

Sonata Software Limited
Supplier Code of Conduct

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Approving Authority	Head Of Procurement
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1. Introduction

Sonata Software Limited together with Sonata Information Technology Limited and its subsidiaries (“Sonata”) is committed to conducting its business in accordance with the applicable laws, rules and regulations with highest standards of business ethics .

2. Scope

This Code of Conduct is applicable to all Vendors/Suppliers engaged in providing product or services to Sonata Software and its Subsidiaries, globally.

3. Purpose

The purpose of this policy is to formally outline code of conduct to suppliers. This Code of Conduct for Suppliers is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

4. Code of Conduct for Suppliers/Vendors

4.1 Honest and Ethical Conduct

The suppliers/vendors must act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while providing services to Sonata or at any other place while representing Sonata.

4.2 Regulatory Compliance

The suppliers/vendors shall comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which it operates.

For example (but not limited to) On-time GST filing, proof of ESI, PF submission etc.

4.3 Gifts and Donations

The Suppliers/Vendors shall neither receive nor offer or make, directly or indirectly, any illegal payments, remunerations, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive

favors for the conduct of its business with Sonata. The Code of Conduct shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption. However, promotional gifts e.g. items such as stationery, diaries, mugs, calendars, mouse mats or pens that bear the supplier/vendor name / logo, and that have no significant commercial value, may be given / accepted with full disclosure.

4.4 Prohibition of Bribery and Corruption

The Suppliers/Vendors shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favors for the conduct of business.

4.5. Intentional Misconduct

The Suppliers/Vendors should not, in any case, intentionally misrepresent its financial performance or otherwise intentionally compromise the integrity of its reports, records, policies and procedures

4.6 Quality of Products and Services

The Suppliers/Vendors shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of Sonata. The quality standards of the company's goods and services shall meet applicable national and international standards. Product Third Parties shall display adequate health and safety labels, caveats and other necessary information on its product packaging. Service Third Parties shall display appropriate health and safety warnings, notices as applicable to the services provided.

4.7 Audits

Sonata has the right to review Suppliers/Vendors records in a fair and accurate manner. Suppliers/Vendors is expected to co-operate with the auditors in good faith and in accordance with law. Also the Suppliers/Vendors must not fraudulently induce or influence, coerce, manipulate or misled the auditors regarding financial and project related records, processes, controls or procedures or other matters relevant to their engagement.

4.8.ESG Clauses

Supplier/vendor must read and accept all clauses mentioned below, also agree to future audits with respect to clauses mentioned below.

1. Legal Compliance

Supplier/vendor shall comply with all the applicable laws, our guidelines and appropriate authorizations obligations, and any other regulations, both in letter and in spirit, in all territory which the supplier/vendor operates.

2. Risk Management

At a minimum, the supplier/vendor shall:

- Define and maintain a written Business Continuity Plan (BCP), to minimize business impacts in the event of major disruption, which is integrated across business units and regularly tested.
- Define and maintain Emergency Response Plan (ERP), to minimize harm to employees, the local community and local environment in the event of a site disaster, which is integrated across business units and regularly tested.
- Assess Environmental & OH & S risks and constitute a plan and control to reduce the same.

3. Environment

Supplier/vendor shall

- Abide by all applicable Environmental Laws & Regulations and produce Consent/Permits/Licenses/Reports as applicable with regards to local Pollution control law.
- Have a defined proactive Environmental strategy to reduce its environmental impacts and have set clear objectives & targets to achieve same.
- Report & Monitor Emissions (Scope 1 & 2 Specifically), Water, Electricity, Pollutants, Hazardous & Non- Hazardous waste, and noncompliance data
- Reduce the use of natural resources, including water fossil fuels, minerals, and virgin forest products by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, recycling, or other means.
- Identify and label Chemicals, waste, and other materials posing a hazard to humans or to the environment are and manage to ensure their safe handling, movement, storage, use, Recycling or reuse and disposal.

- Use products that are environmentally sustainable, minimize harmful environmental impacts, reduces waste, promote health & safety of users and are safe to use.
- Use minimal biodegradable/composable packaging, and if possible, have a takeback program for packaging to promote reuse.
- Use only complied plastics (as per applicable local law, for ex. India PWM Rule 2021-Prohibition of plastic <120 micron & without adequate labelling, Prohibition of single-use plastic commodities (including polystyrene and expanded polystyrene etc.).

4. Health & Safety

Supplier/vendor shall

- Abide by all applicable Health & Safety Laws & Regulations and produce Documents/Permits/Licenses/Reports as applicable with regards to Local law.
- Have a defined proactive process to ensure safe and healthy workplace for its employees and workers and have set clear objectives & targets to achieve same.
- Report & Monitor Health & Safety related data, along with non-compliances
- Establish, implement, and maintain process(es) needed to prepare for and respond to potential emergency situations, including establishing a planned response to emergency situations, evacuation procedure and provision of first aid.
- Identify, Evaluate and Control Worker exposure to chemical, biological and physical agents.
- Provide workers with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities.
- Reduce ergonomic and psychological hazards and risks.
- Provide workers with appropriate workplace health and safety information and training in their primary language or in a language the worker can understand for all identified workplace hazards that workers are exposed to, including but not limited to mechanical, electrical, chemical, fire, and physical hazards.

5. Labour & Human Rights

Sonata Software Limited - SSL

Registered Office: 208, T V Industrial estate, 2nd Floor, S K Ahire Marg, Worli, Mumbai – 400 030
Corporate Office: APS Trust Building, Bull Temple Road, N. R. Colony, Bangalore - 560 019, India

Website: www.sonata-software.com
email: info@sonata-software.com
Tel: +91 80 6778 1999

The supplier/vendor shall

- Abide by all applicable Labour and Human Rights Laws & Regulations and produce Documents/Permits/Licenses/Reports as applicable with regards to Local law.
- Have a defined proactive process to ensure labour and human rights of employees and workers are taken care, along with set clear objectives & targets to achieve same.
- Report & Monitor Labour and Human rights related data, along with non-compliances.
- Establish a grievance redressal mechanism and ensure and communicate to all employees for registering all types and forms of human rights violation incidents.
- Ensure that wages are not deducted for disciplinary reasons.
- Shall not engage in or benefit from any use of child, young & forced Labour and eliminate the use of Child, Forced and Compulsory work force.
- Have procedure in place to ensure all employees are paid at least the legal minimum wage for standard working hours timely, provided legal overtime wages,
- Ensure Maternity rights, including paid maternity leave, employment protection and health & safety protections for pregnant and nursing women
- Have policies to ensure no discrimination and harassment occurs to Vulnerable groups such as Women and girls, People with disabilities, Children, Indigenous peoples, Migrants, migrant workers, discrimination against Caste, race, the elderly, the displaced, the poor, illiterate people, people living with HIV/AIDS and minority and religious groups, if any.
- Respect the right of all workers to form and join trade unions, of their own choosing, to bargain collectively.

6. Governance and Business Ethics

The Supplier/vendor shall

- Abide by all applicable Governance & Business ethics related Laws & Regulations and produce Documents/Permits/Licenses/Reports as applicable with regards to Local law.
- Have system and process in place to monitor, prevent and report Conflict of Interest between employees, supplier/vendors/clients/customers.

- Have system and process in place to monitor, prevent and report Cybersecurity, IPR & Data privacy risks
- Ensure that the quality of product/service delivered shall be in-line with all the contract terms and conditions
- Have system and process in place to monitor, prevent and report instances related to Anti Bribery & Anti-Corruption policies that counter corruption and extortion
- Have procedure to conduct its activities in a manner consistent with competition laws and regulations, and co-operate with the appropriate authorities; establish procedures and other safeguards to prevent engaging in or being complicit in anti-competitive behaviour

These clauses are not and should not be interpreted to circumvent or undermine laws, rules, or regulations. These clauses establish minimum standards, which we expect Supplier/vendors to meet or exceed. Each Supplier/vendor shall notify Sonata Software as soon as reasonably possible if it becomes aware that action connected with the Supplier/vendor's performance of services could reasonably be considered to impact Sonata Software business and/or reputation. Failure to meet these principles and standards may be cause for termination of a relationship or agreement with a Supplier/vendor.

4.9. Child Labor

Child labor is not to be used in any stage of manufacturing or for providing any kind of services. The term “child” refers to any person employed under the age of 14 (or 15 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations is supported. Workers under the age of 18 shall not perform hazardous work and may be restricted from night work with consideration given to educational needs.

4.10. Representation

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The Supplier/Vendor shall not be authorised to represent Sonata or to use the Sonata brand to further its interests without the written permission of Sonata. Supplier/Vendor and their employees who are authorised to represent Sonata are expected to abide by the Sonata Code of Conduct in their interaction with, and on behalf of Sonata. All Supplier/Vendor must sign a non-disclosure agreement to support confidentiality of information.

4.11. Conflict of Interest

Supplier/Vendor shall not enter into a financial or any other relationship with a Sonata employee that creates any actual or potential conflict of interest for Sonata. The Supplier/Vendor understands that a conflict of interest arises when the material personal interests of the Sonata employee are inconsistent with the responsibilities of his/her position with the company. All such conflicts must be disclosed and corrected. Even the appearance of a conflict of interest can be damaging to Sonata and to the Code of Conduct, and are to be disclosed and approved in advance by Sonata management.

4.12. Protecting Sonata Assets

The assets of Sonata shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

4.13. Securities transactions and confidential information

If the Supplier/Vendor becomes aware of material, non-public information relating to Sonata or its business, it may not buy or sell Sonata securities or engage in any other action to take advantage of that information, including passing that information on to others. In addition, if the Supplier/Vendor becomes aware of material, non-public information about any other company, including Sonata customers, Third Parties, vendors or other business partners, that is obtained by virtue of the Supplier/Vendor's interaction with Sonata, then the Supplier/Vendor may not buy or sell that

company's securities or engage in any other action to take advantage of that information, including passing that information on to others.

4.14. Fair Dealing

The Supplier/Vendor shall deal fairly with customers, suppliers, partners, contractors, consultants, resellers, competitors and employees of Sonata. Supplier/Vendor should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

4.15 Preferential Procurement

We prefer to procure materials/services from localized vendors – and also give preference to local business and marginalized/vulnerable business for procuring our Corporate gifting.

5. Risk Assessment and Control

Sonata Software will undertake Human Rights due diligence to identify the main risks of violation of Code of Conduct for Suppliers/Vendors for the Company, depending on both the businesses and countries where the Company operates. In the due diligence processes, prior to entering into any new business relationship or any other type of agreement, Sonata will assess Code of Conduct for Suppliers/Vendors policies and practices of its counterparties as part of our analysis process.

Any identified breach of the respect for Code of Conduct for Suppliers/Vendors will be analyzed based on internal procedures, legislation and agreements in force, possibly resulting in disciplinary measures being taken.

Frequency of due diligence will be yearly basis

6. Training & Awareness

The SSL employees and suppliers/vendors will receive training on the Code of Conduct for Suppliers/Vendors through online/ offline training modules, posters at applicable work sites etc. All employees and suppliers/vendors involved in Procurement process has to undergo training once a year.

7. Responsibilities

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Ensuring respect for Code of Conduct for Suppliers/Vendors is the responsibility everyone involved in the procurement process. Key roles and responsibilities for delivering our approach to this policy across our business are described in the table below.

Activity	Responsibility
Vendor engagements	Procurement Team
Training and awareness/Briefing the COC to vendors	Sustainability and Procurement team
Signing the COC	Legal team
Tracking of signatories	Procurement
Documenting Feedbacks from Vendors	Procurement
Review of policy	Procurement , Sustainability and Legal
Due Diligence	Procurement and Sustainability

7. Update and Review

The Policy will be reviewed and updated every year, whenever new relevant trends in Code of Conduct for Suppliers/Vendors are identified or whether any significant changes in the strategic aspects of the Company are made, by the Procurement department.

8. Policy Compliance

SSL follows a “zero tolerance” policy on Code of Conduct for Suppliers/Vendors violations. Infringing on Code of Conduct for Suppliers/Vendors or refusing to cooperate will result in disciplinary action up to the termination of the business relationship. Stakeholders are expected to be alert to any violations and report them promptly.

9. Grievance Mechanism

Any Stakeholder believing that actual or potential violation might have occurred shall promptly notify SSL regarding any such occurrence through its Vigil Mechanism Policy. The Vigil Mechanism Policy lays down the relevant process and procedure for reporting concerns. Reported concerns will be treated with confidentiality without fear of retaliation. The identity of the Stakeholder will remain confidential, unless otherwise required by the law.

[https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Sonata_Vigil_Mechanism.pdf]

Any stakeholder can notify Sonata regarding any known or suspected improper behavior by the Supplier/Vendor relating to its dealings with Sonata, or any known or suspected improper behavior by Sonata employees by email to: corporate.ethics@sonata-software.com Reported concerns will be treated confidentially without retaliation.

10. Feedback

Your comments are important to us, and we welcome your feedback on our Policy. Please contact us at purchase@sonata-software.com

11. References

SSL embodies some of the above principals by incorporating it in related policies and processes across all its business operations. The relevant policies can be accessed at:

- Vigil Mechanism Policy (https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Sonata_Vigil_Mechanism.pdf)
- Code of Conduct Code of Conduct & Business Ethics (<https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Sonata-Third-Party-Code-of-Conduct-and-Business-Ethics-2016.pdf>)
- Code of Conduct for Directors and Senior Management Employees (<https://www.sonata-software.com/sites/default/files/financial->

[reports/2019-09/Code-of-Conduct-for-Directors-and-Senior-Management-Employee.pdf](#))

- Policy and Rules on Prevention, Prohibition & Redressal of Sexual Harassment at the Workplace (https://www.sonata-software.com/sites/default/files/financial-reports/2022-01/posh-policy_0.pdf)
- Privacy Policy (<https://www.sonata-software.com/privacy-policy#:~:text=Sonata%20does%20not%20rent%2C%20sell,or%20services%20you've%20requested>)
- Third Party code of conduct <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Sonata-Third-Party-Code-of-Conduct-and-Business-Ethics-2016.pdf>

Annexure 1

**FORM OF ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT
for Suppliers/Vendors**

We hereby confirm that we have received the Sonata Code of Conduct for Suppliers/Vendors and commit to comply with it in letter and in spirit.

We understand that Sonata reserves the right, upon reasonable notice, to check compliance with the requirements of this Code of Conduct Suppliers/Vendors.

We understand that Sonata encourages its Suppliers and Vendors to implement their own binding Code of Conduct and agree that we will be responsible for controlling our own supply chain. We further agree to encourage any subsequent provider of goods and services used by us to comply with our obligations under this Code of Conduct for Suppliers/Vendors.

Company Name:

Authorized Signatory:

Signature:

Company Stamp:

Place:

Date: