

SONATA SOFTWARE LIMITED
WHISTLEBLOWER POLICY

1. PREAMBLE

The Company recognizes the value of transparency and accountability in its administrative and management practices, and therefore also supports the making of disclosures that reveal Grave Misconduct, i.e., conduct which results in a violation of law by the Company in a substantial mismanagement of company resources and if proven constitutes a criminal offence or reasonable grounds for dismissal of the person engaging in such conduct.

Therefore, it is the policy of the Company to encourage employees and other stakeholders, when they reasonably believe that Questionable financial/Accounting matters, or Reporting of fraudulent financial information occurring or violation of company policies and procedures, to report those concerns to Company management or to raise those concerns by e-mailing the Company's e-mail id for this purpose

2. DEFINITIONS

“Audit Committee” means that the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.

“Employee” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company including Fixed Term Employees.

“Whistleblower” means an employee, fixed term employee, contractor, vendor, or a person having interest in any transaction with Sonata Software Limited and its wholly owned subsidiary company or entity, who makes disclosure in good faith pursuant to this policy about any unethical or improper practices noticed by him in the Organization/work place.

3. SCOPE

This policy covers questionable financial or accounting matter, reporting fraudulent financial information, to the shareholders, the government or the financial markets or any other legal requirements.

4. REPORTING RESPONSIBILITY

It is the responsibility of every employee or vendor or contractor or fixed term employee or person having an interest in any transaction with Sonata Software Limited or group companies to report questionable financial or accounting matter, reporting fraudulent financial information, violation of company rules, policies and any other legal requirements noticed by him in the Company in accordance with the procedure set out in this Policy.

5. PROCEDURE

Any disclosure made by whistleblower must be submitted through:

1. E-mail to whistleblower@sonata-software.com; or

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2. Representation in writing in a sealed cover to Vice President – Strategic Finance and Risk Management addressed to :

Vice President – Strategic Finance and Risk Management,
Sonata Software Limited
APS Trust Building, Bull Temple Road
Bangalore 560019, India

If the whistle blower has to submit a disclosure relating to or against the Vice President – Strategic Finance & Risk he or she may do so by :

1. sending out a e-mail to the auditcommittee@sonata-software.com or
2. In writing in a sealed cover to:

Audit Committee,
Sonata Software Limited
APS Trust Building, Bull Temple Road
Bangalore 560019, India

The whistleblower should provide factual data and as much specific information as possible or as requested or directed by the person authorized to conduct the investigation under this policy to allow for proper assessment with respect to the disclosure.

Complaints can be submitted without disclosing the identity, if the whistleblower wishes not to disclose his identity. Further, it is Whistle Blower's responsibility to maintain secrecy of the reporting unless permitted by Vice President Strategic Finance and Risk Management or Audit Committee.

6. INVESTIGATION

All disclosures will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation under the supervision of Vice President – Strategic Finance:

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review by the Vice President – Strategic Finance and Risk Management, as the case may be, which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and

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- II. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review, provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.
- d. The whistle blowers, should not act on their own in conducting any investigation activities, nor do they have right to participate in the investigation beyond the directions of the Vice President – Strategic Finance and Risks or Chairman of the Audit Committee.

The Vice President – Strategic Finance and Risk will report to the Audit Committee on the complaints received and action taken on the same. The Audit Committee shall take appropriate action to address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

7. PROTECTION

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation or termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Disclosure.

Any complaint that any supervisors or employees are involved in harassment, retaliation or discrimination of whistleblower, shall be promptly and thoroughly investigated and if it is substantiated, appropriate disciplinary action will be taken.

However, protection under this policy would not mean protection from disciplinary actions arising out of false or bogus allegations or incomplete disclosures made by a whistle blower knowing it to be bogus or false or inaccurate and shall be liable for appropriate disciplinary action.

- b. A Whistle Blower may report any violation of the above clause to the Vice President – Strategic Finance and Risk Management, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

8. RETENTION

All documents relating to the reporting, investigation and action there upon under this policy, as a result of a report of questionable action defined above shall be kept in accordance with the Company's record retention policy and applicable law.

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9. CONFIDENTIALITY

The Company will treat all Disclosures made by employees under this Policy as confidential and privileged to the fullest extent permitted by law.

10. REPORTING

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

11. AMENDMENT

The Audit Committee has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.
