

7th August, 2024

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 29th Annual General Meeting (AGM) along with Scrutinizer's Report

With reference to the captioned subject, we hereby enclose the voting results of 29th 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 May 7, 2024 of the 29th 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 and on the website of NSDL at www.evoting.nsdl.com.

Please take the same on record.

Thanking you,

Yours faithfully

For **Sonata Software Limited**

**Mangal
Krishnarao
Kulkarni**

Digitally signed by
Mangal Krishnarao
Kulkarni
Date: 2024.08.07
17:51:21 +05'30'

Mangal Kulkarni

Company Secretary, Compliance Officer and Head Legal

Encl.: as above

Company Name	SONATA SOFTWARE LIMITED
Date of the AGM/EGM	06-08-2024
Total number of shareholders on record date	159284
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	82

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the Financial Year ended March 31, 2024									
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 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	7,89,95,862	7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,95,22,907	8,68,52,609	87.2690	8,68,52,609	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,68,52,609	87.269	8,68,52,609	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,19,06,047	3,86,42,880	37.9201	3,86,42,603	277	99.9992	0.0007	0	0
	Poll		2,580	0.0025	2,580	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,86,45,460	37.9226	3,86,45,183	277	99.9993	0.0007	0	0
	Total	28,04,24,816	20,44,93,931	72.9229	20,44,93,654	277	99.9999	0.0001	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend									
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 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	7,89,95,862	7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,95,22,907	8,68,52,609	87.2690	8,68,52,609	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,68,52,609	87.269	8,68,52,609	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,19,06,047	3,86,42,895	37.9201	3,86,40,939	1,956	99.9949	0.0050	0	0
	Poll		2,580	0.0025	2,580	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,86,45,475	37.9226	3,86,43,519	1,956	99.9949	0.0051	0	0
Total	Total	28,04,24,816	20,44,93,946	72.9229	20,44,91,990	1,956	99.9990	0.0010	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Shyam Bhupatirai Ghia as a Director liable to retire by rotation									
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 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	7,89,95,862	7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,95,22,907	8,68,52,609	87.2690	5,31,12,428	3,37,40,181	61.1523	38.8476	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,68,52,609	87.269	5,31,12,428	3,37,40,181	61.1524	38.8476	0	0
Public- Non Institutions	E-Voting	10,19,06,047	3,86,36,064	37.9134	3,86,34,373	1,691	99.9956	0.0043	0	0
	Poll		2,580	0.0025	2,580	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,86,38,644	37.9159	3,86,36,953	1,691	99.9956	0.0044	0	0
	Total	28,04,24,816	20,44,87,115	72.9205	17,07,45,243	3,37,41,872	83.4993	16.5007	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828) as an Independent Director 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 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	7,89,95,862	7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,95,22,907	8,68,52,609	87.2690	8,19,23,894	49,28,715	94.3251	5.6748	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,68,52,609	87.269	8,19,23,894	49,28,715	94.3252	5.6748	0	0
Public- Non Institutions	E-Voting	10,19,06,047	3,86,35,669	37.9130	3,86,34,247	1,422	99.9963	0.0036	0	0
	Poll		2,580	0.0025	2,580	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,86,38,249	37.9155	3,86,36,827	1,422	99.9963	0.0037	0	0
Total	Total	28,04,24,816	20,44,86,720	72.9203	19,95,56,583	49,30,137	97.5890	2.4110	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Ms. Mona Ninad Desai (DIN: 03065966) as an Independent Director 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 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	7,89,95,862	7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,95,22,907	8,68,52,609	87.2690	8,22,38,894	46,13,715	94.6878	5.3121	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,68,52,609	87.269	8,22,38,894	46,13,715	94.6879	5.3121	0	0
Public- Non Institutions	E-Voting	10,19,06,047	3,86,35,319	37.9127	3,86,34,207	1,112	99.9971	0.0028	0	0
	Poll		2,580	0.0025	2,580	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,86,37,899	37.9152	3,86,36,787	1,112	99.9971	0.0029	0	0
Total		28,04,24,816	20,44,86,370	72.9202	19,98,71,543	46,14,827	97.7432	2.2568	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Sanjay K Asher (DIN: 00008221) as an Independent Director of the Company, for a second term of five consecutive years									
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 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	7,89,95,862	7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,89,95,862	100.0000	7,89,95,862	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9,95,22,907	8,68,52,609	87.2690	6,84,27,252	1,84,25,357	78.7854	21.2145	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		8,68,52,609	87.269	6,84,27,252	1,84,25,357	78.7855	21.2145	0	0
Public- Non Institutions	E-Voting	10,19,06,047	3,86,36,069	37.9134	3,86,34,174	1,895	99.9950	0.0049	0	0
	Poll		2,580	0.0025	2,580	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,86,38,649	37.9159	3,86,36,754	1,895	99.9951	0.0049	0	0
Total	Total	28,04,24,816	20,44,87,120	72.9205	18,60,59,868	1,84,27,252	90.9886	9.0114	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,

29th (Twenty-Ninth) Annual General Meeting (AGM) of the Equity Shareholders of **Sonata Software Limited** held on Tuesday, August 06, 2024, at 02:30 p.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, 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 29th Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, August 06, 2024 at 02:30 p.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 29th 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 May 07, 2024 of the 29th 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. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the 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 29th AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 18, 2024, the remote e-voting commenced at 9:00 a.m. (IST) on August 02, 2024 and closed at 5:00 p.m. (IST) on August 05, 2024.
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 26, 2024, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 29th 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, 2024 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, 2024 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
687	20,44,93,654	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	277	0.01

- (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. 4.40/- (Four Rupees & Forty Paise only) per equity share of par value of Rs. 1/- each for the Financial Year ended March 31, 2024.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
689	20,44,91,990	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1,956	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 as a Director liable to retire by rotation.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
572	17,07,45,243	83.50

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
119	3,37,41,872	16.50

(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**

Appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828) as an Independent 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
660	19,95,56,583	97.59

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	49,30,137	2.41

(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**

Appointment of Ms. Mona Ninad Desai (DIN: 03065966) as an Independent 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
664	19,98,71,543	97.74

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	46,14,827	2.26

(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**

Re-appointment of Mr. Sanjay K Asher (DIN: 00008221) as an Independent Director of the Company, for a second term of five consecutive 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
623	18,60,59,868	90.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
74	1,84,27,252	9.01

(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 29th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

MAHABALES
HWAR BHAT

Digitally signed by
MAHABALESHWAR BHAT
Date: 2024.08.07 13:42:38 +05'30'

Place: Bengaluru
Dated: August 07, 2024

CS M V BHAT
FCS No. 12261 / COP No. 19221
Scrutinizer
UDIN: F012261F000917924

For Sonata Software Limited
Mangal
Krishnarao
Kulkarni
Mangal Kulkarni

Digitally signed by
Mangal Krishnarao
Kulkarni
Date: 2024.08.07
17:45:38 +05'30'

Company Secretary, Compliance Officer and Head Legal