

SONATA SOFTWARE LIMITED

**CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE
OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“Code for Fair Disclosure”)**

CIN: L72200MH1994PLC082110

(Effective from 15 May 2015)

Amended on 8th February, 2019

This Policy shall come into effect from 1st April, 2019



INTRODUCTION

As a part of the Company's continuing commitment to transparency, this Code for Fair Disclosure has been framed with a view to preserve the confidentiality of unpublished price sensitive information, prevent misuse of such information while trading in Company's securities and ensure fairness in dealing with all stakeholders.

This Code for Fair Disclosure has been formulated pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") adopted and approved by the Board of the Company at its meeting held on 19 May 2015 and is effective from 15 May 2015. Words and terms used in this Code for Fair Disclosure herein shall have meaning assigned thereto in the Regulations.

PRINCIPLES OF FAIR DISCLOSURE

The principles of fair disclosure adopted by the Company are as follows:

- (i) all unpublished price sensitive information (UPSI) will be handled on a need-to-know basis for legitimate purpose;
- (ii) legitimate purpose shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
- (iii) Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.
- (iv) to promptly make public disclosure of UPSI that would impact price discovery. Such disclosures are to be made not later than, credible and concrete information comes into being in order to make such information generally available;
- (v) to ensure uniform and universal dissemination of UPSI once the information is ready to be made generally available through stock exchanges and through widely circulated media by avoiding selective disclosure;
- (vi) the Compliance Officer to act as the Chief Investor Relations Officer to deal with



dissemination of information and disclosure of UPSI unless such other person is nominated for the purpose by the Board or the Managing Director;

- (vii) the Chief Investor Relations Officer will ensure that when interacting with media and external public, guidelines for disclosure of unpublished price sensitive information are complied with;
- (viii) to promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available unless the Company has power to require persons to whom such disclosure was made not to communicate further and as well not to trade in the securities of the Company on the basis of such information;
- (ix) to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities subject to non-disclosure obligations;
- (x) to ensure that information shared with analysts and research personnel is not UPSI;
- (xi) to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences available on the official website 'www.sonata-software.com' to ensure official confirmation and documentation of disclosures made therein and as well provide access to general public; and
- (xii) as good corporate practice, all UPSI disclosed to the stock exchanges and to the press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.

The Code of Fair Disclosure is subject to review by the Board of Directors as and when deemed necessary.

This Code for Fair Disclosure shall be published on the official website of the Company and every amendment thereto shall be updated.