



SONATA SOFTWARE LIMITED



9<sup>th</sup> August, 2019

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai  
Kind Attn: Manager, Listing Department  
Email Id: [neaps@nse.co.in](mailto:neaps@nse.co.in)  
Stock Code - SONATSOFTW

BSE Limited  
P.J. Towers, Dalal Street  
Mumbai  
Kind Attn: Manager, Listing Department  
Email Id: [listing.centre@bseindia.com](mailto:listing.centre@bseindia.com)  
Stock Code - 532221

Dear Sir/Madam,

**Sub: Submission of the voting results of the 24<sup>th</sup> Annual General Meeting (AGM) alongwith Scrutiniser's report**

With reference to the captioned subject, we hereby enclose the voting results of 24<sup>th</sup> Annual General Meeting of the Members of the Company as required under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please note that all the resolutions in the Notice dated May 30, 2019 of the 24<sup>th</sup> Annual General Meeting have been passed by the shareholders with requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rules and amendments made thereto, enclosed is the consolidated report of the Scrutiniser on remote e-voting and through ballot paper at the AGM.

The voting results along with Scrutiniser's report will be uploaded on the Company's website [www.sonata-software.com](http://www.sonata-software.com) and on the website of Karvy Computershare Private Limited at [www.karvy.com](http://www.karvy.com)

Please take the same on record.

Thanking you,

Yours faithfully  
For **Sonata Software Limited**

**Mangal Kulkarni**  
**Company Secretary and Compliance Officer**

**Encl: as above**

	SONATA SOFTWARE LTD
Date of the AGM/EGM	07-08-2019
Total number of shareholders on record date	42992
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	56
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements for the Financial Year 2018-19 Including the consolidated Financial Statements.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2,96,23,450	2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
Public- Institutions	E-Voting	2,49,55,681	1,97,13,482	78.9940	1,97,13,482	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,97,13,482	78.994	1,97,13,482	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,05,80,175	25,48,533	5.0386	25,48,531	2	99.9999	0.0000
	Poll		2,40,237	0.4750	2,40,237	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,88,770	5.5136	27,88,768	2	99.9999	0.0001
<b>Total</b>		<b>10,51,59,306</b>	<b>5,21,25,702</b>	<b>49.5683</b>	<b>5,21,25,700</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>



*[Handwritten signature]*

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of the payment of Interim Dividend of ₹ 4.75 per equity share i.e. 475 already paid and declare Final Dividend of ₹ 8.00- per equity share i.e. 800 for the Financial Year 2018-19.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,96,23,450	2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
Public- Institutions	E-Voting	2,49,55,681	1,97,70,699	79.2232	1,97,70,699	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,97,70,699	79.2232	1,97,70,699	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,05,80,175	25,48,543	5.0386	25,43,047	496	99.9805	0.0194
	Poll		2,40,237	0.4750	2,40,237	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,88,780	5.5136	27,83,284	496	99.9822	0.0178
<b>Total</b>		<b>10,51,59,306</b>	<b>5,21,82,929</b>	<b>49.6227</b>	<b>5,21,82,433</b>	<b>496</b>	<b>99.9990</b>	<b>0.0010</b>



*[Handwritten signature]*

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director in place of Mr. Viren Raneja DIN 00037592, who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2,96,23,450	2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
Public- Institutions	E-Voting	2,49,55,681	1,97,70,699	79.2232	1,71,65,908	26,03,791	86.8300	13.1699
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,97,70,699	79.2232	1,71,65,908	26,03,791	86.8301	13.1699
Public- Non Institutions	E-Voting	5,05,80,175	25,48,543	5.0386	25,47,942	601	99.9764	0.0235
	Poll		2,40,237	0.4750	2,40,237	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,88,780	5.5136	27,83,179	601	99.9784	0.0216
<b>Total</b>		<b>10,51,59,306</b>	<b>5,21,82,929</b>	<b>49.6227</b>	<b>4,95,73,537</b>	<b>26,04,392</b>	<b>95.0091</b>	<b>4.9909</b>



Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for appointment of Mr. Pradip P Shah as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,96,23,450	2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
Public- Institutions	E-Voting	2,49,55,681	1,95,45,001	78.3188	1,12,47,511	82,97,490	57.5467	42.4532
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,95,45,001	78.3188	1,12,47,511	82,97,490	57.5467	42.4533
Public- Non Institutions	E-Voting	5,05,80,175	25,48,524	5.0386	25,43,512	12	99.9995	0.0004
	Poll		2,40,237	0.4750	2,40,237	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,88,761	5.5136	27,83,749	12	99.9996	0.0004
<b>Total</b>		<b>10,51,59,306</b>	<b>5,19,57,212</b>	<b>49.4081</b>	<b>4,36,59,710</b>	<b>82,97,502</b>	<b>84.0301</b>	<b>15.9699</b>



*(Handwritten signature in blue ink)*

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Special Resolution for appointment of Ms. Radhika Rajan as an independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,96,23,450	2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,96,23,450	100.0000	2,96,23,450	0	100.0000	0.0000
Public- Institutions	E-Voting	2,49,55,681	1,97,70,699	79.2232	1,95,65,697	2,05,002	98.9631	1.0368
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,97,70,699	79.2232	1,95,65,697	2,05,002	98.9631	1.0369
Public- Non Institutions	E-Voting	5,05,80,175	25,48,534	5.0386	25,48,527	7	99.9997	0.0002
	Poll		2,40,237	0.4750	2,40,237	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,88,771	5.5136	27,88,764	7	99.9997	0.0003
	<b>Total</b>	<b>10,51,59,306</b>	<b>5,21,82,920</b>	<b>49.6227</b>	<b>5,19,77,911</b>	<b>2,05,009</b>	<b>99.6071</b>	<b>0.3929</b>



*Radhika Rajan*

**PARAMESHWAR G. BHAT**

B.Com., LLB, ML, MBA, FCS

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080  
Tel : +91 80 23610847  
Telefax : +91 80 41231106  
e-mail : parameshwar@vjkt.in  
parameshwar.g.bhat@gmail.com

### SCRUTINIZER'S REPORT

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]*

To  
Mr. Pradip P. Shah  
Chairman  
Sonata Software Limited  
Mumbai

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080, duly appointed as Scrutinizer by Sonata Software Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Papers at the 24<sup>th</sup> Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Papers at the Annual General Meeting venue for the resolutions proposed in the notice of 24<sup>th</sup> Annual General Meeting of the Members of the Company held on 7<sup>th</sup> August, 2019. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 24<sup>th</sup> Annual General Meeting of the Company, based on the Report provided by Karvy Fintech Private Limited (Formerly Karvy Computer Share Private Limited), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 4<sup>th</sup> August, 2019 (9.00 A.M. IST) till 6<sup>th</sup> August, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 31<sup>st</sup> July, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 24<sup>th</sup> Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client ID of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Papers which are invalid.

The Ballot Papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent (RTA).

At the end of the voting period on 6<sup>th</sup> August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 7<sup>th</sup> August, 2019 in the presence of Mr. Anoop MH and Ms. Sahana Bhat who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Ballot Papers as received and the report generated from the e-voting website of Karvy Fintech Private Limited i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) and based on such reports,

- a. 169 (Folio wise) members have cast their votes through remote e-voting.
- b. 17 (Folios wise) members have cast their votes through Ballot Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Papers are as under:





**ORDINARY BUSINESS:**

Item No.1: Adoption of Audited Financial Statements for the Financial Year 2018-19 (Including the consolidated Financial Statements):

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	165	51885463	16	240237	181	52125700	99.99
Dissent	2	2	0	0	2	2	0.01
Total	167	51885465	16	240237	183	52125702	100.00
Abstained/ Invalid*	2	57227	1	1	3	57228	NA

Item No. 2: Confirmation of the payment of Interim Dividend of Rs. 4.75 per equity share (i.e. 475%) already paid and declare Final Dividend of Rs. 8 per equity share (i.e.800%) for the Financial Year 2018-19:

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	166	51942196	16	240237	182	52182433	99.99
Dissent	3	496	0	0	3	496	0.01
Total	169	51942692	16	240237	185	52182929	100.00
Abstained/ Invalid	0	0	1	1	1	1	NA



Item No. 3: Appointment of a Director in place of Mr. Viren Raheja (DIN: 00037592), who retires by rotation and being eligible, offers himself for re- appointment.:

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	138	49338300	16	240237	154	49578537	95.01
Dissent	31	2604392	0	0	31	2604392	4.99
Total	169	51942692	16	240237	185	52182929	100.00
Abstained/ Invalid*	0	0	1	1	1	1	NA

**SPECIAL BUSINESS:**

Item No. 4: Re-appointment of Mr. Pradip P Shah (DIN: 00066242) as an Independent Director of the Company for five consecutive years commencing from 11<sup>th</sup> August, 2019 up to 10<sup>th</sup> August, 2024, not liable to retire by rotation:

**Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	92	43419473	16	240237	108	43659710	84.03
Dissent	75	8297502	0	0	75	8297502	15.97
Total	167	51716975	16	240237	183	51957212	100.00
Abstained/ Invalid*	2	225717	1	1	3	225718	NA



Item No. 5: Re-appointment of Ms. Radhika Rajan (DIN: 00499485) as an Independent Director of the Company for five consecutive years commencing from 13<sup>th</sup> August, 2019 upto 12<sup>th</sup> August, 2024, not liable to retire by rotation:

Special Resolution:

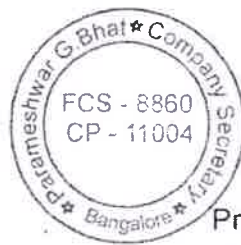
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	161	51737674	16	240237	177	51977911	99.61
Dissent	7	205009	0	0	7	205009	0.39
Total	168	51942683	16	240237	184	52182920	100.00
Abstained/ Invalid	1	9	1	1	2	10	NA

\* One share holder exercised his vote partially and abstained from voting for his partial holding. However as the same is not prohibited under the Act, the votes cast by the said shareholder has been taken in to account accordingly.

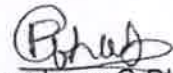
Based on the foregoing, the resolution numbers from 01 to 05 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely.


Date: 08.08.2019  
Place: Bengaluru

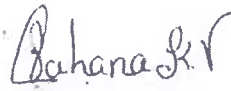


Thanking You  
Yours Sincerely

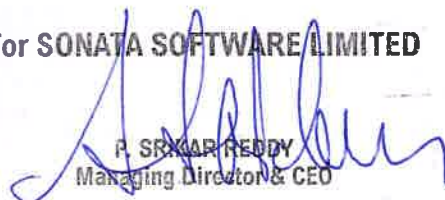
  
Parameshwar G. Bhat  
Practising Company Secretary  
FCS No.: 8860  
C. P. No.: 11004

Witnesses:

  
1. Anoop MH

  
2. Sahana Bhat

For SONATA SOFTWARE LIMITED

  
P. SRIHAR REDDY  
Managing Director & CEO