



SONATA SOFTWARE



25th June, 2022

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai
Kind Attn: Manager, Listing Department
Email Id: 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
Stock Code - 532221

Dear Sir/Madam,

Sub: Submission of the Scrutinizer's report of the 27th 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 27th Annual General Meeting of the Members of the Company held on Friday, 24th June, 2022. 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 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

27th (Twenty Seventh) Annual General Meeting (AGM) of the Equity Shareholders of **Sonata Software Limited** held on Friday, June 24, 2022, at 4:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Mahabaleshwar V. Bhat, Practicing Company Secretary, at # 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 27th Annual General Meeting of the Equity Shareholders of the Company held on Friday, June 24, 2022 at 4:00 p.m. through VC, 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 27th 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 April 29, 2022 of the 27th 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. 14/ 2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05,2022 issued by Ministry of Corporate Affairs (MCA), (hereinafter referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as "SEBI 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 27th AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on June 01, 2022, the remote e-voting commenced at 9:00 AM on June 21, 2022 and closed at 5:00 PM on June 23, 2022.
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 June 16, 2022, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 27th 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, 2022 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, 2022 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
450	6,73,25,793	99.89

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	70,844	0.11

- (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 declare Final Dividend of Rs. 13 (Rupees thirteen only) per equity share for the Financial Year ended March 31, 2022 and to confirm Interim Dividend of Rs. 8 (Rupees eight only) per equity share already paid for the financial year ended March 31, 2022.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
451	6,76,09,443	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	2,068	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 (DIN: 00005264), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
330	6,02,87,635	89.17

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
125	73,23,864	10.83

(iii) **Invalid** votes:

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



d) **Resolution-4: Ordinary Resolution**

Appointment of Statutory Auditors of the Company for a period of five 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
447	6,76,10,316	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	1,183	0.01

(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**

To approve the continuation of Mr. Shyam Bhupatirai Ghia (DIN: 00005264) as a Non-Executive Non-Independent Director after attaining Age of 75 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
321	6,03,75,542	89.30

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
133	72,35,872	10.70

(iii) **Invalid** votes:

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



f) **Resolution-6: Ordinary Resolution**

Appointment of Mr. Samir Dhir (DIN: 03021413) as a 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
391	6,40,96,629	94.80

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
66	35,14,875	5.20

(iii) **Invalid** votes:

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



g) **Resolution-7: Ordinary Resolution**

Appointment of Mr. Samir Dhir (DIN: 03021413) as a Whole-time 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
352	6,14,83,399	90.94

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
103	61,28,105	9.06

(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 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Place: Bengaluru
Dated: June 25, 2022

Sonata Software Limited



Mangal Kulkarni
Company Secretary, Compliance Officer
and Head-Legal

Yours faithfully,



CS M V BHAT
ACS No. 52463/COP No. 19221
Scrutinizer
UDIN: A052463D000529731

