



SONATA SOFTWARE LIMITED



14<sup>th</sup> August, 2018

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,

Sub: Submission of the voting results of the 23<sup>rd</sup> Annual General Meeting (AGM) along with Scrutiniser's report

With reference to the captioned subject, we hereby enclose the voting results of 23<sup>rd</sup> 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 July 3, 2018 of the 23<sup>rd</sup> Annual General Meeting have been passed by the shareholders 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 Scrutiniser on remote voting and through ballot paper at the AGM.

The voting results along with Scrutiniser's report will be uploaded on the Company's website [www.sonatasoftware.com](http://www.sonatasoftware.com) and on the website of Karvy Computershare Private Limited at [www.karvy.com](http://www.karvy.com)

Kindly take the same on record.

Thanking you,

Yours faithfully  
For Sonata Software Limited

Kundan K Lal  
Company Secretary and Compliance Officer

Encl: as above

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Year	Total	No.	No.	No.
1990	100	100	100	100
1991	100	100	100	100
1992	100	100	100	100
1993	100	100	100	100
1994	100	100	100	100
1995	100	100	100	100
1996	100	100	100	100
1997	100	100	100	100
1998	100	100	100	100
1999	100	100	100	100
2000	100	100	100	100
2001	100	100	100	100
2002	100	100	100	100
2003	100	100	100	100
2004	100	100	100	100
2005	100	100	100	100
2006	100	100	100	100
2007	100	100	100	100
2008	100	100	100	100
2009	100	100	100	100
2010	100	100	100	100
2011	100	100	100	100
2012	100	100	100	100
2013	100	100	100	100
2014	100	100	100	100
2015	100	100	100	100
2016	100	100	100	100
2017	100	100	100	100
2018	100	100	100	100
2019	100	100	100	100
2020	100	100	100	100
2021	100	100	100	100
2022	100	100	100	100
2023	100	100	100	100
2024	100	100	100	100
2025	100	100	100	100
2026	100	100	100	100
2027	100	100	100	100
2028	100	100	100	100
2029	100	100	100	100
2030	100	100	100	100
2031	100	100	100	100
2032	100	100	100	100
2033	100	100	100	100
2034	100	100	100	100
2035	100	100	100	100
2036	100	100	100	100
2037	100	100	100	100
2038	100	100	100	100
2039	100	100	100	100
2040	100	100	100	100
2041	100	100	100	100
2042	100	100	100	100
2043	100	100	100	100
2044	100	100	100	100
2045	100	100	100	100
2046	100	100	100	100
2047	100	100	100	100
2048	100	100	100	100
2049	100	100	100	100
2050	100	100	100	100
2051	100	100	100	100
2052	100	100	100	100
2053	100	100	100	100
2054	100	100	100	100
2055	100	100	100	100
2056	100	100	100	100
2057	100	100	100	100
2058	100	100	100	100
2059	100	100	100	100
2060	100	100	100	100
2061	100	100	100	100
2062	100	100	100	100
2063	100	100	100	100
2064	100	100	100	100
2065	100	100	100	100
2066	100	100	100	100

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When the agency Catered	From and P around	in institutions	public institutions	total
1970-1974	1975-1979	1980-1984	1985-1989	1990-1994



Res uction	ther oter/promoter ro re th a/resolutio	Category	Mode of ng	No. of shares held	No. votes polled	Polled outstanding shares (3)=[(2)/(1)]* 100	Votes on No. Votes in favour (4)	o. of Votes – against (5)	% favour polled (6)=[(4)/(2)]*100	Votes on votes in (7)=[(5)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Promoter and Promoter Group	E-Voting	0161	32550161	100	32550161			100	0
					32550161	100	32550161			100	0
		Public- Institutions	E-Voting Poll	70111	16436628	72.8248	13984695	2451933	85.0825		14.9174
			otal		16436628	72.8248	13984695	2451933	85.0825		14.9174
		Non Institutions	E-Voting Poll		81146	0.1622	71115	10031	87.6383		12.3616
			Total		1581689	3.1609	1581689		100		0
					1662835	3.3231	1652804	10031	99.3968		0.6032
		Total		05159306	50649624	48.1647	48187660	2461964	95.1392		4.8608



Resolution required: (Ordinary/ Special)		Special – 4. Approve payment of commission to the Non- executive Directors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held (1)	No. votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		32550161	100	32550161	0	100	0	
	Poll	32550161	0	0	0	0	0	0	
	Total			100	32550161	0	100	0	
Public-Institutions	E-Voting		16436628	72.8248	16397028	39600	99.759	0.2409	
	Poll		0	0	0	0	0	0	
	Total	22570111	16436628	72.8248	16397028	39600	99.759	0.2409	
Public-Non Institutions	E-Voting		81146	0.1622	80679	467	99.4244	0.5755	
	Poll	50039034	1581689	3.1609	1581689	0	100	0	
	Total		1662835	3.3231	1662368	467	99.9719	0.0281	
Total		105159306	50649624	48.1647	50609557	40067	99.9209	0.0791	



Resolution required: (Ordinary)		Ordinary – 5. Approve delivery of documents through a specific mode on request by the member upon payment of a requisite fee.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	Votes in votes against (7)=[(5)/(2)]*100		
Promoter and Promoter Group	32550161	32550161	100	32550161	0	100	0		
		0	0	0	0	0	0		
		32550161	100	32550161	0	100	0		
Public-Non Institutions	22570111	16436628	72.8248	16436628	0	100	0		
		0	0	0	0	0	0		
		16436628	72.8248	16436628	0	100	0		
Total	50039034	81106	0.1621	72836	8270	89.8034	10.1965		
		1581689	3.1609	1581689	0	0	0		
		1662795	3.323	1654525	8270	99.5026	0.4974		
Total	105159306	50649584	48.1646	50641314	8270	99.9837	0.0163		



Resolution required: (Ordinary/ Special)		Ordinary – 6 Approve reclassification of the status of promoters shareholding into public shareholding.						
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 Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32550161	32550161	100	32550161	0	100	0
	Poll		0	0	0	0	0	0
	Total		32550161	100	32550161	0	100	0
Public-Institutions	E-Voting	22570111	15882728	70.3706	15882728	0	100	0
	Poll		0	0	0	0	0	0
	Total		15882728	70.3706	15882728	0	100	0
Public-Non Institutions	E-Voting	50039034	81146	0.1622	81041	105	99.8706	0.1293
	Poll		1581689	3.1609	1581689	0	100	0
	Total		1662835	3.3231	1662730	105	99.9937	0.0063
Total		105159306	50095724	47.6379	50095619	105	99.9998	0.0002





**PARAMESHWAR G. BHAT**

B.Com., LL.B, ML, MBA, ACS

Company Secretary

# 496/4, II Floor, 10th Cross

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

Dear Sir,

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]*

To

Mr. Pradip P. Shah

Chairman

Sonata Software Limited

Mumbai

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, Bangalore – 560 080, duly appointed as Scrutinizer by Sonata Software Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Papers at the 23<sup>rd</sup> Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the





The Members holding Equity Shares as on the "cut-off date" i.e. 6<sup>th</sup> August 2018 were:

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

### ORDINARY BUSINESS:

Item No.1: Adoption of Audited Financial Statements for the Financial Year 2017-18 (Including the consolidated Financial Statements):

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		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	142*	48436090	28	1581689	170*	50017779	100.00
Dissent	0	0	0	0	0	0	0.00
Total	142	48436090	28	1581689	170	50017779	100.00
Abstained/ Invalid	4*	631845*	0	0	4*	631845*	NA

\* One share holder exercised his vote partially and abstained from voting for his partial holding. However as the same is not prohibited under the Act, the votes cast by the said shareholder has been taken in to account accordingly.

Item No. 2: Confirmation of the payment of Interim Dividend of Rs. 3.75 per equity share (i.e. 375%) already paid and declare Final Dividend of Rs. 6.75 per equity share (i.e. 675%) for the Financial Year 2017-18:

Ordinary Resolution:

Particulars	No. of votes contained in					Percentage on Valid
	Remote E-voting		Ballot Papers		Total	
	No. of members voted			members voted	No. of Votes cast (shares)	
Assent	144	49067576	1581689	172	50649265	99.999
Dissent	1	359		1	359	0.001
Total	145	49067935	1689	173	5064	100.00
Abstained/ Invalid						NA

al\*

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**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of member s voted	No of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	
Assent	119*	46605971	28	1581689	147*	48187660	95.14
Dissent	27*	2461964	0	0	27*	2461964	4.86
Total	145*	49067935	28	1581689	173*	50649624	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

\* One share holder exercised his vote partially for assent and partially for dissent.

	of					in		Percentage on
								Valid votes
	No. of Votes cast (shares)	No. of member voted	No. of Votes cast	No. of member s voted	No. of Votes cast			
	140		1581689		50609557			
Dissent	5				40067			
Total	145	49067935	1581689		50640624			
Abstained/ Invalid	0	0	0	0	0			0

Item No. 5: Approve delivery of documents through a specific mode on request by the member upon payment of a requisite fee:

							Percentage on Valid votes
<u>Ordinary Resolution:</u>	-voting		Ballot				
	No. of votes contained in						
Particulars	Remote E	No. of Votes cast (shares)	members	Papers Votes cast (shares)	bers	Total of Votes cast (shares)	
	No. of mem		No. of	No. of	No. of		
	139	49059625		1581689	mem		
	5		voted		voted		
	144						
Assent	1		28		167	50641314	99.98
Dissent		8270	0	0	5	8270	0.02
Total		49067895	28	1581689	172	50649584	100.00
Abstained/ Invalid		40	0	0	1	40	NA

Item No. 6: Approve reclassification of the status of promoters shareholding into public shareholding:

		No.					Percentage on Valid votes
<u>Ordinary Resolution:</u>		of votes contained in			Total		
Particulars	Remote E-voting	No. of Votes cast (shares)	Ballot members voted	Papers No. of Votes cast	No. of members voted	No. of	
	No. of memb	48513930				Votes cast	99.999
	ers <sup>2</sup>	1			2	(shares) <sup>105</sup>	0.001
Total	voted <sup>143</sup>	48514035		(shares)	171	50095724	100.00
Assent Invalid	144	553900	28	1581689	169	50695819	



Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely.

Thanking You  
Yours Sincerely

FCS - 8860  
CP - 11004

Date: 13.08.2018  
Place: Mumbai

Para  
Practising Company Secretary  
FCS No.: 8860  
C. P. No.: 11004

Witnesses



2. Chinmaya Bhat

For **LIMITED**

Lal  
Company Secretary and Head of Legal