

1<sup>st</sup> August, 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 the 28<sup>th</sup> Annual General Meeting (AGM) along with Scrutinizer's Report**

With reference to the captioned subject, we hereby enclose the voting results of 28<sup>th</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. Please note that all the resolutions in the Notice dated July 4, 2023 of the 28<sup>th</sup> Annual General Meeting have been passed by the members 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 Scrutinizer on remote e-voting and e-voting at the AGM.

The voting results along with Scrutinizer's report will 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

Krishnarao

Kulkarni

**Mangal Kulkarni**

**Company Secretary, Compliance Officer and Head Legal**

Digitally signed by Mangal  
Krishnarao Kulkarni  
Date: 2023.08.01 18:04:10  
+05'30'

Encl.: as above

SONATA SOFTWARE LTD	
Date of the AGM	31-07-2023
Total number of shareholders on record date	115236
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	60

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2023									
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	100.0000	3,94,97,931	0	100.0000	0.0000	0	0
	Poll			0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		3,94,97,931	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Total		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0
	E-Voting		3,74,29,024	93.9596	3,73,35,931	93,093	99.7512	0.2487	0	0
	Poll			0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)		3,98,35,223	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,74,29,024	93.9596	3,73,35,931	93,093	99.7513	0.2487	0	0
	E-Voting		15,72,557	2.5831	15,72,525	32	99.9979	0.0020	0	0
Public- Non Institutions	Poll		1,56,730	0.2574	1,56,730	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		6,08,79,254	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,29,287	2.8405	17,29,255	32	99.9981	0.0019	0	0
	Total		7,86,56,242	56.0979	7,85,63,117	93,125	99.8816	0.1184	0	0

Resolution No.	ORDINARY - Declaration of final dividend and confirmation of Interim Dividend for FY 2022-23									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0
	Poll			0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	3,94,97,931								
	Total		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,74,29,024	3,74,29,024	93.9596	3,74,29,024	0	100.0000	0.0000	0	0
	Poll			0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	3,98,35,223								
	Total		3,74,29,024	93.9596	3,74,29,024	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	15,72,557	15,72,557	2.5831	15,71,624	933	99.9406	0.0593	0	0
	Poll		1,56,730	0.2574	1,56,730	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	6,08,79,254								
	Total		17,29,287	2.8405	17,28,354	933	99.9460	0.0540	0	0
	Total	14,02,12,408	7,86,56,242	56.0979	7,86,55,309	933	99.9988	0.0012	0	0

Resolution No.	ORDINARY - Appointment of Mr. Viren Raheja (DIN: 00037592) as a Director liable to retire by rotation									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Viren Raheja (DIN: 00037592) as a Director liable to retire by rotation									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	100.0000	3,94,97,931	0	100.0000	0.0000	0	0	0
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0	0
	Postal Ballot (if applicable)	3,94,97,931	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Total	3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0	0
	E-Voting	3,74,29,024	93.9596	2,29,59,256	1,44,69,768	61.3407	38.6592	0	0	0
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)	3,98,35,223	0	0	0	0.0000	0.0000	0	0	0
	Total	3,74,29,024	93.9596	2,29,59,256	1,44,69,768	61.3408	38.6592	0	0	0
	E-Voting	15,70,424	2.5796	15,68,112	2,312	99.8527	0.1472	0	0	0
Public- Non Institutions	Poll	1,56,730	0.2574	1,56,730	0	100.0000	0.0000	0	0	0
	Postal Ballot (if applicable)	6,08,79,254	0	0	0	0.0000	0.0000	0	0	0
	Total	17,27,154	2.837	17,24,842	2,312	99.8661	0.1339	0	0	0
Total	14,02,12,408	7,86,54,109	56.0964	6,41,82,029	1,44,72,080	81.6004	18.3996	0	0	0



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To approve and authorise the payment of managerial remuneration to Mr. Samir Dhir, Managing Director & CEO of the Company in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013									
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	100.0000	3,94,97,931	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	3,94,97,931								
	Total		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		3,71,22,254	93.1895	3,61,30,449	9,91,805	97.3282	2.6717	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	3,98,35,223								
	Total		3,71,22,254	93.1895	3,61,30,449	9,91,805	97.3283	2.6717	0	0
Public- Non Institutions	E-Voting		15,70,163	2.5791	15,24,557	45,606	97.0954	2.9045	0	0
	Poll		1,56,730	0.2574	1,56,730	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	6,08,79,254								
	Total		17,26,893	2.8365	16,81,287	45,606	97.3591	2.6409	0	0
	Total	14,02,12,408	7,83,47,078	55.8774	7,73,09,667	10,37,411	98.6759	1.3241	0	0

Resolution No.	6																																																																																																																																																																																																																												
Resolution required: (Ordinary/ Special)	SPECIAL - To approve and authorise the payment of managerial remuneration to Mr. P Srikar Reddy, Executive Vice Chairman & Whole-Time Director of the Company in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013																																																																																																																																																																																																																												
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes																																																																																																																																																																																																																												
Category																																																																																																																																																																																																																													
	<table border="1"> <thead> <tr> <th>Mode of Voting</th> <th>No. of shares held (1)</th> <th>No. of votes polled (2)</th> <th>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</th> <th>No. of Votes – in favour (4)</th> <th>No. of Votes – against (5)</th> <th>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</th> <th>% of Votes against on votes polled (7)=[(5)/(2)]*100</th> <th>Votes Invalid</th> <th>Votes Abstained</th> </tr> </thead> <tbody> <tr> <td>E-Voting</td> <td></td> <td>3,94,97,931</td> <td>100.0000</td> <td>3,94,97,931</td> <td>0</td> <td>100.0000</td> <td>0.0000</td> <td>0</td> <td>0</td> </tr> <tr> <td>Poll</td> <td>3,94,97,931</td> <td></td> <td>0.0000</td> <td></td> <td>0</td> <td>0.0000</td> <td>0.0000</td> <td>0</td> <td>0</td> </tr> <tr> <td>Postal Ballot (if applicable)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td><b>Total</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Promoter and Promoter Group</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>E-Voting</td> <td></td> <td>3,94,97,931</td> <td>100.0000</td> <td>3,94,97,931</td> <td>0</td> <td>100.0000</td> <td>0.0000</td> <td>0</td> <td>0</td> </tr> <tr> <td>Poll</td> <td></td> <td>3,71,34,911</td> <td>93.2213</td> <td>3,61,56,543</td> <td>9,78,368</td> <td>97.3653</td> <td>2.6346</td> <td>0</td> <td>0</td> </tr> <tr> <td>Postal Ballot (if applicable)</td> <td>3,98,35,223</td> <td></td> <td>0.0000</td> <td>0</td> <td>0</td> <td>0.0000</td> <td>0.0000</td> <td>0</td> <td>0</td> </tr> <tr> <td><b>Total</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Public- Institutions</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>E-Voting</td> <td></td> <td>3,71,34,911</td> <td>93.2213</td> <td>3,61,56,543</td> <td>9,78,368</td> <td>97.3654</td> <td>2.6346</td> <td>0</td> <td>0</td> </tr> <tr> <td>Poll</td> <td></td> <td>15,70,163</td> <td>2.5791</td> <td>15,45,965</td> <td>24,198</td> <td>98.4588</td> <td>1.5411</td> <td>0</td> <td>0</td> </tr> <tr> <td>Postal Ballot (if applicable)</td> <td>6,08,79,254</td> <td></td> <td>0.2574</td> <td>1,56,730</td> <td>0</td> <td>100.0000</td> <td>0.0000</td> <td>0</td> <td>0</td> </tr> <tr> <td><b>Total</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Public- Non Institutions</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>E-Voting</td> <td></td> <td>17,26,893</td> <td>2.8365</td> <td>17,02,695</td> <td>24,198</td> <td>98.5988</td> <td>1.4012</td> <td>0</td> <td>0</td> </tr> <tr> <td>Postal Ballot (if applicable)</td> <td>14,02,12,408</td> <td></td> <td>55.8864</td> <td>7,73,57,169</td> <td>10,02,566</td> <td>98.7206</td> <td>1.2794</td> <td>0</td> <td>0</td> </tr> <tr> <td><b>Total</b></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	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	E-Voting		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0	Poll	3,94,97,931		0.0000		0	0.0000	0.0000	0	0	Postal Ballot (if applicable)										<b>Total</b>										Promoter and Promoter Group																				E-Voting		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0	Poll		3,71,34,911	93.2213	3,61,56,543	9,78,368	97.3653	2.6346	0	0	Postal Ballot (if applicable)	3,98,35,223		0.0000	0	0	0.0000	0.0000	0	0	<b>Total</b>										Public- Institutions																				E-Voting		3,71,34,911	93.2213	3,61,56,543	9,78,368	97.3654	2.6346	0	0	Poll		15,70,163	2.5791	15,45,965	24,198	98.4588	1.5411	0	0	Postal Ballot (if applicable)	6,08,79,254		0.2574	1,56,730	0	100.0000	0.0000	0	0	<b>Total</b>										Public- Non Institutions																				E-Voting		17,26,893	2.8365	17,02,695	24,198	98.5988	1.4012	0	0	Postal Ballot (if applicable)	14,02,12,408		55.8864	7,73,57,169	10,02,566	98.7206	1.2794	0	0	<b>Total</b>									
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																																																																																																																																																																																																																				
E-Voting		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0																																																																																																																																																																																																																				
Poll	3,94,97,931		0.0000		0	0.0000	0.0000	0	0																																																																																																																																																																																																																				
Postal Ballot (if applicable)																																																																																																																																																																																																																													
<b>Total</b>																																																																																																																																																																																																																													
Promoter and Promoter Group																																																																																																																																																																																																																													
E-Voting		3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0																																																																																																																																																																																																																				
Poll		3,71,34,911	93.2213	3,61,56,543	9,78,368	97.3653	2.6346	0	0																																																																																																																																																																																																																				
Postal Ballot (if applicable)	3,98,35,223		0.0000	0	0	0.0000	0.0000	0	0																																																																																																																																																																																																																				
<b>Total</b>																																																																																																																																																																																																																													
Public- Institutions																																																																																																																																																																																																																													
E-Voting		3,71,34,911	93.2213	3,61,56,543	9,78,368	97.3654	2.6346	0	0																																																																																																																																																																																																																				
Poll		15,70,163	2.5791	15,45,965	24,198	98.4588	1.5411	0	0																																																																																																																																																																																																																				
Postal Ballot (if applicable)	6,08,79,254		0.2574	1,56,730	0	100.0000	0.0000	0	0																																																																																																																																																																																																																				
<b>Total</b>																																																																																																																																																																																																																													
Public- Non Institutions																																																																																																																																																																																																																													
E-Voting		17,26,893	2.8365	17,02,695	24,198	98.5988	1.4012	0	0																																																																																																																																																																																																																				
Postal Ballot (if applicable)	14,02,12,408		55.8864	7,73,57,169	10,02,566	98.7206	1.2794	0	0																																																																																																																																																																																																																				
<b>Total</b>																																																																																																																																																																																																																													

Resolution No.	SPECIAL - To approve and authorise the payment of managerial remuneration exceeding limits of overall maximum remuneration prescribed under Section 197 and Schedule V of the Companies Act, 2013									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	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	100.0000	3,94,97,931	0	100.0000	0.0000	0	0	0
	Postal Ballot (if applicable)	3,94,97,931	0.0000	0	0	0.0000	0.0000	0	0	0
	Total	3,94,97,931	100.0000	3,94,97,931	0	100.0000	0.0000	0	0	0
Public- Institutions	E-Voting	3,71,34,911	93.2213	3,62,58,078	8,76,833	97.6387	2.3612	0	0	0
	Postal Ballot (if applicable)	3,98,35,223	0.0000	0	0	0.0000	0.0000	0	0	0
	Total	3,71,34,911	93.2213	3,62,58,078	8,76,833	97.6388	2.3612	0	0	0
Public- Non Institutions	E-Voting	6,08,79,254	2.5785	15,43,403	26,365	98.3204	1.6795	0	0	0
	Postal Ballot (if applicable)	6,08,79,254	0.2574	1,56,730	0	100.0000	0.0000	0	0	0
	Total	17,26,498	0.0000	17,00,133	26,365	98.4729	1.5271	0	0	0
	Total	14,02,12,408	55.8862	7,74,56,142	9,03,198	98.8474	1.1526	0	0	0





---

## **REPORT OF SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

28<sup>th</sup> (Twenty-Eight) Annual General Meeting (AGM) of the Equity Shareholders of **Sonata Software Limited** held on Monday, July 31, 2023, at 10:00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Mahabaleshwar V. Bhat, Practicing Company Secretary, at No. 224, Ground Floor, 2<sup>nd</sup> '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 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Monday, July 31, 2023 at 10:00 a.m. (IST) through VC and 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 28<sup>th</sup> 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 July 04, 2023 of the 28<sup>th</sup> 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 and 10/2022 & 11/2022 dated December 28, 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 and and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (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 28<sup>th</sup> AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 11, 2023, the remote e-voting commenced at 9:00 a.m. (IST) on July 28, 2023 and closed at 5:00 p.m. (IST) on July 30, 2023.
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 July 21, 2023, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 28<sup>th</sup> 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 31<sup>st</sup> March, 2023 together with the Reports of the Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 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
554	7,85,63,117	99.88

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	93,125	0.12

(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 confirm the payment of Interim Dividend of Rs. 7/- (Rupees seven only) per equity share of par value of Rs. 1/- each already paid, and to declare additional Final Dividend of Rs. 8.75/- (Rupees eight and seventy five paise only) per equity share of par value of Rs. 1/- each for the Financial Year ended March 31, 2023.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
556	7,86,55,309	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	933	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. Viren Raheja (DIN: 00037592), 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
399	6,41,82,029	81.60

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
158	1,44,72,080	18.40

(iii) **Invalid** votes:

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

d) **Resolution-4: Special Resolution**

To approve the amendment to the Employee Stock Option Plan, 2013 of the Company and to authorise the ESOP Trust to purchase or acquire equity shares 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
523	7,72,24,669	98.18

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
33	14,29,438	1.82

(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 and authorise the payment of managerial remuneration to Mr. Samir Dhir, Managing Director & CEO of the Company in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
510	7,73,09,667	98.68

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	10,37,411	1.32

(iii) **Invalid** votes:

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

f) **Resolution-6: Special Resolution**

To approve and authorise the payment of managerial remuneration to Mr. P Srikar Reddy, Executive Vice Chairman & Whole-Time Director of the Company in excess of the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
514	7,73,57,169	98.72

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
41	10,02,566	1.28

(iii) **Invalid** votes:

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



g) **Resolution-7: Special Resolution**

To approve and authorise the payment of managerial remuneration exceeding limits of overall maximum remuneration prescribed under Section 197 and Schedule V of the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
512	7,74,56,142	98.85

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	9,03,198	1.15

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

Thanking you,

Place: Bengaluru  
Dated: August 01, 2023

For Sonata Software Limited  
Mangal  
Krishnarao  
Kulkarni  
Mangal Kulkarni  
Company Secretary, Compliance Officer & Head Legal

Digitally signed by Mangal  
Krishnarao Kulkarni  
Date: 2023.08.01 17:49:01  
+05'30'

Yours faithfully,

MAHABALES  
HWAR BHAT

Digitally signed by  
MAHABALESHWAR BHAT  
Date: 2023.08.01 14:13:13  
+05'30'

CS M V BHAT  
FCS No. 12261 / COP No. 19221  
Scrutinizer  
UDIN: F012261E000716294