



## **SONATA SOFTWARE LIMITED**

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

#### **PREAMBLE**

In accordance with the requirements of Clause 49 of the Listing Agreement and Schedule IV of the Companies Act, 2013 (the “Act”), Sonata Software Limited (the “Company”) has introduced a programme to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. (the “Programme”).

#### **PURPOSE & OBJECTIVE**

The Programme aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updates on the business and operations of the Company and contribute significantly to the Company.

#### **ADMINISTRATION**

The Programme will be administered and monitored by the Nomination and Remuneration Committee constituted by the board of directors of the Company (the “Board”).

#### **DETAILS OF FAMILIARIZATION PROGRAMME**

##### **A. Initial Familiarization Programme**

1. At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which, inter alia, explains the role, function, duties and responsibilities expected of him/her as a director of the Company. The Company also conducts an introductory familiarization program / presentation, when a new Independent Director is appointed on the Board.
2. At the outset, all Independent Directors are provided an overview of:



- (a) Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement and the Act;
- (b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- (c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- (d) Directors responsibility statement forming part of Boards' Report;
- (e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- (f) Risk management systems & framework; and
- (g) Board evaluation process and procedures.

## **B. Continual Familiarization Programme**

1. The Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
2. In addition to the above, business strategy meets are also scheduled on an annual basis at business sites and client conference centers/development centers, which provides Independent Directors with a first-hand exposure of the business / team and the operations thereat.
3. Whenever Independent Directors desire to meet with any of the Business Heads or Members of Senior Management Team, the same is also facilitated.
4. Opportunity to interact with the statutory auditors, internal auditors, secretarial auditors and external advisors, if any, appointed by the Company is also provided to them.



5. News and articles related to the industry are circulated on a regular basis to them that provide specific regulatory updates.

#### **REVIEW OF THE PROGRAMME**

The Programme will be conducted on an “as needed” basis during the year and will be reviewed by the Board from time to time to make necessary revisions.

#### **DISCLOSURE OF THE PROGRAMME**

The Programme shall be uploaded on the Company’s website for public information and a web link for the same shall also be provided in the Annual Report of the Company.