



SONATA SOFTWARE LIMITED

13<sup>th</sup> August, 2020

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 Scrutiniser's report of the 25<sup>th</sup> Annual General Meeting (AGM)**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutiniser's report of 25<sup>th</sup> Annual General Meeting of the Members of the Company held on Tuesday, 11<sup>th</sup> August, 2020. The said resolutions have been approved by the Members with requisite majority.

Please take the same on record.

Thanking you,

Yours faithfully  
For **Sonata Software Limited**

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

Encl: as above

**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, Bengaluru - 560 080, duly appointed as Scrutinizer by Sonata Software Limited ('the Company') for the purpose of scrutinizing the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 25<sup>th</sup> Annual General Meeting held on Tuesday, August 11, 2020 at 4.00 pm IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), hereby furnish my Report to you.

The notice dated May 11, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 25<sup>th</sup> Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and is restricted to



make a Scrutinizer's Report for the votes casts in "favour" or "against" the resolutions proposed in the Notice convening the 25<sup>th</sup> Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by National Securities Depository Limited (NSDL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for Three days from 8<sup>th</sup> August, 2020 (9.00 A.M. IST) till 10<sup>th</sup> August, 2020 (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.

After declaration of voting by the Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by NSDL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e., 4<sup>th</sup> August, 2020 were entitled to vote on the Resolutions proposed in the Notice calling the 25<sup>th</sup> Annual General Meeting.

At the end of the voting period on 10<sup>th</sup> August, 2020 (5.00 P.M. IST), the voting portal of NSDL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 11<sup>th</sup> August, 2020, in presence of Mrs. Kalai Vani S and Mr. Ajith Sharma who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such reports

- a. 287 (folio wise) members have cast their votes through remote e-voting.
- b. 20 (folio wise) members have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:



**ORDINARY BUSINESS:**

**Item No.1: Adoption of Financial Statements for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	274	50251972	20	287332	294	50539304	99.999
Dissent	03	06	0	0	03	06	0.001
Total	277	50251978	20	287332	297	50539310	100
Abstained / Invalid	07	834099	0	0	07	834099	NA

**Item No. 2: Confirmation of the payment of interim dividend of Rs. 5.75/- per Equity Share and to confirm the payment of Second Interim Dividend of Rs. 14.50 per equity share of Re.1/- each for the financial year 2019-20:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	274	50289619	20	287332	294	50576951	99.999
Dissent	05	600	0	0	05	600	0.001
Total	279	50290219	20	287332	299	50577551	100
Abstained / Invalid	07	834099	0	0	07	834099	NA



Item No. 3: Appointment of Mr. S B Ghia (DIN: 00005264) 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		e-voting at the AGM		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	251	48521279	19	282567	270	48803846	96.49
Dissent	28	1768940	1	4765	29	1773705	3.51
Total	279	50290219	20	287332	299	50577551	100
Abstained / Invalid	07	834099	0	0	07	834099	NA

**SPECIAL BUSINESS:**

Item No. 4: Appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	232	44181287	20	287332	252	44468619	87.92
Dissent	47	6108891	0	0	47	6108891	12.08
Total	279	50290178	20	287332	299	50577510	100
Abstained / Invalid	07	834099	0	0	07	834099	NA



**Item No. 5: Re-appointment of Mr. P Srikar Reddy (DIN: 00001401) as the Managing Director and Chief Executive Officer of the Company:  
Ordinary Resolution:**

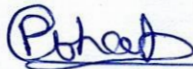
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	265	50018012	19	287288	284	50305300	99.46
Dissent	14	272166	1	44	15	272210	0.54
Total	279	50290178	20	287332	299	50577510	100
Abstained / Invalid	07	834099	0	0	07	834099	NA

The votes cast by the Body corporate shareholders where the Board resolution or authorization letter not made available were taken as invalid.

Based on the foregoing, the Resolution Nos. from 1 to 5 in respect of 25<sup>th</sup> Annual General Meeting may be deemed to have been **passed by requisite majority**.

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

Thanking You  
Yours Sincerely



Parameshwar G. Bhat  
Company Secretary  
Membership No.: FCS No.: 8860  
CP No.: 11004  
UDIN: F008860B000574095



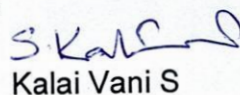
Sonata Software Limited



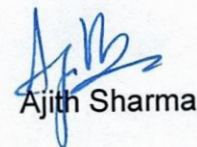
Mangal Kulkarni  
Company Secretary and  
Compliance Officer

Date: 12.08.2020  
Place: Bangalore

Witnesses:



Kalai Vani S



Ajith Sharma