



## DATAMATICS GLOBAL SERVICES LIMITED

### CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT PERSONNEL

#### 1. INTRODUCTION:

This Code is formulated in line with the requirement of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

This Code of Conduct is applicable to the following persons -

- All the members of the Board of Directors and
- All the members of the Senior Management of the Company

For the purpose of this code, the word 'senior management' shall have the same meaning as assigned to it under Regulation 16(1)(d) of the SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015 and as may be amended from time to time.

All members of the Board of Directors and Senior Management of the Company are committed to comply with all those acts, rules and regulations that govern the conduct of the Company.

#### 2. GUIDELINES FOR CONDUCT:

**2.1** The Code expects all the members of the Board of Directors and Senior Management personnel of the Company to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct. Every member of the Board of Directors and Senior Management personnel of the Company has an obligation, at all times, to comply with the spirit, as well as the letter, of the Applicable Laws and the principles of this Code

#### **2.2 Every member of the Board of Directors of the Company should:**

- a. Act in accordance with the Articles of Association of the Company.
- b. Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders, the community, and for the protection of the environment.
- c. Exercise his / her duties with due and reasonable care, skill, and diligence and shall exercise independent judgment.
- d. Not involved in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.



- f. Not assign his / her office and any assignment so made shall be void.
- g. Dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision- making by reviewing in advance any materials distributed and making reasonable inquiries.
- h. Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

**2.3 Every member of the Board of Directors of the Company and Senior Management personnel of the Company should:**

- i. Seek to comply with all Corporate Policies.
- j. Conduct themselves in a professional, courteous, and respectful manner.
- k. Act in a manner to enhance and maintain the reputation of the Company.
- l. Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
- m. Do not use confidential information acquired in the course of their service for their personal advantage.

**3. CONFLICT OF INTEREST:**

The Board of Directors and Senior Management personnel shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board. The Board of Directors and Senior Management personnel shall also not accept gifts from persons or firms who deal with the Company or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

**4. OUTSIDE EMPLOYMENT:**

Executives Directors and Senior Management personnel shall not work for or receive payments for services from any competitor, customer, distributor, or supplier without the approval of the Board. Any outside activity must be strictly separated from employment and should not harm job performance of the company. The Executive Directors and the Senior Management personnel shall devote themselves exclusively to the business of the company and shall not accept any other work or assignment (part time or otherwise).



## **5. CONFIDENTIAL INFORMATION:**

Directors and members of the Senior Management of the Company should maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the director or anyone other than the Company. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed.

## **6. INSIDER TRADING:**

Director and members of the Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All Directors and members of the Senior Management shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

## **7. COMPANY MEETINGS:**

The Directors should attend the Board/ general meetings comprehending the agenda of the meeting circulated to them. They are required to make a concerted effort to attend all the Board meetings scheduled in the year. The directors shall participate actively and constructively in the discussions of the Board and shall follow the guidelines agreed on by the Board regarding how it will govern and conduct itself.

## **8. OTHER DIRECTORSHIPS- DISCLOSURES:**

The Directors should promptly disclose their appointment/ cessation from directorship of other companies.

## **9. HONEST AND ETHICAL CONDUCT :**

The Company expects all Board Members and Senior Management Personnel to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, whenever the Company's business is being conducted or at any place where such Board Members and Senior Management Personnel are representing the Company. The Company considers honest conduct to be conduct that is free from fraud or deception. The Company considers ethical conduct to be conduct conforming to the accepted professional standards of conduct. Ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships

## **10. ACCEPTANCE OF GIFTS/ PAYMENTS:**

The Directors and Officers shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money or anything of value that could be



interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position; mementos received because of attending a widely held gathering as panelist /speaker and other customary gifts are allowed.

Gifts on behalf of the Company: Some business situations call for giving gifts. These gifts shall be legal, and reasonable. Directors and Senior Management personnel shall not pay bribes

#### **11. DECLARATION FOR COMPLIANCE WITH THE CODE:**

The members of the Board and Senior Management personnel shall affirm compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in Annexure I. The annual report of the Company shall carry a declaration signed by the CEO/ Managing Director of the Company stating that the members of the Board and Senior Management personnel have affirmed compliance with the Code.

#### **12. COMPLIANCE WITH LAWS, RULES & REGULATIONS:**

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors and Senior Management Personnel must report to the Compliance Officer any possible violation of law, rules, regulation of this Code.

#### **13. CODE FOR INDEPENDENT DIRECTORS:**

The Independent Directors, in addition to compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the Schedule IV of the Companies Act, 2013.

#### **14. VIOLATION OF CODE:**

It shall be the duty of Directors and Senior Management Personnel to help the enforcement of the Code and any breach if communicated / noticed is to be reported to the Board. In case of breach of this Code by Directors and Senior Management Personnel, the same shall be considered by the Board for initiating appropriate action including disciplinary action such as termination of employment, suspension and/ or penalty, as deemed necessary

#### **15. REVIEW OF CODE:**

This code shall be reviewed by the Board as may be deemed necessary and in accordance with any statutory/regulatory requirements. In case of any change/ amendment in applicable statutes/regulations, the Policy shall stand revised to the extent thereto.



**16. WEBSITE :**

Pursuant to Regulation 46 of the Listing Regulations, this Code and any amendments thereto shall be posted on the website of the Company: [www.datamatics.com](http://www.datamatics.com)

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**Affirmation by Director/ Senior Management with Code of Conduct**

To,  
Datamatics Global Services Limited

I, .....confirm that I have duly complied with the ‘Code of Conduct’ applicable to the Directors and Senior Management Personnel of the company, for the financial year ended 31st March .....

Signature .....  
Name : .....  
Designation :.....

Date .....  
Place.....