

7th August, 2024

National Stock Exchange of India Limited	BSE Limited
Exchange Plaza, Bandra Kurla Complex, Mumbai	P.J. Towers, Dalal Street, Mumbai
Kind Attn: Manager, Listing Department	Kind Attn: Manager, Listing Department
Stock Code - SONATSOFTW	Stock Code - 532221

Dear Sir/Madam,

Sub: Submission of the Scrutinizer's report of the 29th Annual General Meeting (AGM)

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer's Report of 29th Annual General Meeting of the Members of the Company held on Tuesday, 6th August, 2024. 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, Compliance Officer and Head Legal

Encl.: as above



REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

29th (Twenty-Ninth) Annual General Meeting (AGM) of the Equity Shareholders of **Sonata Software Limited** held on Tuesday, August 06, 2024, at 02:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Mahabaleshwar V. Bhat, Practicing Company Secretary, at No. 224, Ground Floor, 2nd 'E' Cross, Girinagar I Phase, Bengaluru, 560085, appointed as Scrutinizer by the Board of Directors of **Sonata Software Limited** (CIN: L72200MH1994PLC082110) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, August 06, 2024 at 02:30 p.m. (IST) through VC and submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 29th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.

2. The Notice dated May 07, 2024 of the 29th AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM through electronic mode whose email addresses are registered with the Company / Depositories, in accordance with General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars").
3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
4. In accordance with the Notice of the 29th AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 18, 2024, the remote e-voting commenced at 9:00 a.m. (IST) on August 02, 2024 and closed at 5:00 p.m. (IST) on August 05, 2024.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM.
6. The Equity Shareholders holding shares as on July 26, 2024, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 29th AGM.
7. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
8. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed.

9. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **Resolution-1: Ordinary Resolution**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Directors and Auditors' thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Auditors' thereon.

- (i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
687	20,44,93,654	99.99

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	277	0.01

- (iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

b) **Resolution-2: Ordinary Resolution**

To confirm the payment of Interim Dividend of Rs. 7/- (Rupees seven only) per equity share of par value of Rs. 1/- each already paid, and to declare additional Final Dividend of Rs. 4.40/- (Four Rupees & Forty Paise only) per equity share of par value of Rs. 1/- each for the Financial Year ended March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
689	20,44,91,990	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1,956	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) **Resolution-3: Ordinary Resolution**

To appoint a director in place of Mr. Shyam Bhupatirai Ghia as a Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
572	17,07,45,243	83.50

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
119	3,37,41,872	16.50

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Resolution-4: Special Resolution**

Appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
660	19,95,56,583	97.59

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	49,30,137	2.41

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

e) **Resolution-5: Special Resolution**

Appointment of Ms. Mona Ninad Desai (DIN: 03065966) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
664	19,98,71,543	97.74

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	46,14,827	2.26

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

f) **Resolution-6: Special Resolution**

Re-appointment of Mr. Sanjay K Asher (DIN: 00008221) as an Independent Director of the Company, for a second term of five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
623	18,60,59,868	90.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
74	1,84,27,252	9.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

10. All electronic data and relevant records of e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 29th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

MAHABALES
HWAR BHAT

Digitally signed by
MAHABALESHWAR BHAT
Date: 2024.08.07 13:42:38 +05'30'

Place: Bengaluru
Dated: August 07, 2024

CS M V BHAT
FCS No. 12261 / COP No. 19221
Scrutinizer
UDIN: F012261F000917924

For Sonata Software Limited
Mangal
Krishnarao
Kulkarni

Digitally signed by
Mangal Krishnarao
Kulkarni
Date: 2024.08.07
17:45:38 +05'30'

Mangal Kulkarni
Company Secretary, Compliance Officer and Head Legal