

1<sup>st</sup> December, 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 Sirs/Madam,

**Sub: Submission of the Scrutinizer's Report on Postal Ballot**

This is further to our letter dated 30<sup>th</sup> October, 2023 submitting the Postal Ballot Notice dated 25<sup>th</sup> October, 2023 to the Members seeking their approval for the following items:

1. Increase in the Authorized Share Capital of the Company
2. Alteration of the Capital Clause of the Memorandum of Association of the Company
3. Alteration of the Capital Clause of the Articles of Association of the Company
4. Issue of Bonus Shares

We further inform that pursuant to the applicable provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, from time to time, the Company conducted the Postal Ballot as set out in the Notice of Postal Ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please note that based on the Report of Scrutinizer, we hereby inform that the Members of the Company have duly passed all the aforesaid resolutions with requisite majority. The said Resolutions has been passed effectively on the last date specified for remote e-voting i.e., Thursday, 30<sup>th</sup> November, 2023.

Please find enclosed Scrutinizer's Report. The same will also 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 Kulkarni**  
**Company Secretary, Compliance Officer and Head Legal**

Encl: As above



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## **REPORT OF SCRUTINIZER**

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)  
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,  
Board of Directors  
Sonata Software Limited  
CIN: L72200MH1994PLC082110  
208, T V Industrial Estate, 2nd floor,  
S. K. Ahire Marg, Worli,  
Mumbai – 400 030

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** ("the Company") for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated October 25, 2023 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.

2. In accordance with the Notice of the Postal Ballot dated October 25, 2023, dispatched to the shareholders through electronic mode whose email addresses are registered with the Company / Depositories on October 30, 2023, in compliance with the MCA General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on October 31, 2023 in English and Marathi, the voting commenced on November 01, 2023 at 9:00 a.m. (IST) and ended on November 30, 2023 5:00 p.m. (IST) for remote e-voting process ("e-voting"). The e-voting facility was provided by National Securities Depository Limited ("NSDL"). The votes were unblocked at around 05:03 p.m. (IST) on November 30, 2023 and the e-voting summary statement was downloaded from e-voting website of NSDL (<https://www.evoting.nsdl.com>).
3. The Equity Shareholders holding shares as on October 27, 2023, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
4. My report on the results of the voting is based on the data downloaded from the NSDL in respect of the resolutions contained in the Notice of the Postal Ballot.

5. The result of the voting is as under:

a) **Resolution-1: Ordinary Resolution**

**Increase in the authorized share capital of the company.**

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
945	9,41,73,861	99.14

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
48	8,17,216	0.86

iii. **Invalid** votes :

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

b) **Resolution-2: Special Resolution****Alteration of the capital clause of the Memorandum of Association of the Company.**i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
939	9,42,71,276	99.25

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
47	7,16,578	0.75

iii. **Invalid** votes :

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

c) **Resolution-3: Special Resolution****Alteration of the capital clause of the Articles of Association of the Company.**i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
940	9,42,71,549	99.25

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
46	7,16,305	0.75

iii. **Invalid** votes :

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

d) **Resolution-4: Ordinary Resolution****Issue of Bonus shares**i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
958	9,31,52,530	98.07

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
31	18,35,631	1.93

iii. **Invalid** votes :

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

6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

MAHABALESHWAR BHAT  
WAR BHAT

Digitally signed by  
MAHABALESHWAR BHAT  
Date: 2023.12.01 15:44:55  
+05'30'

CS M V BHAT

FCS No. 12261 / COP No. 19221

Scrutinizer

UDIN: F012261E002782501

Place: Bengaluru  
Dated: December 01, 2023

For Sonata Software Limited