



## Policy for Determining Material Events / Information



## **1. Objective of the Policy:**

The objectives of this Policy are as follows:

- 1.1 To determine the “Materiality of events of Sonata” for the purpose of disclosure to stock exchanges;
- 1.2 To serve as a guiding charter to the Management to ensure that timely and adequate disclosure of events or information are made to the investors by the Company under the Listing regulations;
- 1.3 To ensure that the information disclosed by Sonata is regular and transparent;
- 1.4 To ensure that the Corporate documents and public statements are accurate and do not contain any misrepresentation.

## **2. Definitions:**

- 2.1 “Sonata” or “Company” means Sonata Software Limited.
- 2.2 “Board” shall mean the Board of Directors of Sonata.
- 2.3 “Key Managerial Personnel” means key managerial personnel as defined in sub section (51) of Section 2 of the Companies Act, 2013.
- 2.4 “Listing Regulations” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.5 “Promoter” and “Promoter Group” shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of sub-regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- 2.5 “Subsidiary” means a subsidiary as defined under sub-section (87) of Section 2 of the Companies Act, 2013;

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations, Rules thereunder, circulars and notifications issued thereto or any other applicable law or regulation to the extent applicable to Sonata.

## **3. Identification of “Materiality of Events or Information”**

- 3.1 Events specified in **Annexure 1** shall be considered to be “material events or information” and all such information shall be disclosed without any application of the criteria for materiality.
- 3.2 Events specified in **Annexure 2** shall be considered material only after adopting the following criteria:



3.2.1 The following qualitative criteria would be applicable for determining materiality of event or information:

- a) For the purpose of assessing whether a particular event/transaction or amounts involved in that event/transaction are “material”, the following information will be considered, though the list is not exhaustive. The event/transaction:
  - (i) is in ordinary course of business
  - (ii) a related party is involved in the transaction
  - (iii) the transaction represents a significant shift in strategy
  - (iv) the transaction is an exit from, or entry into, a significant line of business
  - (v) if the impact of an event could affect the decision of the stakeholders with respect to dealing in Company’s shares.
- b) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- c) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
- d) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
  - (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
  - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
  - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;
- e) any other event/information may be treated as being material if in the opinion of the Board of Directors of Company, the event / information is considered material.

3.2.2 The following quantitative criteria would be calculated based on audited financial statements of the last financial year, and would mean event or information where the value involved or the impact:

- a) exceeds 10% of the consolidated turnover or
- b) exceeds 20% of consolidated net worth, whichever is lower

The quantitative criteria shall be read in conjunction with the qualitative criteria for determining materiality and arriving at the overall decision on the event to be reported.

#### **4. Any other information**

The Company shall disclose any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any



other information which is exclusively known to Sonata which may be necessary to enable the holders of securities of Sonata to appraise its position and to avoid the establishment of a false market in such securities.

#### **5. Persons authorised to determine “Materiality”**

The below mentioned key managerial personnel of the company are authorised by the Board for determining materiality of an event or information by unanimous consent for the purpose of disclosure to the stock exchanges.

- a. Managing Director and Chief Executive Officer
- b. Chief Financial Officer; and
- c. Company Secretary

In situations where the unanimous consent of all the above-mentioned Key Managerial Personnel cannot be obtained for any reason, the Managing Director and Chief Executive Officer shall be the deciding authority to conclude on the materiality of an event / information and accordingly report the same.

#### **6. Guidance Framework**

In cases where the Company is confronted with the question as to when an event/information can be said to have occurred, it would be determined on the basis of:

- a) in certain instances depending upon the stage of discussion, negotiation or approval and
- b) in instances where there is no such discussion, negotiation or approval required viz. in case of natural calamities, disruptions, etc., it would depend upon the timing when the Company became aware of the event/information.

In the former, the events/information can be said to have occurred upon receipt of approval of the Board of Directors e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholder's approval.

In the latter, the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, a Key Managerial Personnel of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.



**7. Effective Date:**

This Policy, as approved by the Board shall be effective December 1, 2015.

**8. Amendment:**

This Policy shall be subject to review as may be deemed necessary by the Board of Directors. This Policy shall be amended in accordance with the amendments made vide notifications / circulars as may be published in Official Gazette of India from time to time. This policy was last amended on 29<sup>th</sup> July, 2023.



### **Annexure 1**

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) whole or substantially the whole of the undertaking(s) or subsidiary of Sonata, sale of stake in the associate company of Sonata or any other restructuring.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Rating(s) or Revision in Rating(s).
4. Outcome of Meetings of the Board: Sonata shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
  - a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
  - b. any cancellation of dividend with reasons thereof;
  - c. the decision on buyback of securities;
  - d. the decision with respect to fund raising proposed to be undertaken;
  - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
  - f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
  - g. short particulars of any other alterations of capital, including calls;
  - h. financial results;
  - i. decision on voluntary delisting from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of Sonata), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of Sonata or subsidiary or associate company, among themselves or with Sonata or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of Sonata or impose any restriction or create any liability upon the Sonata, shall be disclosed to the Stock Exchanges, including disclosure of any rescission,



amendment or alteration of such agreements thereto, whether or not Sonata is a party to such agreements:

Provided that such agreements entered into by Sonata in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of Sonata or they are required to be disclosed in terms of any other provisions of these regulations.

7. Fraud/defaults by Promoter or Key Managerial Personnel or Sonata or Senior Management or Subsidiary or arrest of Key Managerial Personnel or Promoter or Senior Management or Director whether occurred within India or abroad.
8. Change in Directors, Key Managerial Personnel, Senior Management Auditor and Compliance Officer.
9. Appointment or discontinuation of share transfer agent.
10. Corporate debt restructuring.
11. One time settlement (OTS) with a bank.
12. Reference to BIFR and winding-up petition filed by any party / creditors.
13. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by Sonata.
14. Proceedings of Annual and extraordinary general meetings of Sonata.
15. Amendments to Memorandum and Articles of Association of Sonata, in brief.
16. Schedule of Analyst or institutional investor meet and presentations on financial results made by Sonata to analysts or institutional investors;



## **Annexure 2**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of Sonata due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to Sonata.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by Directors (other than Key Managerial Personnel) or employees of Sonata.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.