

CODE OF BUSINESS CONDUCT AND ETHICS POLICY

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(CHRO)

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WE ARE A
**MODERNIZATION
ENGINEERING
COMPANY**

CEO and MD's message

Conducting our business and operations ethically and with integrity is a foundational value at Sonata. As representatives of brand Sonata, internally and externally, it is imperative that our actions reflect these values in all our dealings be it with customers, employees, vendors, regulatory agencies and all other stakeholders. Samir Dhir We will continue to conduct and grow our business as responsible corporate citizens with the highest levels of ethics, integrity, and governance. The Code of Business Conduct is aimed at articulating these principles for ease of reference, communication, and emulation. At Sonata, we have zero tolerance to any breaches of the Code of Business Conduct. Please familiarize yourself thoroughly with these and keep refreshing your understanding of these. When in doubt refer to the Code or ask someone.

Samir Dhir

CEO & MD, Sonata Software Limited

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1. About the Sonata Code of Business Conduct and Ethics

1.1 Preamble

Sonata Software Limited ('Sonata Software'/'Company'/'we or our or us) considers and emphasizes integrity and ethics as the core elements of its existence. Sonata Software is fully invested and committed to an accountable and transparent eco-system of governance and operations. The Company's Code of Business Conduct and Ethics is built on its history of fair, honest, and ethical governance systems and reinforces its commitment to conducting business with the highest level of integrity. Sonata Software condemns conscious run-conscious act of violation of the principles laid down in the Code. Any misconduct is construed as infringement and subject to disciplinary action. We acknowledge the highest levels of corporate governance as a means to attaining sustained performance and development. We endorse and imbibe a transparent, compliant and a fair business culture and expect our employees and members of the Board of Directors of the Company (referred to as 'Employees'), as our brand ambassadors and torch bearers, to manifest such conduct in their day to day actions and interactions.

1.2 Objective

Sonata Software is committed to conducting its business in accordance with the applicable laws, rules and regulations with highest standards of business ethics. This Code is a mechanism to empower the employees and other stakeholders to report to the Company's Management, instances of unethical behavior, actual or suspected fraud, mis-representation of financial statements, misconduct, any illegal act including leak or suspected leak of the unpublished price sensitive information ('UPSI') and violation of the Company policies or any other laws.

1.3 Scope

This Policy applies to Sonata Software and all its subsidiaries, joint ventures and associate companies. All references to Sonata Software shall be read to include reference to all its subsidiaries, joint ventures and associate companies. The Code is also applicable to the business value chain partners that comprises any business, company, corporation, architect, contractor, persons, consultant, vendor, partner, dealer, reseller, customer or other entity that provides, sells, or seeks to sell, any kind of goods or services to Sonata Software, including their employees, agents and other representatives (referred to as Stakeholders in the subsequent sections) who directly or indirectly carry the Sonata brand and therefore expected to adhere to the principles and values laid out in the Code.

1.4 Compliance with Code

Sonata employees and the business value chain partners must comply with the letter and spirit of this Code. They are required to read, understand, and abide by this Code, uphold these standards in their

day-to-day activities and comply with all other applicable policies and procedures adopted by the Company that govern the conduct of conduct. Sonata Software will conduct trainings that must be completed by all employees as well as stakeholders to familiarize themselves with the Code. Non-compliance or violation will result into disciplinary action including penalties and/or summary dismissal. Employees can complain to the Human Resource Business Partners who will follow the due process of inquiry and consequence management as advised by the Legal Team.

2. Compliance with Laws, Rules and Regulation

Employees shall comply with all applicable laws, rules and regulations. Any employee who is unfamiliar or uncertain about the legal rules involving the Company's business should consult the secretarial department of the Company.

- **Insider Trading**

Insider trading refers to the trading of stock or other securities of a listed company based on material, nonpublic information about the company. Sonata Software is a listed company and governed by the SEBI Regulations that prohibits an insider from trading in the securities of a company listed on any stock exchange on the basis of any UPSI. Employees are prohibited from trading securities or passing UPSI to others who then trade on the basis of material information before it is made publicly available to ordinary investors. Sonata Software's 'Code of Conduct for Prevention of Insider Trading' and 'Code for Fair Disclosure' have been framed with a view to preserve confidentiality of UPSI, prevent misuse of such information while trading in Company's securities and ensure fairness in dealing with all stakeholders. The said codes can be accessed on the Company's website. <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/code-of-conduct-for-prevention-of-insider-trading.pdf> and <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/code-for-fair-disclosure.pdf>.

- **Anti-corruption & Anti-bribery**

Employees must conduct themselves with honesty, fairness, integrity and high ethical standards, as well as abide by all anti-corruption/anti-bribery laws and avoid even the perception of impropriety.

- As a global enterprise, Sonata Software is in compliance with all applicable law of land, including the US Foreign Corrupt Practices Act ('FCPA'), the UK Bribery Act, and the Indian Prevention of Corruption Act, 1988 and other similar anti-corruption laws around the world.
- The Company is committed to the prevention, deterrence and detection of bribery and other corrupt business practices. Bribery and corruption can take in many forms including cash or gifts to an individual or family members or associates, inflated commissions, fake consultancy agreements, unauthorized rebates, non-monetary favours and false political or charitable donations. These actions may be undertaken directly or through a third party. It is illegal and immoral to, directly or indirectly, offer or receive a bribe.

- **Charitable and Political Contributions**

Donations to charitable organizations are ordinarily regarded as good corporate citizenship, and include those made to organizations in which government officials possess a role, such as trustee, cause concerns under international anti-corruption laws. Similarly, the FCPA and the U.S. authorities have taken the position that a donation made to a charity associated with a government official is

considered a benefit for that official. Political parties and candidates are considered government officials. Therefore, no political contributions can be offered or made on behalf of Sonata Software, unless pre-approved by the Managing Director & CEO of the Company and other necessary approval as required under local law.

- **Acceptance or Offering of Gifts**

Acceptance or offering of gifts or inducements of any kinds in anticipation of favour or with an intent to influence decisions or as a reward is strictly prohibited. Employees should generally refrain from accepting gifts or anything of value (including entertainment and incentives) from present or potential customers or suppliers. Our policy on 'Global Anti-corruption and Anti-Bribery Procedure' establishes the global standards regarding the prevention of corruption (including gifting) and charitable and political contributions and must be referred to for detailed guidance.

- **Anti-money Laundering and Terrorism Financing**

Money Laundering is the process by which proceeds from a criminal activity are disguised to conceal their illicit origin. Terrorist financing involves the solicitation, collection or provision of funds with the intention that they may be used to support terrorist acts or organizations. Sonata Software is committed to abide by all anti-money laundering and terrorism financing laws and regulations around the world, as applicable, based on our global presence. The employees must exercise sound judgement in case of any suspicious activity, in relation to above, while dealing with any customer or stakeholder and report it to their respective manager.

- **Lobbying**

Employees must not claim to represent the Company while volunteering in any political campaign or holding public office unless they are specifically designated by the Company to do so.

- **Fair Competition**

Any unfair business practice, such as price fixing, cartelization or monopolization, which prevents or reduces the degree of competition in a market is termed as anti-competitive practice. Anti-trust or Competition law is a legislation intended to prevent market distortion caused by anti-competitive practices on the part of businesses. Sonata Software believes in strengthening and enhancing its products and services portfolio by adopting industry best practices and standards to remain competitive in the market. We do not resort to anti-competitive or unfair pricing practices and are compliant with the relevant Competition Laws of the jurisdictions we operate in.

- **Accuracy of Company Records**

Employees must ensure that records, data, and information owned, collected, used, retained and managed by them for the Company are accurate and complete. Records must be maintained and retained as per the applicable record management policy of the Company in sufficient detail to reflect the Company's transactions accurately. Employees must assist in maintenance of appropriate records to ensure that financial transactions are prepared in accordance with generally accepted accounting principles and that they fairly present the financial conditions and results of the Company. Non-maintenance of records that comes into notice and any misappropriation or tampering of records needs to be reported.

3. Conflict of Interest

A conflict situation arises when a person is in a position to derive personal benefit from actions or decisions made in their official capacity that may make it difficult to perform his or her work objectively and effectively. While it may not be possible to list all such possible situations, following are the broad instances:

- the receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company
- any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company
- the receipt of non-nominal gifts or excessive entertainment from any person/Company with which the Company has current or prospective business dealings
- any significant ownership interest in any supplier, customer, business associate or competitor of the Company
- any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company

Each employee should be scrupulous in avoiding "conflicts of interest" and must act solely in the interests of the Company at all times, to the exclusion of all other considerations. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Human Resource Business Partner and a prior written approval should be obtained.

4. Protecting the Company Assets and Information

The employees must protect Company's tangible and intangible assets and ensure its efficient use. The assets of the Company shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment, computer 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. The employees should not use the assets, information, or their position in the Company to generate opportunities for themselves, though such opportunities may not be interest to the Company, since this will amount to a misuse of such assets, information, or position.

- **Intellectual Property**

Sonata Software possesses valuable intellectual property in the form of patents, brand processes copyrights, etc. The employees must respect and protect the intellectual property of the Company. Our employees shall also safeguard the confidentiality of all third party intellectual property and data. Our employees shall not misuse such intellectual property and data that comes into their possession and shall not share it with anyone, except in accordance with applicable company policies or law. Employees shall also be cautious of possible threats to the Company while downloading any third party applications or software. On becoming aware of the misuse of Company assets by anyone, the same should be promptly reported to the respective departmental heads and in case of Directors, to the Board.

- **Confidential Information**

Any information belonging to the Company which is not published / not put in public domain should be treated as confidential information. The Company's confidential information is a valuable asset. The Company's confidential information includes product information, product plans and list of customers, dealers and employees and financial information. All confidential information must be used for Company's business purpose only. The employees must safeguard confidential information acquired during their association with the Company. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, if disclosed. The employees must maintain confidentiality of the information and shall not use confidential knowledge for their direct or indirect personal advantage or for the advantage of any other entity in which they have a direct or indirect interest. Such information should be dealt with utmost care. The employees shall provide each information in their control to people within the organization only to the extent to which it is required for the performance of their duties.

- **Handling Social Media and Networking**

Any form of communication with the media on behalf of the Sonata Software must take place through the employee/person authorized by Sonata Software. To pro-actively manage our reputation with the media and to ensure consistency of messages, any interaction with media that is likely to directly or indirectly impact Sonata Software brand or its customers or any stakeholder, the employees must ensure that it only occurs with the prior approval of the Chief Marketing Officer of the Company. There are various risks associated with communicating on the social media platforms. Thus, there is a need to address such concerns in an appropriate manner keeping in mind employee's freedom and the interest of the Company and its wider stakeholders. Employees must refrain from posting any derogatory/ inflammatory comments on the social media platforms.

5. Workplace Responsibilities

The cornerstone of our existence and success is our workforce and it is our foremost responsibility to provide an enabling environment and a thriving career to our employees based on mutual respect and trust.

- **Human Rights**

Sonata Software recognizes the significance of Human Rights as a universal value of human kind and see respect for Human Rights as a minimum standard for responsible business, both within and beyond our direct operations. Therefore we are committed to respecting and supporting Human Rights in line with the nationally and internationally accepted principles. At Sonata Software we have integrated Human Rights in day to day workings and business operations and it is the responsibility of employees as well as everyone involved in our operations and value chain, to respect the Human Rights. Our policy on 'Human Rights' must be referred to for detailed guidance.

- **Equal Opportunity, Diversity & Inclusion**

The Company provides equal opportunities to all employees and aspirants for employment in the Company. We ensure diversity of workplace through efforts to recruit, develop and retain the most talented people from a diverse candidate pool. We uphold the principle that advancement is based on talent and performance and there is a commitment to equal opportunity. The Company policy prohibits harassment or discrimination of any kind based on Gender, Age, Differently-abled, Family Status, Sexual Orientation, Marital Status, Medical Condition, Pregnancy, Culture, Political Affiliation, Race, Religion,

Colour, Nationality, or any other status protected by law. The Company believes in equal work opportunities for all employees and condones favoritism at the workplace. The Sonatins are expected to maintain a positive and productive work environment in which everyone is treated with respect and dignity. Our 'Equal Opportunity, Diversity & Inclusion Policy' must be referred to for detailed guidance.

- **Sexual Harassment**

Employees shall maintain a work environment free from sexual harassment, whether physical, verbal or psychological. Employees shall in addition to this 'Code' also adhere to the Company's Sexual Harassment Policy available at https://www.sonata-software.com/sites/default/files/financial-reports/2022-01/posh-policy_0.pdf.

- **Environment, Health and Safety**

Sonata Software strives for continual improvement for the safety of employees by committing to deliver a leading environmental, health and safety ("EHS") program and meet the applicable legal requirements. We recognize the reliance and impacts our business has on the environment, community and social well-being of all the stakeholders. We are committed to conducting our business in a responsible manner to minimize our operational impacts on human health and the environment, while providing products and services that are safe and environmentally sound throughout their lifecycles. Sonata Software guarantees a workplace devoid of health and safety risks whether physical or psychological. We provide safe infrastructure, work stations and facilities, and undertake all necessary steps to prevent any workplace accidents.

It is the individual responsibility of each employee to:

- Maintain a clean and organized workspace with no obstacles or potential hazards to himself or others.
- Familiarize with practice sessions like fire and emergency alarm drills and comply promptly with instructions when faced with an actual situation.
- Report any unsafe or illegal activity that may jeopardize the safety of others at the workplace.
- Comply with any travel restrictions that may be notified like temporary unsafe places, ladies travelling late at night.
- Follow Company's policies and procedures for a safe and healthy workplace including prohibition on carrying firearms or dangerous weapons or smoking.
- Abstain from possession, consumption or distribution of alcohol or any drugs at the work hours or in the course of company duties.
- Not undertake any illegal activity like betting or gambling in the office premises.
- Completing all mandatory trainings within stipulated time.
- Extending full cooperation during any ongoing investigation or enquiries
- Participation in employee surveys.
- Switch off all lights and other appliances like printers, computers and photo copiers in the workspace when leaving office.

Employees must refrain from:

- Sharing the system passwords with anybody.
- Misrepresenting/alter bills used for reimbursement.
- Using abusive language verbally or over emails.
- Misrepresenting data/ facts internally or to customers.
- Involve in infringing on IP.
- Misrepresenting information on visa applications.

- **General Conduct**

SSL Software has laid out defined set of norms, rules and responsibilities and standard practices, (in relation to leaves, working hours, attendance etc.), as part of it is internal reference document viz, 'Standing Orders'. The employees must familiarize themselves with the said practices, understand and comply with them.

- **Speak-up**

We support an environment conducive of honest communication and speaking up is essential to foster an open culture. It exhibits our integrity when we speak up when something does not feel right. Speaking up helps to stop the wrongdoing. By speaking up, we demonstrate our concern for one another and our Company. The employees must speak up for themselves as well as for others in case of any actual or potential situation that does not seem to be in line with our values and principles.

6. Protecting the Interests of Customers and Supply Chain Partners

Sonata Software engages with diverse set of supply chain partners for delivering services to its customers. Our intent is to develop a network of mutually beneficial collaborations and establish sustainable businesses that upholds the highest standards of ethics and conduct.

- **Quality Services**

Employees shall constantly strive to provide services to its customers in a manner that creates value for the Company as well as the customer. The employees shall ensure that while serving the needs of their customers or availing services from the supply chain partners, the freedom of choice and free competition should not be restricted in any manner. Relevant information shall be truthfully and factually disclosed, wherever applicable. Employees must commit only those services to its customers that can be delivered with the existing capabilities and within the reasonable timelines. Services offered should be appropriate to the needs of the customer. Employees shall ensure that customers and supply chain partners are treated fairly and transparently about suitability of the services offered or availed.

- **Data Privacy**

The employees must ensure that only relevant data, required for execution of services, is exchanged and it is well protected and confidentiality is maintained.

- **Due Diligence**

The Company is committed towards sustainability and promoting it across its supply chain. We collaborate with supply chain partners who uphold and exhibit high standards of ethical business conduct, compliance with applicable laws and regulations and are committed to human rights and sustainable environment. Employees are responsible to carry out due diligence and exercise vigilance while onboarding as well as during the dealings with supply chain partners. We encourage sustainability across our suppliers and vendors and to support and evaluate supply chain Partners. The 'Sustainable Procurement Process' shall be used as reference.

7. Grievance Redressal

It is the responsibility of every employee or any stakeholder of the Company to report the concerns about unethical behavior, actual or suspected fraud, theft, bribery, misappropriation of Company funds, financial reporting violations, misuse of intellectual property, mismanagement, significant environmental, safety or product quality issues, discrimination or harassment including sexual harassment, any unethical business conduct or illegal act including leak or suspected leak of the UPSI, trading in the shares of the Company whilst in possession of any UPSI (except in cases permitted by Law), actual or potential conflicts of interest, violation of company's rules, Company's Policies or violation of Code of Conduct of the Company in accordance with the procedure set out in the Vigil Mechanism Policy.

If there is a doubt about whether a particular situation amounts to fraud or violation to be disclosed under this Code, the relevant employee is encouraged to consult his/her reporting managers, or respective locational/functional human resources head, prior to using the Vigil Mechanism Policy. The Policy lays down the details on:

- Procedure for disclosure about any unethical or improper practices noticed in the organization/ work place
- Investigation
- Protection to the person making disclosure
- Disciplinary or corrective action
- Retention of relevant documents
- Annexure of protected disclosure form

The Policy is available on the Company website and can be accessed on https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Sonata_Vigil_Mechanism.pdf

8. Definitions

Accountable: Being responsible and answerable for own actions, willing to explain them to others, and taking ownership of all repercussions if so required

Competitor: Any company that can provide a service, solution, or offering that a client may choose over those of Sonata Software Limited is a competitor.

Confidentiality: Any information relating to a company's business, research, and development activities that is not available to the public.

Discrimination: Unjust or prejudicial treatment of people, especially on the grounds of, but not limited to, caste, creed, sex, race, ethnicity, age, colour, religion, disability, socio-economic status or sexual orientation.

Diversity: An understanding that every individual is unique and therefore embracing and respecting the differences on account of, but not limited to, caste, creed, sex, race, ethnicity, age, colour, religion, disability, socio-economic status or sexual orientation.

Employee: A person employed, directly or by or through any agency (including a contractor), whether for remuneration or not, for carrying out activities of the organization or any part thereof, incidental to or connected with those activities, in pursuance of the organization's stated objectives.

Ethical: Individual or collective behaviour that is in accordance with accepted written and / or unwritten codes of principles and values that govern decisions, actions and conduct within a business in the context of a particular situation and is consistent with accepted norms of behaviour.

Grievance Redressal: Mechanism for any stakeholder individually or collectively to raise and resolve reasonable concerns affecting them without impeding access to other judicial or administrative remedies.

Harassment: Wide range of offensive behaviour that is unwanted by the recipient and which the perpetuator knows or ought to know is threatening or disturbing.

Impropriety: Failure by employees to comply with the code of conduct; improper behavior or character.

Intellectual Property: Refers to creations of the mind, such as inventions, literary, musical and artistic works, and symbols, names, images, and designs used in commerce, for which the IP owners are granted certain exclusive rights under the corresponding national IP laws. Common types of IP include patents (inventions), copyrights, trademarks, industrial designs, software, geographic indications and trade secrets, etc.

Material: Significant or important with respect to an organization such as major management changes, significant acquisition, merger or joint venture, cybersecurity risks, etc.

9. Additional Resources & Links

Please refer our website www.sonata-software.com for policies and also intranet portal on Sonata One for internally available policies

- Code of Conduct for Prevention of Insider Trading <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/code-of-conduct-for-prevention-of-insider-trading.pdf>
- Code for Fair Disclosure <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/code-for-fair-disclosure.pdf>
- Third Party Code of Conduct and Business Ethics 2016 <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 Employee <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Code-of-Conduct-for-Directors-and-Senior-Management-Employee.pdf>
- Vigil Mechanism Policy https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/Sonata_Vigil_Mechanism.pdf
- Prevention of Sexual Harassment Policy https://www.sonata-software.com/sites/default/files/financial-reports/2022-01/posh-policy_0.pdf
- CSR Policy <https://www.sonata-software.com/sites/default/files/financial-reports/2022-10/corporate-social-responsibility-policy.pdf>

- Policy on Related Party Transactions <https://www.sonata-software.com/sites/default/files/financial-reports/2022-01/policy-on-related-party-transactions.pdf>
- Risk Management Policy <https://www.sonata-software.com/sites/default/files/financial-reports/2021-08/risk-management-policy.pdf>
- Policy for Determining Material Subsidiaries <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/policy-on-determining-material-subsidiaries.pdf>
- Dividend Distribution Policy <https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/dividend-distribution-policy.pdf>
- Archival Policy https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/SSL_Archival_Policy.pdf
- Business Responsibility Policy https://www.sonata-software.com/sites/default/files/financial-reports/2019-09/SSL_Business_Responsibility_Policy.pdf
- Privacy Policy <https://www.sonata-software.com/privacy-policy>
- Human Rights Policy
- Equal Opportunity, Diversity & Inclusion
- Sustainability Policy
- CSR Policy
- Supplier Code of Conduct
- Environment Health and Safety Policy

Revision History

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Version 1	7 th August 2018	Global C&B head	Legal Head	Head of HR	i. Initial draft
Version 1.1	15 th November 2019	Global C&B head	Legal Head	Head of HR	No changes
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2.1	14 th July 2024	Global C&B head			Template change No changes in the policy
2.2	12 th November 2025	Global C&B head		CHRO	Template change No changes in the policy



**STAY
AHEAD**

THANK YOU

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