meetings held on March 28, 2024, regarding the appointment of Mr. Anup Kumar Singh as the Managing Director & CEO of the Company, on such terms, conditions and remuneration as was contained in the Employment Agreement dated March 28, 2024, the members in the Extra Ordinary General Meeting held on even date considered and approved the aforesaid appointment and remuneration payable to Mr. Anup Kumar Singh by passing the Ordinary Resolution.

The Company by virtue of being a wholly owned subsidiary of a Public Limited Company has become a public company in terms of the provisions of section 2(87) of the Companies Act, 2013, effective from March 28, 2024 and accordingly the provisions contained under section 197 became applicable upon the company.

The members are further informed that pursuant to section 197(1) of the Companies Act, 2013 ("Act") read with relevant rules thereof the total remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. It may further be informed that the remuneration payable to any one Managing Director or Whole-time Director or Manager shall not exceed five percent of the net profits of the Company, provided however the aforesaid limits of maximum remuneration may be increased by passing a Special Resolution by the members in compliance with the provisions of First and Second Proviso of Section 197 (1) of the Companies Act 2013.

Accordingly, as the limits for payment of remuneration under Section 197 of the Act have been invoked, it is proposed to seek the necessary approval of the members of the Company by way of special resolution in terms of the provisions of section 196, 197 read with schedule V, other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board recommends the Special resolution set out at Item No. 1 of the Notice for approval by the members.

Other than Mr. Anup Kumar Singh, none of the other directors of the Company are deemed to be concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

**By order of the Board of Directors  
For and on behalf of Sonata Finance Pvt Ltd**

**Date: 27<sup>th</sup> April 2024  
Place: Lucknow**



**Anjali Manwani Siddiqui  
Company Secretary  
Membership No: F12612**