

1st August, 2025

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 Sirs/Madam,

Sub: Submission of the Scrutinizer's report of the 30th Annual General Meeting (AGM)

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer's Report of 30th Annual General Meeting of the Members of the Company held on Thursday, 31st July, 2025. The said resolutions have been approved by the Members with requisite majority.

Please take the same on record.

Thanking you,

Yours faithfully,
For **Sonata Software Limited**

Mangal Kulkarni
Company Secretary, Compliance Officer and Head Legal

Encl.: as above



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,

30th (Thirtieth) Annual General Meeting (AGM) of the Equity Shareholders of **Sonata Software Limited** held on Thursday, 31st July, 2025, at 04:00. p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Mahabaleshwar V. Bhat, Practicing Company Secretary, at No. 98, 'Vaishnavi', Sri Sri Tapovana Layout, Kaggalipura, Uttarahalli Hobli, Bengaluru, 560082, 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 30th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 31st July, 2025 at 4:00 p.m. (IST) through VC / OAVM 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 30th 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 07th May, 2025 of the 30th 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. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 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 30th AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 07th July, 2025, the remote e-voting commenced at 9:00 a.m. (IST) on 27th July, 2025 and closed at 5:00 p.m. (IST) on 30th July, 2025.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC / OAVM 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 23rd July, 2025, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 30th 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 / OAVM 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, 2025 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, 2025 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
596	20,24,49,912	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	22	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 declare Final Dividend of ₹ 4.40/- (Four Rupees & Forty Paise only) per equity share of par value of ₹ 1/- each for the Financial Year ended 31st March, 2025.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
597	20,24,52,512	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	1,879	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 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
571	20,14,17,462	99.60

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	8,05,864	0.40

(iii) **Invalid** votes:

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

d) **Resolution-4: Ordinary Resolution**

Appointment of M/s. GDR & Partners LLP, as the Secretarial Auditors 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
592	20,22,22,990	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	436	0.01

(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 30th 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: 2025.08.01 12:40:37
+05'30'

Place: Bengaluru
Dated: 1st August, 2025

CS M V BHAT
FCS No. 12261 / CoP No. 19221
Scrutinizer
UDIN: F012261G000909256

	SONATA SOFTWARE LTD
Date of the AGM/EGM	31-07-2025
Total number of shareholders on record date	204061
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:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the Financial Year ended 31st March, 2025									
promoter group are interested in the	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	votes polled (6)=[(4)/(2)]*100	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	10,02,70,209	9,10,95,802	90.8503	9,10,95,802	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		9,10,95,802	90.8503	9,10,95,802	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,11,58,745	3,22,35,799	31.8665	3,22,35,777	22	99.9999	0.0000	0	0
	Poll		1,22,471	0.1211	1,22,471	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,23,58,270	31.9876	3,23,58,248	22	99.9999	0.0001	0	0
	Total	28,04,24,816	20,24,49,934	72.1940	20,24,49,912	22	100.0000	0.0000	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend									
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	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	10,02,70,209	9,11,00,259	90.8548	9,11,00,259	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		9,11,00,259	90.8548	9,11,00,259	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,11,58,745	3,22,35,799	31.8665	3,22,33,920	1,879	99.9941	0.0058	0	0
	Poll		1,22,471	0.1211	1,22,471	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,23,58,270	31.9876	3,23,56,391	1,879	99.9942	0.0058	0	0
	Total	28,04,24,816	20,24,54,391	72.1956	20,24,52,512	1,879	99.9991	0.0009	0	0

Resolution No.	3									
Resolution required: (Ordinary/	ORDINARY - Appointment of Mr. Viren Raheja as a Director liable to retire by rotation									
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	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	10,02,70,209	9,08,73,394	90.6285	9,00,70,899	8,02,495	99.1169	0.8830	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		9,08,73,394	90.6285	9,00,70,899	8,02,495	99.1169	0.8831	0	0
Public- Non Institutions	E-Voting	10,11,58,745	3,22,31,599	31.8624	3,22,28,230	3,369	99.9895	0.0104	0	0
	Poll		1,22,471	0.1211	1,22,471	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,23,54,070	31.9835	3,23,50,701	3,369	99.9896	0.0104	0	0
	Total	28,04,24,816	20,22,23,326	72.1132	20,14,17,462	8,05,864	99.6015	0.3985	0	0

Resolution No.	4									
Special)	SPECIAL - Appointment of M/s. GDR & Partners LLP, as the Secretarial Auditors of the Company									
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	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	10,02,70,209	9,08,73,394	90.6285	9,08,73,394	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		9,08,73,394	90.6285	9,08,73,394	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	10,11,58,745	3,22,31,699	31.8625	3,22,31,263	436	99.9986	0.0013	0	0
	Poll		1,22,471	0.1211	1,22,471	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,23,54,170	31.9836	3,23,53,734	436	99.9987	0.0013	0	0
	Total	28,04,24,816	20,22,23,426	72.1132	20,22,22,990	436	99.9998	0.0002	0	0