

**SONATA FINANCE PVT. LTD.**

11nd Floor CP-1, PG Tower, Kursi Road, Vikas Nagar,

Lucknow - 226022, Uttar Pradesh, India

Email : info@sonataindia.com, Website : www.sonataindia.com

Ph.: +91-522-2334900, Tol Free : 1800-2100-102

C.I. No.: U65921UP1995PTC035286

NOTICE OF 30th ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting ("AGM") of the members of Sonata Finance Private Limited ("the Company") will be held at shorter notice on Friday, the 13th day of June, 2025 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 consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 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 Statements of the Company, for the financial year ended March 31, 2025, 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. Manish Kothari (DIN: 10546805), Director, 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. Manish Kothari (DIN: 10546805), Director, who retires by rotation at this meeting and being eligible for re-election by rotation, has offered himself for re-appointment in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as Director of the Company."

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.

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 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 to hold the office from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, or until the effective date of merger of the company with BSS Microfinance Limited, whichever is earlier, at a remuneration not exceeding Rs. 18,00,000/- (Rupees Eighteen Lakhs only) per financial year to be proportionately adjusted on monthly basis in the event of merger, inclusive of certification fees but excluding the out-of-pocket expenses and applicable taxes.



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“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.”

Date: 09th June, 2025

Place: Lucknow

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



Anjali
Anjali Mahwani Siddiqui
(Company Secretary)
(FCS 12612)

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NOTES:

1. Pursuant to the General Circulars bearing number 09/2024 dated September 19, 2024, 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 video conferencing (VC).
2. The AGM is being held at shorter notice and the deemed venue of the meeting shall be the Registered Office of the Company at II Floor, CP-1, PG Towers, Kursi Road, Vikas Nagar, Lucknow – 226026, Uttar Pradesh.
3. Except for Mr. Manish Kothari, Non-Executive Director and his relatives who may be deemed to be concerned or interested in the resolution at Item No. 2, relating to the re-appointment of Mr. Kothari 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 3 of the Notice. The Directors recommend passing of the Resolutions at Item Nos. 1 to 3 of the Notice.
4. 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 No. 3 of this notice, is annexed hereto.
5. Details of Director seeking appointment / reappointment at the 30th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 is given as an Annexure to the Notice.
6. The members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
7. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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.
9. 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.
10. The Notice of the AGM along with the Annual Report 2024-25 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 2024-25 can also be accessed through Company's website viz. www.sonataindia.com



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11. 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. 13th day of June, 2025. Member seeking to inspect such documents can send an email to cs@sonataindia.com.
12. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 30th 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 30th AGM with regard to the financial statements or any other matter to be placed at the 30th AGM.
13. Members can attend the AGM through VC 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.

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

Date: 09th June, 2025

Place: Lucknow



Anjali Manwani Siddiqui
(Company Secretary)
(FCS 12612)

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Explanatory Statement containing the material facts pertaining to Item No 3 pursuant to Section 102(1) 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, to hold the office from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company or until the effective date of merger of the company with BSS Microfinance Limited, whichever is earlier, subject to the satisfaction of eligibility norms as prescribed and approval by the members in this AGM.

The Company is currently undergoing merger proceedings and has received the certified copy of order for amalgamation with M/s BSS Microfinance Limited from the Hon'ble National Company Law Tribunal (NCLT), Allahabad. Correspondingly, the transferee company, M/s BSS Microfinance Limited, has also submitted its application for merger approval before the Hon'ble NCLT, Bengaluru. However, the order on their application is still awaited.

Accordingly, the proposal for the re-appointment of M/s B R Maheswari & Co LLP, Chartered Accountants, as Statutory Auditors of the Company is being recommended, subject to the condition that in the event the merger of the both the entities is completed through respective orders of NCLT, the tenure of appointment and audit remuneration shall be proportionately adjusted on monthly basis for the period up to the effective date of the merger.

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.

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.

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

Date: 09th June, 2025

Place: Lucknow




Anjali Manwani Siddiqui
(Company Secretary)
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ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment at the 30th Annual General Meeting in pursuance of provisions of the Companies Act, 2013.


Name of the Director	Mr. Manish Kothari, Non-Executive Director
DIN	10546805
Date of Birth	03-07-1970
Age	54 years
Nationality	Indian
Date of first appointment on the Board	28-03-2024
Qualification	B.E., PGDBM
Experience	30 years
Remuneration as Director	NIL
Shareholding in the company (including as beneficial owner)	Holding 10 equity shares @ Rs. 10 each (Nominee of Kotak Mahindra Bank Limited, jointly with Kotak Mahindra Bank Limited)
Number of Board meetings attended during the financial year 2024-25	10
Relationship between the directors inter-se and KMP's of the company	None
List of Directorship in other companies as on date	BSS Microfinance Limited
List of membership/chairmanship in the committees of other Boards	Audit Committee – Member; Nomination and Remuneration Committee- Member; Corporate Social Responsibility Committee- Member; Risk Management Committee- Member;
Terms and Conditions of appointment/re-appointment	Proposed to be re-appointed as the Non-Executive Director on Board liable to retire by rotation.

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

Date: 09th June, 2025

Place: Lucknow




Anjali Manwani Siddiqui
(Company Secretary)
(FCS 12612)