



SONATA SOFTWARE LIMITED

8th 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
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 Scrutiniser's report of the 24th Annual General Meeting (AGM)

Pursuant to Section 108 of the Companies Act, 2013 read with Rules and amendments made thereto, we hereby enclose the Scrutiniser's report of 24th Annual General Meeting of the Members of the Company.

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
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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, 2nd Floor, 10th 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 24th 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 24th Annual General Meeting of the Members of the Company held on 7th 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 24th 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 4th August, 2019 (9.00 A.M. IST) till 6th 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. 31st July, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 24th 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 6th August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 7th 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 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 11th August, 2019 up to 10th 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 13th August, 2019 upto 12th 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

(Signature)

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

Witnesses:

(Signature)

1. Anoop MH

(Signature)

2. Sahana Bhat