
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (“AGM”) of the members of Sonata Finance Private Limited (“the Company”) will be held on Monday, the 15th day of July, 2024 at 02:00 P.M. via Video Conferencing (“VC”) / Other Audio-Visual means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:**Item No. 1**

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the standalone audited financial statement of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

Item No. 2

To re-appoint Mr. Devarajan Kannan (DIN: 00498935), who retires by rotation and, being eligible, has offered himself for re-appointment.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Devarajan Kannan (DIN: 00498935), Director, who retires by rotation at this meeting and being eligible for re-election by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company and his period of office be liable to determination by retirement of directors by rotation”

Item No. 3

To re-appoint M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050) as the Statutory Auditors of the Company for the Financial Year 2024-25.

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and the guidelines issued by Reserve Bank of India (“RBI”) vide circular bearing no. DoS. CO. ARG/ SEC. 01/ 08.91.001/ 2021- 22 dated April 27, 2021, and as recommended by the Board of Directors, M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050) be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2024-25, commencing from the conclusion of this 29th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held for the F.Y. 2024-25, at such remuneration which shall not exceed Rs. 18,00,000/- (Rupees Eighteen Lakhs only) for the financial year i.e. 2024-25, inclusive of certification fees but excluding the out-of-pocket expenses and applicable taxes.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any other person(s) authorised by the Board in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose including but not limited to negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the members of the Company.”

SPECIAL BUSINESS:

Item No. 4

To provide loan, guaranties, securities or make investments in excess of limits, specified under Section 186 of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder including any statutory modifications and re-enactments thereof for the time being in force, subject to such other approvals, consents, sanctions and permissions as may be necessary, and as recommended by the Board of Directors, the approval of the members be and is hereby accorded for providing any loan/guarantee or securities or making any investments, exclusively in favour of or in the Kotak Mahindra Group, in excess of the limits specified under Section 186 of the Companies Act, 2013 from time to time as may be considered appropriate for an amount not exceeding Rs. 500 crore (Rupees Five Hundred crore), notwithstanding that such loans/guarantees/securities given or investments made shall be in excess of the limits prescribed under Section 186 (2) of the Companies Act, 2013, i.e. the limits available to the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

**By Order of the Board of Directors
For Sonata Finance Private Limited**

**Date: 22nd June, 2024
Place: Lucknow**

**Anjali Manwani Siddiqui
(Company Secretary)
(FCS 12612)**

NOTES:

1. Pursuant to the General Circulars bearing number 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022; 2/2022 dated May 5, 2022; 21/2021 dated December 14, 2021; 02/2021 dated January 13, 2021; 20/2020 dated May 5, 2020; 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the circulars"), companies are allowed to hold AGM through Video Conferencing ("VC")/Other Audio-Visual Means OAVM, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for holding AGM will be the Registered Office of the Company at II Floor, CP-1, PG Towers, Kursi Road, Vikas Nagar, Lucknow – 226026, Uttar Pradesh.
2. Except for Mr. Devarajan Kannan and his relatives who may be deemed to be concerned or interested in the resolution at Item Nos. 2, relating to the re-appointment of Mr. Kannan by rotation, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the business set out under Item Nos. 1 to 4 of the Notice. The Directors recommend passing of the Resolutions at Item Nos. 1 to 4 of the Notice.
3. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, setting out all the material facts relating to business under Item Nos. 3 and 4 of this notice, is annexed hereto.
4. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM is being held through VC, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map of AGM are not annexed to this Notice.
7. Corporate Member intending to authorise its representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, to attend the meeting through VC/OAVM is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting, not later than 48 hours before the scheduled time of the commencement of the meeting.
8. The Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, unless any member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2023-24 can also be accessed through Company's website viz. www.sonataindia.com
9. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and the same will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 15th day of July, 2024. Member seeking to inspect such documents can send an email to cs@sonataindia.com.

10. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 29th AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address cs@sonataindia.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Members, may also ask questions during the 29th AGM with regard to the financial statements or any other matter to be placed at the 29th AGM.
11. Members can attend the AGM through VC/OAVM by using the link sent to the members at their registered email id. The link of the meeting shall be shared through email by the Company Secretary of the Company.

Date: 22nd June , 2024
Place: Lucknow

By Order of the Board of Directors
For Sonata Finance Private Limited

Anjali Manwani Siddiqui
(Company Secretary)
(FCS 12612)

EXPLANATORY STATEMENTS
(Pursuant to Sec. 102 of the Companies Act, 2013)

ITEM NO. 3

M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050) were appointed as the Statutory Auditors in the 28th Annual General Meeting ("AGM") of the Company held on September 06, 2023, till the conclusion of this 29th Annual General Meeting ("AGM") as per the requirements of section 139(8) of the Companies Act, 2013. The Board of directors of the company have recommended the re-appointment of M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050), as the Statutory Auditors of the Company for the Financial Year 2024-25, commencing from the conclusion of this 29th AGM till the conclusion of 30th AGM of the Company to be held for the F.Y. 2024-25, subject to the satisfaction of eligibility norm as prescribed by RBI and approval by the members in this AGM.

M/s B R Maheswari & Co LLP, have conveyed their consent for being re-appointed as the Statutory Auditors of the Company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and shall also be eligible under the eligibility norms prescribed by RBI regarding appointment of statutory auditors.

The Board recommends the Ordinary resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors and Key Managerial Person or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 4

Pursuant to consummation of transaction with M/s Kotak Mahindra Bank Limited ("KMBL/ the Bank") resulting in acquisition of 100% equity share capital of the Company by KMBL on March 28, 2024, the Company is now exclusively operating as a business correspondent (BC) partner of the Bank. Further as per the regulatory requirements the company shall surrender its Non-Banking Financial Company-Micro Finance Institution (NBFC-MFI) license with Reserve Bank of India (RBI).

The company has entered into BC arrangement with the Bank and as per the terms and conditions of the BC agreement the company is required to provide a Business Quality Commitment ("BQC") to the Bank. Any such commitment / security extended, shall be covered under the provisions of Section 186 of the Companies Act 2013.

Further as per Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval of the members in the General Meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding,

- (i) 60 percent of its paid-up capital, free reserves and securities premium account or
- (ii) 100 hundred percent of its free reserves and securities premium account, whichever is higher.

The Board of Directors have, recommended to increase the limits of loan/guarantee or security, being extended by the company, upto Rs. 500 crore, being over and above the limits specified under Section 186 of the Companies Act, 2013, subject to the approval by the members in this AGM.

The Board recommends the Special resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors and Key Managerial Person or their relatives, in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors
For Sonata Finance Private Limited**

**Date: 22nd June, 2024
Place: Lucknow**

**Anjali Manwani Siddiqui
(Company Secretary)
(FCS 12612)**