



SONATA SOFTWARE LIMITED



18<sup>th</sup> March, 2019

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai  
Kind Attn: Manager, Listing Department  
Email Id: [neaps@nse.co.in](mailto: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](mailto:listing.centre@bseindia.com)  
Stock Code - 532221

Dear Sir/Madam,

**Subject: Voting results and Scrutinizer Report on Postal Ballot**

With reference to our disclosure dated February 13, 2019, seeking approval of the members by way of Postal Ballot (including voting by electronic means) on the following resolutions:

1. To approve continuation of directorship of Mr. B. K. Syngal (DIN: 00002395) as an Independent Director of the Company.
2. To approve continuation of directorship of Mr. Suresh Talwar (DIN: 00001456) as an Independent Director of the Company.

The voting on postal ballot concluded at 17.00 hours on March 16, 2019, and the Scrutinizer has submitted his report on the Postal Ballot Result (including e-voting) on March 18, 2019.

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we would like to inform you that above said resolutions have been passed with the requisite majority. The details of votes cast by members are given in the attached Annexure A.

As required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Scrutinizer's Report on the Postal Ballot (including e-voting) is enclosed as Annexure B.

The voting results along with Scrutiniser's report will be uploaded on the Company's website [www.sonata-software.com](http://www.sonata-software.com) and on the website of Karvy Fintech Pvt Ltd., the Registrar and Share Transfer Agents of the Company at [www.karvy.com](http://www.karvy.com)

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Sonata Software Limited**

**Prasanna Oke**  
Chief Financial Officer

Company Name	SONATA SOFTWARE LTD
Date of the AGM/EGM	NA
Total number of shareholders on record date	41468
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

Resolution required: (Ordinary/ Special)	SPECIAL - 1 To approve continuation of directorship of Mr. B. K. Syngal 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
Promoter and Promoter Group	E-Voting	29623450	29623450	100.0000	29623450	0	100.0000	0.0000
	Poll	29623450	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	29623450	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	24616674	18483526	75.0854	16673698	1809828	90.2084	9.7915
	Poll	24616674	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24616674	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	50919182	3039755	5.9698	3017107	22648	99.2549	0.7450
	Poll	50919182	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	50919182	126155	0.2478	119894	6261	95.0370	4.9629
Total		105159306	51272886	48.7573	49434149	1838737	96.4138	3.5862



Resolution required: (Ordinary/ Special)	SPECIAL - 2. To approve continuation of directorship of Mr. Suresh Talwar 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
Promoter and Promoter Group	E-Voting	29623450	29623450	100.0000	29623450	0	100.0000	0.0000
	Poll	29623450	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	29623450	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	24616674	18483526	75.0854	16190104	2293422	87.5920	12.4079
	Poll	24616674	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24616674	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	50919182	3039755	5.9698	3038442	1313	99.9568	0.0431
	Poll	50919182	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	50919182	126155	0.2478	119894	6261	95.0370	4.9629
Total		105159306	51272886	48.7573	48971890	2300996	95.5123	4.4877



**PARAMESHWAR G. BHAT**

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

Company Secretary

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Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080  
Tel : +91 80 23610847  
Telefax : +91 80 41231106  
e-mail : parameshwar@vjkt.in  
parameshwar.g.bhat@gmail.com

**REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS**

Private & Confidential

{Strictly to the addressee only}

18<sup>th</sup> March, 2019

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, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru-560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot undertaken by the Company vide Postal Ballot Notice dated 8<sup>th</sup> February, 2019 pursuant to Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 dated 8<sup>th</sup> February, 2019, based on the report provided by Karvy Fintech Private Limited (Karvy), the Agency engaged by the Company to provide e-voting facility and ballots received through post up to 16<sup>th</sup> March, 2019.

In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 15<sup>th</sup> February, 2019 (10.00 A.M. IST) till 16<sup>th</sup> March, 2019

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(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 details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolutions that was put to vote, was derived from the Ballot received and the report generated from the e-voting website of Karvy Fintech Private Limited i.e. <https://evoting.karvy.com> and based on such reports,

- a. 231 members have cast their votes through remote e-voting.
- b. 176 members have cast their votes through Postal Ballot.

On verification of 407 Ballots received by post and voting through e-Voting, up to 16<sup>th</sup> March, 2019 from the Shareholders of SONATA SOFTWARE LIMITED, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

**VOTING ANALYSIS CONSIDERING BOTH E-VOTING AND POSTAL BALLOT PAPER RECEIVED:**

**I. Approval for continuation of term of Mr. B K Syngal (DIN: 00002395) as an Independent Director of the Company:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% on Total Valid Votes Cast
	Remote E-voting		Postal Ballot Form		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	197	49314255	155	119894	352	49434149	96.41
Dissent	28	1832476	10	6261	38	1838737	3.59
Total	225	51146731	165	126155	390	51272886	100.00
Invalid/ Abstained	6	373271	11	1868	17	375139	NA



**II. Approval for continuation of Mr. Suresh Talwar (DIN: 00001456) as an Independent Director of the Company:**

**SPECIAL RESOLUTION:**

Particulars	No. of votes contained in						% Total Valid Votes Cast
	Remote E-voting		Ballot Form		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	194	48851996	155	119894	349	48971890	95.51
Dissent	31	2294735	10	6261	41	2300996	4.49
Total	225	51146731	165	126155	390	51272886	100.00
Invalid/ Abstained	6	373271	11	1868	17	375139	NA

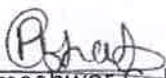
The Postal Ballots which were not signed or the signature which are not tallied with the specimen signatures maintained by the RTA was treated as invalid. Further the shareholders who have voted twice i.e. through e-voting as well as Postal Ballot have been taken considered only for the e-voting and the Postal Ballots received from those shareholders were treated as invalid. Further the shareholders who cast their vote partially have been taken in to consideration partially as the case may be.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the Postal Ballot Papers received as per details above. E-voting statement is being furnished to you.

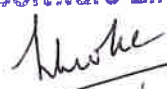
Thanking you

Yours faithfully

  
Parameshwar G. Bhat  
Company Secretary  
FCS: 8860; CP: 11004



**For Sonata Software Limited**

  
**Authorised Signatory**

Encl: As above