



SONATA SOFTWARE LIMITED

16<sup>th</sup> August, 2017

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 voting results of the 22<sup>nd</sup> Annual General Meeting (AGM) alongwith Scrutiniser's report**

With reference to the captioned subject, we hereby enclose the voting results of 22<sup>nd</sup> Annual General Meeting of the Members of the Company as required under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rules and amendments made thereto, enclosed is the consolidated report of the Scrutiniser on remote e-voting and through ballot paper at the AGM.

The voting results along with Scrutiniser's report will be uploaded on the Company's website [www.sonata-software.com](http://www.sonata-software.com) and on the website of Karvy Computershare Private Limited at [www.karvy.com](http://www.karvy.com)

Kindly take the same on record.

Thanking you,

Yours faithfully  
For Sonata Software Limited

Kundan K Lal  
Company Secretary and Head of Legal

Encl: as above

**Sonata Software Limited – 22<sup>nd</sup> Annual General Meeting (AGM) Voting Results**

<b>Date of the AGM/EGM</b>	14 <sup>th</sup> August, 2017
<b>Total number of shareholders on record date</b>	41624
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	1
Public:	47
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	0
Public:	0

<b>Resolution required: (Ordinary/ Special)</b>		Ordinary – 1. Adoption of Financial Statements for the Financial Year 2016-17 (Including the consolidated Financial Statements)										
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No										
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Polled outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of favour polled (6)=[(4)/(2)]*100</b>	<b>% of Votes in against on votes polled (7)=[(5)/(2)]*100</b>				
<b>Promoter and Promoter Group</b>	E-Voting	32550161	32550161	100	32550161	0	100	0	0			
	Poll		0	0	0	0	0	0	0			
	<b>Total</b>		32550161	100	32550161	0	100	0	0			
<b>Public-Institutions</b>	E-Voting	14796253	9022467	60.98	9022467	0	100	0	0			
	Poll		0	0	0	0	0	0	0			
	<b>Total</b>		9022467	60.98	9022467	0	100	0	0			
<b>Public-Non Institutions</b>	E-Voting	57812892	1598118	2.76	1598118	0	100	0	0			
	Poll		0	0	0	0	0	0	0			
	<b>Total</b>		1598118	2.76	1598118	0	100	0	0			
<b>Total</b>		<b>105159306</b>	<b>43170746</b>	<b>41.05</b>	<b>43170746</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>



Resolution required: (Ordinary/ Special)		Confirmation of the payment of Interim Dividend of Rs. 3.50 per equity share (i.e. 350% already paid and declare final Dividend of Rs. 5.50 per equity share (i.e. 550%) for the Financial Year 2016-17.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	32550161	32550161	100	32550161	0	100	0			
	Poll		0	0	0	0	0	0			
	Total		32550161	100	32550161	0	100	0			
Public-Institutions	E-Voting	14796253	10470567	70.76	10470567	0	100	0			
	Poll		0	0	0	0	0	0			
	Total		10470567	70.76	10470567	0	100	0			
Public-Non Institutions	E-Voting	57812892	1598118	2.76	1598116	2	99.99	0.0001			
	Poll		0	0	0	0	0	0			
	Total		1598118	2.76	1598116	2	99.99	0.0001			
Total		105159306	44618846	42.43	44618844	2	100	0			



Resolution required: (Ordinary/ Special)		Ordinary – 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.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	32550161	32550161	100	32550161	0	100	0			
	Poll		0	0	0	0	0	0			
	Total		32550161	100	32550161	0	100	0			
Public-Institutions	E-Voting	14796253	10470567	70.77	8809605	1660962	84.14	15.86			
	Poll		0	0	0	0	0	0			
	Total		10470567	70.77	8809605	1660962	84.14	15.86			
Public-Non Institutions	E-Voting	57812892	1598118	2.76	1598013	105	99.99	0.0065			
	Poll		0	0	0	0	0	0			
	Total		1598118	2.76	1598013	105	99.99	0.0065			
Total		105159306	44618846	42.43	42957779	1661067	96.27	3.72			

Resolution required: (Ordinary/ Special)		Ordinary – 4. Appointment of Deloitte Haskins & Sells, LLP Chartered Accountants (firm registration no. 117366W) as Statutory Auditors of the Company for six consecutive Annual General Meetings from conclusion of 22nd Annual General Meeting till conclusion of 27th Annual General Meeting and fixing their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	Notes in votes on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		32550161	100	32550161	0	100		0		
	Poll	32550161	0	0	0	0	0		0		
	Total			100	32550161	0	100		0		
Public-Institutions	E-Voting		10470567	70.77	10470567	0	100		0		
	Poll		0	0	0	0	0		0		
	Total	14796253		70.77	10470567	0	100		0		
Public-Non Institutions	E-Voting		1598118	2.76	1598073	45	99.99		0.0028		
	Poll		0	0	0	0	0		0		
	Total	57812892		2.76	1598073	45	99.99		0.0028		
Total		105159306	44618846	42.43	44618801	45	99.99		0.0001		



Resolution required: (Ordinary/ Special)		Ordinary - 5. Re-appointment of Mr. P Srikar Reddy (DIN 00001401), as Managing Director and Chief Executive Officer of the Company and fixing his remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	32550161	32550161	100	32550161	0	100	0			
	Poll		0	0	0	0	0	0			
	Total		32550161	100	32550161	0	100	0			
Public-Institutions	E-Voting	14796253	10470567	70.77	10470567	0	100	0			
	Poll		0	0	0	0	0	0			
	Total		10470567	70.77	10470567	0	100	0			
Public-Non Institutions	E-Voting	57812892	1598118	2.76	1598073	45	99.99	0.0028			
	Poll		0	0	0	0	0	0			
	Total		1598118	2.76	1598073	45	99.99	0.0028			
Total		105159306	44618846	42.43	44618801	45	99.99	0.0001			





**P Sriram & Associates**  
Practising Company Secretaries

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the  
Companies (Management and Administration) Rules, 2014)**

To,

**The Chairman of 22<sup>nd</sup> Annual General Meeting of**

**Sonata Software Limited**

**Having Registered Office at:**

**208, T.V. Industrial Estate**

**2<sup>nd</sup> Floor, S.K. Ahire Marg**

**Worli, Mumbai- 400030**

**TWENTY SECOND ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS  
OF SONATA SOFTWARE LIMITED HELD ON MONDAY 14<sup>TH</sup> AUGUST, 2017 AT 4:00  
PM AT M.C.GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 18/20,  
KAIKHUSHRU DUBASH MARG (BEHIND PRINCE OF WALES MUSEUM), MUMBAI-  
400001.**

I, P. Sriram, Proprietor of P. Sriram & Associates, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of **SONATA SOFTWARE LIMITED**, CIN: L72200MH1994PLC082110 ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting (AGM) held on 14<sup>th</sup> August, 2017 at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated 29<sup>th</sup> May, 2017 of the AGM held on 14<sup>th</sup> August, 2017.

**Sriram Parthasarathy**  
Scrutinizer



**Initial of the Chairman**



The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and poll at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

**Report on scrutiny:**

1. The Company has entered into an arrangement with Karvy Computershare Private Limited (KCPL) the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 7<sup>th</sup> August, 2017.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday, 11<sup>th</sup> August, 2017 (9:00 Hours IST) till Sunday, 13<sup>th</sup> August, 2017 (17:00Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 7<sup>th</sup> August, 2017, there were 41624 Shareholders.
5. At the end of remote e-voting period on 13<sup>th</sup> August, 2017 at 17:00 HRS IST, voting portal of Karvy Computershare Private Limited was blocked forthwith.

**Sriram Parthasarathy**  
Scrutinizer



**Initial of the Chairman**





P Sriram & Associates  
Practising Company Secretaries

6. After the poll ordered by the Chairman at the AGM, One poll box kept for polling was locked in my presence with due identification marks placed by me. The key of the poll box was handed over to the Chairman of the AGM after locking them.
7. After completion of the poll at the AGM, the poll box kept for voting were immediately opened by me in presence of Mr.Arunachalam & Mr.Mohan Muthuraj who are not the employees of the Company.
8. The Shareholders present in person or through proxy/Authorised Representatives at the AGM were 46 & 2 respectively.
9. On Monday, 14<sup>th</sup> August, 2017 at 16:54 Hours after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms.Nithya Pasupathy & Mr.Naresh Babu
10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by Karvy Computershare Private Ltd, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of Poll.
11. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
12. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :

**Sriram Parthasarathy**  
Scrutinizer



**Initial of the Chairman**



**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS**

**i.e., REMOTE E- VOTING AND VOTING BY POLL IS AS UNDER:**

P. Sriram & Associates  
Practising Company Secretaries

**ITEM NO. 1 (a)& (b): AS AN ORDINARY RESOLUTION**

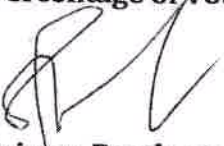
- a) To receive, consider , approve and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2017 together with the Reports of the Directors and the Auditors thereon and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2017 together with the Reports of the Auditors thereon.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	26	91	0	0	1	0
Number of Votes Cast by Members	1570992	41601754	0	0	2000	0
% of total number of valid votes cast	100.00%	100.00%	100.00%	100.00%		

**CONSOLIDATED RESULT ON VOTING ITEM NO: 1 (a) & (b)**

Percentage of Votes in Favour -100.00%

Percentage of Votes against -0.00%

  
Sriram Parthasarathy  
Scrutinizer



  
Initial of the Chairman



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**ITEM NO.2: AS AN ORDINARY RESOLUTION**


**CONFIRMATION OF PAYMENT OF INTERIM DIVIDEND OF 350% AND FINAL  
DIVIDEND OF 550% FOR THE FINANCIAL YEAR 2016-17**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	26	90	0	1	1	0
Number of Votes Cast by Members	1570992	43049852	0	2	2000	0
% of total number of valid votes cast	100.00%	100.00%	0	0.00%		

**CONSOLIDATED RESULT ON VOTING ITEM NO: 2**

**Percentage of Votes in Favour – 100.00%**

**Percentage of Votes against – 0.00%**

  
**Sriram Parthasarathy**  
Scrutinizer



  
**Initial of the Chairman**



P Sriram & Associates  
Practising Company Secretaries

**ITEM NO. 3: AS AN ORDINARY RESOLUTION**

**RE-APPOINTMENT OF MR.VIREN RAHEJA (HOLDING DIN 00037592) WHO  
RETIRES BY ROTATION:**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	26	82	0	10	1	0
Number of Votes Cast by Members	1568992	41388787	0	1661067	2000	0
% of total number of valid votes cast	100.00%	96.14%	0	3.86%		

**CONSOLIDATED RESULT ON VOTING ITEM NO: 3**

**Percentage of Votes in Favour - 96.14% (Rounded Off)**

**Percentage of Votes against - 3.86% (Rounded off)**

**Sriram Parthasarathy  
Scrutinizer**



**Initial of the Chairman**



P Sriram & Associates  
Chartered Accountants

**ITEM NO.4 AS AN ORDINARY RESOLUTION**

**APPOINTMENT OF STATUTORY AUDITORS IN PLACE OF RETIRING AUDITOR  
FROM CONCLUSION OF THIS AGM TILL CONCLUSION OF 27<sup>th</sup> AGM AND FIXING  
THEIR REMUNERATION.**

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	26	90	0	2	1	0
Number of Votes Cast by Members	1568992	43049809	0	45	2000	0
% of total number of valid votes cast	100.00%	99.99%	0.0001%	0.00%		

**CONSOLIDATED RESULT ON VOTING ITEM NO: 4**

Percentage of Votes in Favour -99.99%

Percentage of Votes against - 0.0001%

  
**Sriram Parthasarathy**  
Scrutinizer



  
Initial of the Chairman

**ITEM NO.5 AS AN ORDINARY RESOLUTION**



**RE-APPOINTMENT OF MR.P.SRIKAR REDDY (HOLDING DIN 00001401) AS  
MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER WHO RETIRES BY ROTATION:**

P. Srikanth & Associates  
Practising Company Secretaries


Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	26	90	0	2	1	0
Number of Votes Cast by Members	1568992	43049809	0	45	2000	0
% of total number of valid votes cast	100.00%	99.99%	0.00%	0.0001%		

**CONSOLIDATED RESULT ON VOTING ITEM NO: 5**

Percentage of Votes in Favour -99.99% & Percentage of Votes against - 0.0001%

  
Sriram Parthasarathy  
Scrutinizer



  
Initial of the Chairman



P. Sriram & Associates  
Practising Company Secretaries

13. It is to be noted that

- a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
- b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.
- c. The Shareholders who had exercised their right to vote by way of remote e-voting and has once again voted in the AGM, the voting cast by him/ her by way of remote e-voting has be considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.

15. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

16. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

**SIGNATURE OF THE SCRUTINIZER:**



**(CS.P.Sriram)**  
**Proprietor**

**P. Sriram & Associates**  
**FCS No. 4862/C P No: 3310**


**SIGNATURE OF THE AUTHORISED DIRECTOR OF THE MEETING:**

Date: 14<sup>th</sup> August, 2017

Place: Mumbai

  
**Sriram Parthasarathy**  
**Scrutinizer**



  
**Initial of the Chairman**