



SONATA SOFTWARE LIMITED



14th August, 2018

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 voting results of the 23rd Annual General Meeting (AGM) alongwith Scrutiniser's report

With reference to the captioned subject, we hereby enclose the voting results of 23rd 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. Please note that all the resolutions in the Notice dated July 3, 2018 of the 23rd Annual General Meeting have been passed by the shareholders with requisite majority.

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 and on the website of Karvy Computershare Private Limited at www.karvy.com

Kindly take the same on record.

Thanking you,

Yours faithfully
For **Sonata Software Limited**

Kundan K Lal
Company Secretary and Compliance Officer

Encl: as above

Sonata Software Limited – 23rd Annual General Meeting (AGM) Voting Results

| | |
|--|-------------------------------|
| Date of the AGM/EGM | 13 th August, 2018 |
| Total number of shareholders on record date | 38414 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 20 |
| Public: | 54 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 0 |
| Public | 0 |

| Resolution required: (Ordinary/ Special) | | Ordinary – 1. Adoption of Audited Financial Statements for the Financial Year 2017-18 (Including the consolidated Financial Statements). | | | | | | | | | |
|--|-----------------------|--|--------------------------------|--|-----------------------------------|-----------------------------------|---|---|----------|--|--|
| 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 | 0 | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | Total | | 32550161 | 100 | 32550161 | 0 | 100 | 0 | 0 | | |
| Public-Institutions | E-Voting | 22570111 | 15804783 | 70.0253 | 15804783 | 0 | 100 | 0 | 0 | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | Total | | 15804783 | 70.0253 | 15804783 | 0 | 100 | 0 | 0 | | |
| Public-Non Institutions | E-Voting | 50039034 | 81146 | 0.1622 | 81146 | 0 | 100 | 0 | 0 | | |
| | Poll | | 1581689 | 3.1609 | 1581689 | 0 | 0 | 0 | 0 | | |
| | Total | | 1662835 | 3.3231 | 1662835 | 0 | 100 | 0 | 0 | | |
| Total | | 105159306 | 50017779 | 47.5638 | 50017779 | 0 | 100 | 0 | 0 | | |



| Resolution required: (Ordinary/ Special) | | Ordinary – 2. Confirmation of the payment of Interim Dividend of Rs. 3.75 per equity share (i.e. 375%) already paid and declare Final Dividend of Rs. 6.75 per equity share (i.e 675%) for the Financial Year 2017-18. | | | | | | | | | |
|---|----------------|--|-------------------------|---|----------------------------|----------------------------|--------------------------------------|----------------------------------|------------------------------------|--|--|
| 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 (7)=[(5)/(2)]*100 | % of Votes against on votes polled | | |
| Promoter and Promoter Group | E-Voting | 32550161 | 32550161 | 100 | 32550161 | 0 | 100 | 0 | 0 | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | Total | | 32550161 | 100 | 32550161 | 0 | 100 | 0 | 0 | | |
| Public-Institutions | E-Voting | 22570111 | 16436628 | 72.8248 | 16436628 | 0 | 100 | 0 | 0 | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | Total | | 16436628 | 72.8248 | 16436628 | 0 | 100 | 0 | 0 | | |
| Public-Non Institutions | E-Voting | 50039034 | 81146 | 0.1622 | 80787 | 359 | 99.5575 | 0.4424 | | | |
| | Poll | | 1581689 | 3.1609 | 1581689 | 0 | 100 | 0 | 0 | | |
| | Total | | 1662835 | 3.323 | 1662476 | 359 | 99.9784 | 0.0216 | | | |
| Total | | 105159306 | 50649624 | 48.1647 | 50649265 | 359 | 99.9993 | 0.0007 | | | |



| Resolution required: (Ordinary/ Special) | | Ordinary – 3. Appointment of a Director in place of Mr. S B Ghia (DIN:00005264), who retires by rotation and being eligible, offers himself for reappointment. | | | | | | | | | |
|---|----------------|--|-------------------------|---|----------------------------|----------------------------|--------------------------------------|--------------------------|--|--|--|
| 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 | Votes in on votes polled | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | 32550161 | 32550161 | 100 | 32550161 | 0 | 100 | 0 | 0 | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| | Total | | 32550161 | 100 | 32550161 | 0 | 100 | 0 | 0 | | |
| Public-Institutions | E-Voting | 22570111 | 16436628 | 72.8248 | 13984695 | 2451933 | 85.0825 | 14.9174 | | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Total | | 16436628 | 72.8248 | 13984695 | 2451933 | 85.0825 | 14.9174 | | | |
| Public-Non Institutions | E-Voting | 50039034 | 81146 | 0.1622 | 71115 | 10031 | 87.6383 | 12.3616 | | | |
| | Poll | | 1581689 | 3.1609 | 1581689 | 0 | 100 | 0 | | | |
| | Total | | 1662835 | 3.3231 | 1652804 | 10031 | 99.3968 | 0.6032 | | | |
| Total | | 105159306 | 50649624 | 48.1647 | 48187660 | 2461964 | 95.1392 | 4.8608 | | | |



| Resolution required: (Ordinary/ Special) | | Special – 4. Approve payment of commission to the Non- executive Directors of the Company. | | | | | | | | | |
|---|----------------|--|-------------------------|---|----------------------------|----------------------------|---|-------------------------------|------------------------------------|--|--|
| 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 | in votes in (7)=[(5)/(2)]*100 | % of Votes against on votes polled | | |
| Promoter and Promoter Group | E-Voting | | 32550161 | 100 | 32550161 | 0 | 100 | 0 | | | |
| | Poll | 32550161 | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Total | | 32550161 | 100 | 32550161 | 0 | 100 | 0 | | | |
| Public-Institutions | E-Voting | | 16436628 | 72.8248 | 16397028 | 39600 | 99.759 | 0.2409 | | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Total | 22570111 | 16436628 | 72.8248 | 16397028 | 39600 | 99.759 | 0.2409 | | | |
| Public-Non Institutions | E-Voting | | 81146 | 0.1622 | 80679 | 467 | 99.4244 | 0.5755 | | | |
| | Poll | 50039034 | 1581689 | 3.1609 | 1581689 | 0 | 100 | 0 | | | |
| | Total | | 1662835 | 3.3231 | 1662368 | 467 | 99.9719 | 0.0281 | | | |
| Total | | 105159306 | 50649624 | 48.1647 | 50609557 | 40067 | 99.9209 | 0.0791 | | | |



| Resolution required: (Ordinary/ Special) | | Ordinary – 5. Approve delivery of documents through a specific mode on request by the member upon payment of a requisite fee. | | | | | | | | | |
|---|----------------|---|-------------------------|---|----------------------------|----------------------------|--------------------------------------|--|--|--|--|
| 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 | Votes in votes against (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 | 22570111 | 16436628 | 72.8248 | 16436628 | 0 | 100 | 0 | | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Total | | 16436628 | 72.8248 | 16436628 | 0 | 100 | 0 | | | |
| Public-Non Institutions | E-Voting | 50039034 | 81106 | 0.1621 | 72836 | 8270 | 89.8034 | 10.1965 | | | |
| | Poll | | 1581689 | 3.1609 | 1581689 | 0 | 0 | 0 | | | |
| | Total | | 1662795 | 3.323 | 1654525 | 8270 | 99.5026 | 0.4974 | | | |
| Total | | 105159306 | 50649584 | 48.1646 | 50641314 | 8270 | 99.9837 | 0.0163 | | | |



| Resolution required: (Ordinary/ Special) | | Ordinary – 6 Approve reclassification of the status of promoters shareholding into public shareholding. | | | | | | | | | |
|---|----------------|---|-------------------------|---|----------------------------|----------------------------|--------------------------------------|---|--|--|--|
| 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 in votes against (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 | 22570111 | 15882728 | 70.3706 | 15882728 | 0 | 100 | 0 | | | |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | | | |
| | Total | | 15882728 | 70.3706 | 15882728 | 0 | 100 | 0 | | | |
| Public-Non Institutions | E-Voting | 50039034 | 15882728 | 70.3706 | 15882728 | 0 | 100 | 0 | | | |
| | Poll | | 81146 | 0.1622 | 81041 | 105 | 99.8706 | 0.1293 | | | |
| | Total | | 1581689 | 3.1609 | 1581689 | 0 | 100 | 0 | | | |
| Total | | | 1662835 | 3.3231 | 1662730 | 105 | 99.9937 | 0.0063 | | | |
| | | | 50095724 | 47.6379 | 50095619 | 105 | 99.9998 | 0.0002 | | | |



PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, ACS

Company Secretary

496/4, II Floor, 10th Cross

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Telefax : +91 80 41231106

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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 23rd 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 23rd Annual General Meeting of the Members of the Company held on 13th August, 2018. 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 23rd Annual General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited (Karvy), 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 10th August, 2018 (9.00 A.M. IST) till 12th August, 2018 (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. 6th August, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 23rd 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 12th August, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 13th August, 2018 in the presence of Mr. Vinay Hegde and Mr. Chinmaya 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 Computershare Private Limited i.e. www.evoting.karvy.com and based on such reports,

- a. 145 (Folio wise) members have cast their votes through remote e-voting.
- b. 28 (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 2017-18 (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 | 142* | 48436090 | 28 | 1581689 | 170* | 50017779 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 142 | 48436090 | 28 | 1581689 | 170 | 50017779 | 100.00 |
| Abstained/ Invalid | 4* | 631845* | 0 | 0 | 4* | 631845* | 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.

Item No. 2: Confirmation of the payment of Interim Dividend of Rs. 3.75 per equity share (i.e. 375%) already paid and declare Final Dividend of Rs. 6.75 per equity share (i.e. 675%) for the Financial Year 2017-18:

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 | 144 | 49067576 | 28 | 1581689 | 172 | 50649265 | 99.999 |
| Dissent | 1 | 359 | 0 | 0 | 1 | 359 | 0.001 |
| Total | 145 | 49067935 | 28 | 1581689 | 173 | 50649624 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 0 | 0 | 0 | 0 | NA |



Item No. 3: Appointment of a Director in place of Mr. S B Ghia (DIN: 00005264), 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 | 119* | 46605971 | 28 | 1581689 | 147* | 48187660 | 95.14 |
| Dissent | 27* | 2461964 | 0 | 0 | 27* | 2461964 | 4.86 |
| Total | 145* | 49067935 | 28 | 1581689 | 173* | 50649624 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 0 | 0 | 0 | 0 | NA |

* One share holder exercised his vote partially for assent and partially for dissent. However as the same is not prohibited under the Act, the votes cast by the said shareholder have been taken in to account accordingly.

SPECIAL BUSINESS:

Item No. 4: Approve payment of commission to the Non- executive Directors of the Company:

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 | 140 | 49027868 | 28 | 1581689 | 168 | 50609557 | 99.92 |
| Dissent | 5 | 40067 | 0 | 0 | 5 | 40067 | 0.08 |
| Total | 145 | 49067935 | 28 | 1581689 | 173 | 50649624 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 0 | 0 | 0 | 0 | NA |

Item No. 5: Approve delivery of documents through a specific mode on request by the member upon payment of a requisite fee:

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 | 139 | 49059625 | 28 | 1581689 | 167 | 50641314 | 99.98 |
| Dissent | 5 | 8270 | 0 | 0 | 5 | 8270 | 0.02 |
| Total | 144 | 49067895 | 28 | 1581689 | 172 | 50649584 | 100.00 |
| Abstained/ Invalid | 1 | 40 | 0 | 0 | 1 | 40 | NA |

Item No. 6: Approve reclassification of the status of promoters shareholding into public shareholding:

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 | 141 | 48513930 | 28 | 1581689 | 169 | 50095619 | 99.999 |
| Dissent | 2 | 105 | 0 | 0 | 2 | 105 | 0.001 |
| Total | 143 | 48514035 | 28 | 1581689 | 171 | 50095724 | 100.00 |
| Abstained/ Invalid | 2 | 553900 | 0 | 0 | 2 | 553900 | NA |

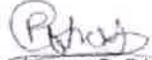


Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been passed by requisite majority.

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.



Thanking You
Yours Sincerely

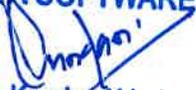

Parameshwar G. Bhat
Practising Company Secretary
FCS No.: 8860
C. P. No.: 11004

Date: 13.08.2018
Place: Mumbai

Witnesses:


1. Vinay Hegde.


2. Chinmaya Bhat

For SONATA SOFTWARE LIMITED

Kundan K Lal
Company Secretary and Head of Legal