SONATA SOFTWARE LIMITED

9th August, 2016

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (E) Mumbai – 400 051
Stock Code - SONATSOFTW

BSE Limited
Listing Department
P.J. Towers, Dalal Street
Mumbai 400 001
Stock Code - 532221

Dear Sir/Madam,

Sub: Submission of the voting results of the 21st Annual General Meeting (AGM) alongwith Scrutiniser's report

With reference to the captioned subject, we hereby enclose the voting results of 21st 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.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 enclosed is the consolidated report of the Scrutiniser on remote e-voting and through ballot paper at the AGM.

Kindly take the same on record.

Thanking you,

Yours faithfully
for **SONATA SOFTWARE LIMITED**

PRIYA JASWANI
COMPANY SECRETARY

Encl: as above

	SONATA SOFTWARE LIMITED
Date of the AGM/EGM	08-08-2016
Total number of shareholders on record date	35146
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	46
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	1 (a) & (b)- ORDINARY - Adoption of Financial Statements for the Financial Year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon (Including the Consolidated Financial Statements).
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	32550161	32543501	99.98	32543501	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	17542904	9533152	54.34	9533152	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	55066241	164797	0.30	164797	0	100.00	0.00
	Poll		1570161	2.85	1570159	2	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	105159306	43811611	41.66	43811609	2	100.00	0.00



Resolution required: (Ordinary/ Special)	2. ORDINARY - Confirmation of the payment of First interim dividend of 350% and Second interim dividend of 550% (aggregating to Rs. 9/- per equity share of Re.1/- each and already paid) for the Financial Year 2015-16.							
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	32550161	32543501	99.98	32543501	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	17542904	11643019	66.37	11643019	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	55066241	164797	0.30	164797	0	100.00	0.00
	Poll		1570161	2.85	1570161	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	105159306	45921478	43.67	45921478	0	100.00	0.00



Resolution required: (Ordinary/ Special)	3. ORDINARY - Resolve not to fill the vacancy for the time being in the Board, caused by the retirement of Mr. M D Dalal, who retires by rotation and does not seek re-appointment.							
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	32550161	32543501	99.98	32543501	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	17542904	11643019	66.37	11565927	77092	99.34	0.66
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	55066241	164797	0.30	164767	30	99.98	0.02
	Poll		1570161	2.85	1570159	2	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	105159306	45921478	43.67	45844354	77124	99.83	0.17



Resolution required: (Ordinary/ Special)	4. ORDINARY - Ratification of appointment of Statutory Auditors and fixing their remuneration.							
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	32550161	32543501	99.98	32543501	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	17542904	11643019	66.37	11410536	232483	98.00	2.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	55066241	164797	0.30	164797	0	100.00	0.00
	Poll		1570161	2.85	1570159	2	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	105159306	45921478	43.67	45688993	232485	99.49	0.51



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 21st Annual General Meeting of
Sonata Software Limited,
Having Registered Office at :
208,T.V. Industrial Estate,
2nd Floor, S.K. Ahire Marg,
Worli, Mumbai- 400030

TWENTY FIRST ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF SONATA SOFTWARELIMITED HELD ON MONDAY 8TH AUGUST, 2016 AT 4:00 PM ATM.C. GHIA HALL, BHOGILAL HARGOVINDAS BUILDING, 18/20, KAIKHUSHRU DUBASH MARG (BEHIND PRINCE OF WALES MUSEUM),MUMBAI- 400001.

I, P.Sriram, Proprietor of P.Sriram& Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **SONATA SOFTWARELIMITED**, CIN: L72200MH1994PLC082110 ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting(AGM) held on 8th August, 2016 at the venue mentioned above pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') and the Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, in respect of resolutions contained in the Notice dated June 30, 2016 of the AGM held on August 8, 2016.

P. Sriram & Associates PCS Mandaveli, Chennai

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 8000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and poll at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

Report on scrutiny:

1. The Company has entered into an arrangement with Karvy Computershare Private Limited (KCPL) the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.

2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 1st August, 2016.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday, 5th August, 2016 (9:00 Hours IST) till Sunday, 7th August,2016 (17:00Hours IST) preceding the date of the AGM.

4. As on the cut-off date i.e. 1st August, 2016, there were 35146 Shareholders.

5. At the end of remote e-voting period on 7th August, 2016 at 17:00 HRS IST, voting portal of Karvy Computershare Private Limited was blocked forthwith.



Sriram Parthasarathy
Scrutinizer



Initial of the Chairman

6. After the poll ordered by the Chairman at the AGM, One poll box kept for polling was locked in my presence with due identification marks placed by me. The key of the poll box was handed over to the Chairman of the AGM after locking them.

7. After completion of the poll at the AGM, the poll box kept for voting were immediately opened by me in presence of Mr.Arunachalam & Mr.Mohan Muthuraj who are not the employees of the Company.

8. The Shareholders present in person or through proxy/Authorised Representatives at the AGM were 43 & 5 respectively.

9. On Monday, 8th August, 2016 at 17:00 Hours after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms.Nithya Pasupathy & Mr.Vignesh Balaji

10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Karvy Computershare Pvt Ltd, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of Poll.

11. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

12. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :

P. Sriram & Associates PCS Mandaveli, Chennai-28

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS i.e., REMOTE E- VOTING AND VOTING BY POLL IS AS UNDER:

ITEM NO. 1 (a)& (b): AS AN ORDINARY RESOLUTION

a) To receive, consider , approve and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2016 together with the Reports of the Directors and the Auditors thereon and

b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2016 together with the Reports of the Auditors thereon.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	24	90	02	0	03	-
Number of Votes Cast by Members	1570159	42241450	02	0	22497	-
% of total number of valid votes cast	99.9999%	100.00%	0.0001%	0	-	-

#9 Shareholders abstained from voting holding 2060559 shares

CONSOLIDATED RESULT ON VOTING ITEM NO: 1 (a) & (b)

Percentage of Votes in Favour –100.00%

Percentage of Votes against –0.00%

P. Sriram & Associates PCS Mandaveli, Chennai

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

ITEM NO.2: AS AN ORDINARY RESOLUTION

CONFIRMATION OF PAYMENT OF FIRST INTERIM DIVIDEND OF 350% AND SECOND INTERIM DIVIDEND OF 550% FOR THE FINANCIAL YEAR 2015-16

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	26	99	0	0	03	-
Number of Votes Cast by Members	1570161	44351317	0	0	22497	-
% of total number of valid votes cast	100.00%	100.00%	0	0	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour –100.00%

Percentage of Votes against – 0.00%

P. Sriram & Associates PCS Mandaveli, Chennai

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

ITEM NO. 3 : AS AN ORDINARY RESOLUTION

NOT TO FILL VACANCY FOR THE TIME BEING IN THE BOARD CAUSED BY RETIREMENT OF MR.M D DALAL (HOLDING DIN 00005275) WHO RETIRES BY ROTATION AT THE AGM AND DOES NOT SEEK RE-APPOINTMENT:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	24	97	02	02	03	-
Number of Votes Cast by Members	1570159	44274195	02	77122	22497	-
% of total number of valid votes cast	99.9999%	99.8261%	0.0001%	0.1739%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour – 99.8321% (Rounded to: 99.82%)

Percentage of Votes against - 0.1679% (Rounde to 0.18%)

P. Sriram & Associates PCS Mandaveli, Chennai-28

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

ITEM NO.4 AS AN ORDINARY RESOLUTION

RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR REMUNERATION.

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	24	98	02	01	03	-
Number of Votes Cast by Members	1570159	44118834	02	232483	22497	-
% of total number of valid votes cast	99.9999%	99.4758%	0.0001%	0.5242%	-	-

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour –99.4937% (Rounded off to 99.50%)

Percentage of Votes against - 0.5063% (Rounded off to 0.50%)

P. Sriram & Associates PCS Mandaveli, Chennai-18

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman

13. It is to be noted that

a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.

b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.

c. The Shareholders who had exercised their right to vote by way of remote e-voting and has once again voted in the AGM, the voting cast by him/ her by way of remote e-voting has be considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, I request the Chairman of the AGM to announce the results accordingly.

15.A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

16. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

P. Sriram & Associates PCS Mandaveli, Chennai

SIGNATURE OF THE SCRUTINIZER:

(Sriram Parthasarathy)
P. Sriram & Associates
FCS No. 4862/C P No: 3310

SIGNATURE OF THE CHAIRMAN OF THE MEETING:

Date : 8th August, 2016
Place: Mumbai

Sriram Parthasarathy
Scrutinizer

Initial of the Chairman