

25<sup>th</sup> April, 2023

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex, Mumbai  
Kind Attn: Manager, Listing Department  
Stock Code - SONATSOFTW

BSE Limited  
P.J. Towers, Dalal Street, Mumbai  
Kind Attn: Manager, Listing Department  
Stock Code - 532221

Dear Sir/Madam,

**SUB: Submission of the voting results of Postal Ballot along with Scrutinizer's Report**

This is further to our letter dated 20<sup>th</sup> March 2023 submitting the Postal Ballot Notice dated 9<sup>th</sup> March, 2023, to the Members seeking their approval for:

1. Re-designation / appointment of Mr. Samir Dhir (DIN: 03021413) as Managing Director & CEO of the Company.
2. Appointment of Mr. P Srikar Reddy (DIN: 00001401) as Executive Vice Chairman and Whole-Time Director of the Company.

We further inform that pursuant to the applicable provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, from time to time, the Company conducted the Postal Ballot as set out in the Notice of Postal Ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please note that based on the Report of Scrutinizer, we hereby inform that the Members of the Company have duly passed the resolutions as proposed in the Postal Ballot Notice with requisite majority. The said Resolutions have been passed effectively on the last date specified for remote e-voting i.e., Friday, 21<sup>st</sup> April, 2023.

Please find enclosed voting results along with Scrutinizer's Report. The same will also be uploaded on the Company's website [www.sonata-software.com](http://www.sonata-software.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

	SONATA SOFTWARE LTD
Date of the AGM/EGM/Postal Ballot	Resolution passed through Postal Ballot on 21-04-2023
Total number of shareholders on record date	110017
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
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 - RE-DESIGNATION/APPOINTMENT OF MR. SAMIR DHIR (DIN: 03021413) AS MANAGING DIRECTOR & CEO OF THE COMPANY									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,94,97,931	3,75,83,266	95.1525	3,75,83,266	0	100.0000	0.0000	19,14,665	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,75,83,266	95.1525	3,75,83,266	0	100.0000	0.0000	19,14,665	0
Public- Institutions	E-Voting	3,74,67,528	3,45,00,234	92.0804	3,41,09,431	3,90,803	98.8672	1.1327	10,52,200	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,45,00,234	92.0804	3,41,09,431	3,90,803	98.8672	1.1328	10,52,200	0
Public- Non Institutions	E-Voting	6,32,46,949	7,58,300	1.1990	7,55,450	2,850	99.6241	0.3758	3,173	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,58,300	1.199	7,55,450	2,850	99.6242	0.3758	3,173	0
Total		14,02,12,408	7,28,41,800	51.9510	7,24,48,147	3,93,653	99.4596	0.5404	29,70,038	0



*Handwritten signature in blue ink.*

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - APPOINTMENT OF MR. P SRIKAR REDDY (DIN: 00001401) AS EXECUTIVE VICE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,94,97,931	3,75,83,266	95.1525	3,75,83,266	0	100.0000	0.0000	19,14,665	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,75,83,266	95.1525	3,75,83,266	0	100.0000	0.0000	19,14,665	0
Public- Institutions	E-Voting	3,74,67,528	3,45,00,234	92.0804	2,37,57,166	1,07,43,068	68.8608	31.1391	10,52,200	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,45,00,234	92.0804	2,37,57,166	1,07,43,068	68.8609	31.1391	10,52,200	0
Public- Non Institutions	E-Voting	6,32,46,949	7,57,328	1.1974	7,20,327	37,001	95.1142	4.8857	3,173	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,57,328	1.1974	7,20,327	37,001	95.1143	4.8857	3,173	0
Total		14,02,12,408	7,28,40,828	51.9503	6,20,60,759	1,07,80,069	85.2005	14.7995	29,70,038	0



*Abhisek*

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080, INDIA  
Tel : +91 80 23610847, 41231106  
e-mail : vijaykt@vjkt.in  
ktvijaykrishna@gmail.com

## REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential

{Strictly to the addressee only}

24<sup>th</sup> April, 2023

To

Mr. Pradip P Shah  
Chairman  
Sonata Software Limited  
(CIN: L72200MH1994PLC082110)  
Mumbai

Dear Sir

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No 1788, CP No.980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru – 560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot undertaken by your Company vide Notice dated 09<sup>th</sup> March, 2023, facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and various circulars issued by the Ministry of Corporate Affairs (MCA) namely, Circular No. 10/2022 dated December 28, 2022 and Circular No. 11/2022 dated December 28, 2022 read with Circular No. 03/2022 dated May 5, 2022, Circular No. 20/2021 dated December 8, 2021, Circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

My responsibility as 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 Resolution proposed in the Notice dated 09<sup>th</sup> March, 2023 based on the report provided by National Securities Depository Limited (NSDL), the Agency engaged by the Company to provide e-voting facility till 24<sup>th</sup> April, 2023.



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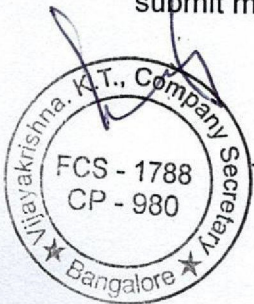
In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from Wednesday, March 22, 2023 (9:00 am IST) and ended on Friday, April 21, 2023 (5:00 pm IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolution on the e-voting platform.

In accordance with the MCA Circulars, this Postal Ballot Notice was sent only by electronic mode to those Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or with Depository / Depository participants as on Friday, 17<sup>th</sup> March, 2023 ("Cut-Off Date") and whose e-mail address is registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depositories / Depository Participants. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes have not been sent to Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members has been taken place through the remote e-voting system only.

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolution that was put to vote, were derived from the report generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> and based on such reports, it is reported that:

744 (Seven Hundred and Forty-Four) members (folio wise) have cast their votes through remote e-voting.

On verification of votes received by voting through e-Voting, up to 5.00 pm on 21<sup>st</sup> April, 2023 from the Shareholders of Sonata Software Limited, holding Equity Shares, in electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:





**SPECIAL BUSINESS:**

**VOTING ANALYSIS CONSIDERING E-VOTING RECEIVED**

**ITEM NO. 1- RE-DESIGNATION / APPOINTMENT OF MR. SAMIR DHIR (DIN: 03021413) AS MANAGING DIRECTOR & CEO OF THE COMPANY:**

**ORDINARY RESOLUTION:**

Particulars	No. of votes contained in Remote E-voting		% Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	
Assent	714	72448147	99.46
Dissent	22	393653	0.54
Total	736	72841800	100.00
*Invalid/ Abstained	9	2970038	-

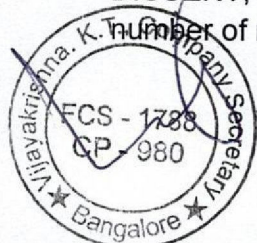
Note: One Shareholder has exercised the votes PARTIALLY for both ASSENT and DISSENT; hence, the said Shareholder is counted twice - for ASSENT and DISSENT for the purpose of number of members voted (the Shareholder is a Custodial Shareholder).

**ITEM NO. 2- APPOINTMENT OF MR. P SRIKAR REDDY (DIN: 00001401) AS EXECUTIVE VICE CHAIRMAN AND WHOLETIME DIRECTOR OF THE COMPANY:**

**ORDINARY RESOLUTION:**

Particulars	No. of votes contained in Remote E-voting		% Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	
Assent	623	62060759	85.20
Dissent	109	10780069	14.80
Total	732	72840828	100.00
*Invalid/ Abstained	9	2970038	-

Note: Two Shareholders have exercised their votes PARTIALLY for both ASSENT and DISSENT; hence, they are counted for ASSENT and DISSENT for the purpose of number of members voted (both are Custodial Shareholders).





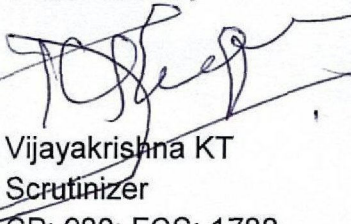
\*Note: The Corporate Shareholders whose resolutions or Powers of Attorney (POA) were not made available were considered as invalid.

Based on the above information, you may kindly declare the results and take steps accordingly.

E-voting statement is being furnished to you.

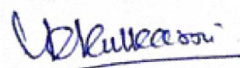
Thanking you

Yours faithfully

  
Vijayakrishna KT  
Scrutinizer  
CP: 980; FCS: 1788  
UDIN: F001788E000178789



Sonata Software Limited





Mangal Kulkarni  
Company Secretary, Compliance Officer and Head Legal