

1st 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 Scrutinizer's report of the 28th 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 28th Annual General Meeting of the Members of the Company held on Monday, 31st July, 2023. 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

Krishnarao

Kulkarni

Mangal Kulkarni

Company Secretary, Compliance Officer and Head Legal

Digitally signed by Mangal
Krishnarao Kulkarni
Date: 2023.08.01 18:01:29
+05'30'

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,

28th (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, 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 28th 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 28th 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 28th 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 28th 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 28th 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, 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 31st 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 28th 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