



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UN PUBLISHED PRICE SENSITIVE INFORMATION AND CONDUCT FOR REGULATING, MONITORING & REPORTING OF TRADING IN SECURITIES

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1. Introduction:

In compliance with the requirements of Regulation 8 and Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (“**Regulation**”), Sonata Finance Private Limited (“*the Company*”) has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading in Securities (“**Fair Disclosure Code**”/ “**Code of Fair Disclosure**”/ the “**Code**”) in adherence with the principles set out in the Regulations.

2. Scope:

The Company endeavors to preserve the confidentiality of unpublished price sensitive information (“**UPSI**”) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Code.

The Code ensures timely and adequate disclosure of UPSI, which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders. The Code shall ensure the regulation, monitoring and reporting of the trading in the securities of the company by the designated persons or the immediate relative of the designated persons.

The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

For the purpose of the Code the following terms shall have the meanings assigned to them hereunder:

- i. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- ii. “**Board**” means the Securities and Exchange Board of India;
- iii. “**Code**” shall mean this Code of Practices and Procedures for Fair Disclosure of UPSI and Conduct for Regulating, Monitoring & Reporting of Trading in Securities of Sonata Finance Private Limited including modifications made thereto from time-to-time by the Company.
- iv. “**Compliance officer**” means any senior officer, designated so and reporting to the board of directors/ audit committee who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
- v. “**Connected Person**” means,- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being

in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, - (a). an immediate relative of connected persons specified in clause (i); or (b). a holding company or associate company or subsidiary company; or (c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or (d). an investment company, trustee company, asset management company or an employee or director thereof; or (e). an official of a stock exchange or of clearing house or corporation; or (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or (h). an official or an employee of a self-regulatory organization recognized or authorized by the Board; or (i). a banker of the company; or (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

- vi. **“Chief Investor Relation Officer”** shall mean a Senior Officer designated by the Board of Directors of the Company to deal with dissemination of information and disclosure of UPSI. The Company Secretary of the company shall be the Chief Investor Relation Officer or the Compliance Officer for the purpose of this code.
- vii. **“Insider”** means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- viii. **Generally Available Information** means information that is accessible to the public on a non-discriminatory basis
- ix. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- x. **Promoter** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2[2018] or any modification thereof
- xi. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- xii. **“Unpublished Price Sensitive Information”/ “UPSI”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily including, but not restricted to, information relating to the following:
- i. Financial results; dividends;
 - ii. change in capital structure;
 - iii. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and;



iv. changes in key managerial personnel.

xiii. **"Immediate relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

xiv. **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

xv. **"Designated Persons" (DP)** means –

- a. Promoter(s) / Promoter Group(s)
- b. Directors of the Company;
- c. Key Managerial Personnel;
- d. The employees of the company who may be deemed to be in possession of the UPSI owing to their nature of duties and such other persons who may be notified by the Managing Director in consultation with the Compliance Officer from time to time, on the basis of their role and function in the organization or the access that such role and function would provide access to UPSI; and
- f. Immediate Relatives of the above category of persons

xvi. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;

4. Principles of fair disclosure:

The Company shall ensure–

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- At all times, designation of a senior officer as a Company Secretary/Compliance Officer to deal with dissemination of information and disclosure UPSI
- Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- Handling of all unpublished price sensitive information on a need-to-know basis.
- Sharing of UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, analysts, brokers, institutional investors or other advisors or consultants (collectively,



“Third Parties”), shall be considered as “legitimate purposes” in accordance with the policy for determination of “legitimate purposes” enclosed as **ANNEXURE – 1**.

- Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this code and such persons are also required to ensure the confidentiality of UPSI shared with them, in compliance with this Code.

5. Overseeing and coordinating disclosure:

- i. The Compliance Officer of the Company to oversee the dissemination of information and disclosure of unpublished price sensitive information.
- ii. The Compliance Officer shall be responsible for overseeing and coordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media.
- iii. The disclosure/dissemination of information shall be made with the prior approval by the Managing Director of the Company or in his/her absence, by the Chief Financial Officer of the Company.
- iv. No information shall be passed on by an “insider” by way of making a recommendation for the purchase or sale of securities of the Company.

6. Responding to market rumors:

- a. The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the suitable statement/s in this regard.
- b. All the requests/queries received shall be documented and as far as practicable, the Compliance Officer, shall request for such queries/requests in writing.

7. Disclosure/dissemination of UPSI with special reference to Third Parties:

The following guidelines will be followed whilst dealing with Third Parties: -

- (i) Only such information which is in public domain shall be provided;
- (ii) At least two representatives of the Company shall be present at the meetings with Third Parties;
- (iii) Unanticipated questions may be taken on notice and a considered response may be given later. No UPSI shall be shared unless a public announcement in regard to the same has been made; and;
- (iv) Where a meeting has been held with the Third Parties, the Company shall either make a press release or post relevant information on its website immediately after such meet.

8. Medium of disclosure and dissemination:

- (i) The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges in accordance with the requirements of applicable law, where its securities are listed and thereafter to the press.
- (ii) As a good corporate practice, the UPSI disclosed to the stock exchanges and to the press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.
- (iii) The information filed by the Company with the stock exchanges under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, shall also be posted on the Company's website.
- (iv) The Company will also promptly intimate any amendment to the Code to the stock exchanges, as required under the Regulations.

9. Serving of Notice and execution of Non-Disclosure Agreements ("NDA")

A due notice shall be served to every insider and DP prior to sharing of UPSI making them aware of the nature of the information and liabilities attached in case of misuse or unauthorised disclosure / leakage of that information.

The compliance officer shall require the execution of agreements to contract confidentiality and non-disclosure obligations with the insiders and the DP with whom UPSI is being shared and such parties shall keep the information so received confidential till the time it is made generally available by the Company or any judicial, quasi-judicial or regulatory authority.

10. Code of Conduct for Regulating Monitoring & Reporting of Trading in securities

The Code of Conduct has been formulated to regulate, monitor and report trading by the designated persons and immediate relative of designated persons towards achieving compliance with the Insider Trading Regulations, adopting the minimum standards set out as below:

- i. The Compliance Officer shall be responsible for:
 - compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI and the implementation of the Codes specified in these Regulations under the overall supervision of the Board of Directors.
 - Providing reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors including any violations of the Code of Conduct to the Audit Committee and the Board on a yearly basis.
- ii. All information shall be handled within and outside the organization on a 'need-to-know' basis and no UPSI shall be communicated, provided, allowed access to or procure to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations OR in the event the Board directs or causes public disclosure of UPSI in the best interest of the company.
- iii. Where Chinese Wall arrangements are in place Employees working within an Insider Area are prohibited from communicating any price sensitive information to Employees in Public

Areas without the prior approval of the Compliance Officer.

Employees within a Chinese Wall shall be responsible to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall shall be referred to the Compliance Officer immediately.

In exceptional circumstances, Employees from the Public Areas may be allowed to 'cross the wall' and given price sensitive information by following the 'need-to-know' principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.

- iv. The Board shall ensure that a structured digital database (SDD) is maintained of every person required to handle unpublished price sensitive information (UPSI). The SSD shall include the following details:

- a. Nature of UPSI
- b. Names of persons who have shared the information
- c. Names of persons with whom the information is shared along with PAN (If no PAN then any other ID Proof)

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Further, it shall ensure the digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions. Further in case of an event of receipt of information from SEBI with respect to any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.

- v. The trading window shall mean a notional trading window, which shall be used as an instrument of monitoring trading by the Designated Persons / Insiders.

Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

The above restrictions shall not apply if the transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights

issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

- vi. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive

information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

- vii. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer by making an application in the prescribed form (**Annexure -II**) and containing the prescribed undertaking to the Compliance Officer, if the value of the proposed trades is above Rs. 10 Lakhs.
- viii. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- ix. Trades that have been pre-cleared have to be executed by the designated person within seven days in the format as prescribed in (**Annexure-III**), failing which fresh pre-clearance would be needed for the trades to be executed.
- x. All Designated Persons who buy or sell any number of Securities of the Company shall not execute a contra trade i.e. sell or buy any number of Securities of the Company during the next six months following the prior transaction. This restriction shall not apply to shares acquired through exercise of ESOPs. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations.

Inadvertently or otherwise, if any trade is executed in violation of the contra trade restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- xi. Designated Person shall be required to disclose names and PAN or any other identifier authorized by law, of the following persons, to the Compliance Officer, on an Annual Basis and as when the information changes:
 - a. Immediate Relatives as defined in this code;
 - b. Person with whom such designated person(s) share a material financial relationship; and
 - c. Phone, mobile and cell number which are used by them. In addition, the name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis. (**FORM A**)

The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person] during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

- xii. The Insider sharing UPSI shall give prior notice to person(s) who are brought inside‘ on sensitive transaction(s)/UPSI and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

1. Trading Plan

- i. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

- ii. Such trading plan shall:
 - a. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.
 - b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.
 - c. Entail trading for a period of not less than twelve months;
 - d. not entail overlap of any period for which another trading plan is already in existence.
 - e. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - f. not entail trading in securities for market abuse
- iii. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- iv. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan
- v. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

2. Reporting Requirements for transactions in securities

The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.

Initial Disclosure:

Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his/her holding of Securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter **(FORM -B)**.

Continual Disclosures:

- a. Every promoter, member of the promoter group, Designated Person and director of the Company shall disclose in **(FORM -C)** to the company, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
- b. the Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information in the format as specified by SEBI from time to time.

The Compliance Officer shall maintain records of all the disclosures made in the appropriate form for a minimum period of 5 years.

3. Whistle Blower Policy and Policy & Procedure for inquiry in case of leak of UPSI or suspected leak of UPSI

In case of receipt of complaint on leak of UPSI or suspected leak of UPSI, the matter shall be dealt with in accordance with Whistle Blower and Fraud Prevention Policy of the Company.

4. Penalties for Contravention

All Designated Persons and Insiders shall also ensure compliance with the PIT Regulations and this Code. Any Designated Person or Insider who trades in Securities or communicates any information for trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

The action by the Company shall not absolve the person from prosecution by SEBI under the PIT Regulations.

In case of the Compliance Officer becoming aware of any violation by the Designated Persons, their Immediate Relatives or Insider of the PIT Regulations, the Compliance Officer must promptly inform the Stock Exchange(s), where the Securities are traded, or any other appropriate regulatory authority, as required, in the standardized format as prescribed by SEBI in Circular SEBI/HO/ISD/ISD/CIR/P/2019/82 dated July 19, 2019 (or in such form and manner as may be specified by SEBI from time to time) so that appropriate action may be taken.

5. Authority to Make Alterations

The Board is authorized to make such alterations to this Code as considered appropriate, provided that such alterations shall not be inconsistent with the provisions of the PIT Regulations and any other applicable law from time to time.

ANNEXURE - I

Policy for determination of ‘legitimate purposes’ for communicating/ procuring unpublished price sensitive information

The Policy forms a part of the Code of Fair Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”) formulated pursuant to the SEBI (Prevention of Insider Trading) Regulations, 2015 (“SEBI Insider Trading Regulations”)

1. The principles for determining the legitimate purposes for which UPSI can be communicated / procured under the SEBI Insider Trading Regulations are as follows:
 - i. If the purpose conforms with the laws and regulations applicable to the Company;
 - ii. If the purpose is to ensure compliance with or is undertaken pursuant to a legal/regulatory obligation applicable to the Company;
 - iii. If the purpose is in furtherance of the business of the Company and is in the ordinary course of business of the Company;
 - iv. The sharing of UPSI is not made with an intent to evade or circumvent the SEBI Insider Trading Regulations and the UPSI is shared on a need-to-know basis.
2. The person sharing UPSI for a legitimate purpose should consider the following:
 - i. Whether the sharing of UPSI is for a bona fide purpose?
 - ii. Whether the sharing is permitted as per the principles laid down herein?
 - iii. Why the information is required by the recipient i.e., is there a need to know?
 - iv. Whether he/she is authorized to share the UPSI?
 - v. Whether the UPSI being shared is in line with the purpose and authorization to share the UPSI?
 - vi. Whether the sharing would result in any market abuse?
 - vii. Whether due notice has been provided to the recipient of the UPSI to maintain confidentiality of such UPSI in compliance with the SEBI Insider Trading Regulations?
3. The term “legitimate purposes” includes sharing of UPSI in the ordinary course of business by an Insider with:
 - i. partners,
 - ii. collaborators,
 - iii. lenders,
 - iv. customers,
 - v. suppliers,
 - vi. merchant bankers,
 - vii. legal advisors,



- viii. auditors,
- ix. insolvency professionals,
- x. other advisors / consultants
- xi. shared service providers,
- xii. service providers,
- xiii. debenture trustees
- xiv. security trustees for lenders
- xv. depositories and custodians
- xvi. IT tool/system providers/facilitators,
- xvii. such other persons by whatever name called who may be required to be engaged by the Company from time to time for conduct of its operations, for facilitating corporate action including conduct of due diligence for undertaking any transaction, preparation of financial statements etc.,
- xviii. with any person for any other purpose as may be determined by the Compliance Officer to be legitimate,

provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

- 4. A person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the SEBI Insider Trading Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the SEBI Insider Trading Regulations to make such persons aware that the information shared is UPSI, such that the persons are aware of their duties and responsibilities and also the liability for any misuse or unwarranted use of the UPSI shared.

ANNEXURE-II

APPLICATION FOR PRE- CLEARANCE OF TRADING IN SECURITIES

(Under the Code of Conduct for Prohibition of Insider Trading and Code of Fair Disclosure and Conduct (the "Code"))

Date: _____

To: The Compliance Officer
Sonata Finance Private Limited

From: _____
Shri/Smt: _____
Address: _____

*Designation: _____

*Employee Code: _____

*(Applicable to employees only)

Dear Sir,

SUB: PRECLEARANCE OF TRADES

Pursuant to Clause 9 of the Code, I hereby seek your approval to purchase/sell Securities of Sonata Finance Private Limited as per the details given below:

SR NO.	Name of the Designated Person/Immediate Relative proposing to deal in Securities	Relationship with Designated Person/ PAN of Immediate Relative	Present holding (No. of securities)	Nature of transaction (Buy/Sell/Subscribe)	No. of Securities	Value of Securities (in ₹)	Name of proposed buyer/seller (for off-market trade)
01							
02							
03							
04							

I declare that the Securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months.

I hereby undertake that:

- I do not have any access to nor have received any UPSI up to the time of giving this undertaking.
- In case I have access to or receive any UPSI after this undertaking, but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I and/or the persons named above would completely refrain from trading in the Securities till the time such information becomes public.

I have not contravened the PIT Regulations and the Code. I have made a full and true disclosure in the matter.

Thanking You

Signature:

For Office Use

With reference to the above application, I hereby approve/ reject the application for _____
number of Securities of Sonata Finance Private Limited for ₹ _____

Further, the approval is valid only for a period of seven Trading Days from the date of approval.

Date:

Signature of Compliance Officer:

ANNEXURE III

INTIMATION OF TRADING IN SECURITIES

(Under the Code of Conduct for Prohibition of Insider Trading and Code of Fair Disclosure and Conduct (the “Code”))

Date: _____

To: The Compliance Officer

Sonata Finance Private Limited

From: _____

_____ (Name)

_____ (Emp. No.)

_____ (PAN)

_____ (Designation)

_____ (Department)

I hereby report that pursuant to the approval of the pre-clearance dated _____ granted to me, the following trades have been executed:

Name of the applicant/Immediate	
Relative in case the trade is done by the Immediate Relative of the applicant	
PAN of applicant/Immediate Relative	
Approval date of pre-clearance	
Approval taken for no. of Securities	
No. of Securities traded	
Market value of Securities traded	
Date of trading	
No of Securities not traded (if any) for which approval has been taken	
Reasons for not trading	

I hereby state that the above details are correct, true and complete in all respects.

Signature: _____

FORM A¹

Disclosure by Designated Person(s) including disclosure of persons with whom Designated Person(s)/ shares a material financial relationship under Code for Prohibition of Insider Trading

**To
Compliance Officer
SONATA FINANCE PRIVATE LIMITED**

I _____ S/o /D/o _____ Director/ Employee do hereby confirm and disclose that -

i. The following persons are my Immediate Relatives*:

Sr. No.	Self and Name of the Immediate Relative	PAN	Relationship	Phone / Mobile No.	Shareholding
1.					
2.					
3.					
4.					

ii. I have shared the material financial relationship# with following persons in the immediately preceding 12 months:

Sr. No.	Name	PAN	Relationship	Phone / Mobile No.	Shareholding
1.					
2.					
3.					
4.					

iii. ² I also confirm that the following are my graduation and past employment details:

Sr. No.	Name of the Institution/University	Education Major
1.		
2.		
3.		
4.		

AND

Sr. No.	Name of the Company	Designation	Year of Employment
1.			
2.			
3.			

iv. I also confirm that in case of any change in the abovementioned list in point (i) & (ii), I shall intimate the same in writing to the Compliance Officer.

Name of Director/Employee: _____

Designation: _____

Signature of Director/Employee: _____

Date:

Place:

¹ To be given on Annual Basis and as and when, there is a change in the information provided except units holding
² To be given on one-time basis

* *“Immediate Relative” means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities/units.*

“Material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but excluding the relationships in which the payment is based on arm’s length transactions.”

FORM B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel / Director/ Promoter/ Member of the/Promoter Group]
(to be submitted within seven days of appointment)

To
The Compliance Officer
Sonata Finance Private Limited

ISIN of the company: _____

Dear Sir,

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 7 (1) (b) read with 6(2) of prohibition of Insider Trading and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the details of my shareholding and/ or positions in derivatives in the company, is specified hereunder:

Name, PAN CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the Promoter group	Securities held at the time of becoming KMP/Director or upon becoming Promoter or member of the promoter Group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures Rights Entitlements, etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of Becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

** Since the company has not issued any derivatives as on date the applicability of the above clause shall be effective from the date of issue of any such instrument

Name & Signature:

Date:

Designation:

Place:

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

(to be submitted within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees)

To
The Compliance Officer
Sonata Finance Private Limited

ISIN of the company: _____

Dear Sir,

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2) Code of conduct for prohibition of Insider Trading and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the details of change in shareholding and/ or positions in derivatives in the company, is specified hereunder:

Name, PAN CIN/DIN, & address with contact nos.	Category of Person (Promoter / member of the promoter Group/d esignatd person/di rectors/ immedia te relative/ Director s/ immedia te relative to/ others etc.)	Securities held prior to acquisition/d isposal		Securities Acquired/Disposed				Securities held post acquisition/dispos al		Date of allotment advice/ acquisition of shares/ sale of shares		Date of intimati on to compan y	Mode of Acquisi tion/ disposal (on Market/ /public rights/ prefere ntial offer / off market/ Inter-se Transfe r, ESOPs etc).	Exchange on which the trade was executed
		Type of securit y (For eg. – Shares, Warrant ts, Convert ible Debent ures, Rights entitle ments etc.)	No. and % of share holdi ng	Type of security (For eg. – Shares, Warrant Convertible Debentu res, Rights entitle ments etc.)	No	Val ue	Transacti on Type (Purchas e/ Sale/ Pledge/ Revocati on/ Invocati on/ others please specify)	Type of security (For eg. – Shares, Warrant s, Converti ble Debentur es, Right entitle ment, etc.) etc.)	No. and % of sharehol ding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015, & (ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Date:

Designation:

Place:

Employee code: