

DATAMATICS

May 24, 2023

To,

Corporate Communication Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Mumbai - 400 001
BSE Scrip Code: 532528

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) Mumbai 400 051.
NSE Code: DATAMATICS

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Dear Sir/Ma'am,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company, issued by Mr. Tushar Shridharani, Practicing Company Secretary for the financial year ended March 31, 2023.

You are requested to take note of the above and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Datamatics Global Services Limited**

Divya Kumat
EVP, Chief Legal Officer and Company Secretary
(FCS: 4611)

Encl.: a/a

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

Tel. : (022) 7963 3947
Email : tushar@tusharshri.com

10, New Marine Lines
417, Jolly Bhavan No. 1
Mumbai – 400 020

To,
The Board of Directors
Datamatics Global Services Limited
Knowledge Centre, Plot No. 58, Street No. 17
MIDC, Andheri (East)
Mumbai – 400 093.

Dear Sir(s),

Subject: Annual Secretarial Compliance Report for the Financial Year 2022-23.

I have been engaged by Datamatics Global Services Limited (“**the Company**”), whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI’s Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 / NSE Circular Ref No: NSE/CML/ 2023/21 dated 16th March, 2023 and NSE Circular Ref No. NSE/CML/ 2023/30 dated 10th April, 2023, and any further modifications thereto or other applicable circulars, if any in this regard, to issue the Annual Secretarial Compliance Report thereon for the year ended 31st March, 2023.

It is the responsibility of the management of the Company to maintain records, devise proper system to ensure compliance with provisions of all applicable SEBI Regulations and circulars / guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI regulations and circulars / guidelines issued there under from time to time and issue a report thereon.

Annual Secretarial compliance report of Datamatics Global Services Limited for the year ended 31st March, 2023

I, Tushar Shridharani, have examined:

- (a) all the documents and records made available to us and explanation provided by Datamatics Global Services Limited ("**the listed entity**");
- (b) the filings/submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2023 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, to the extent applicable, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
-

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
- (j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- and circulars/guidelines issued thereunder.

Further to above, I hereby report that, during the Review Period; the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	✓	-	-	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>- All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>- All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/circulars/ guidelines issued by SEBI.</p>	✓	-	-	-

Sr. No.	Particulars	Compliance status			Observations / Remarks of the
3.	<p><u>Maintenance and disclosures on website:</u></p> <ul style="list-style-type: none"> - The Listed entity is maintaining a functional website. - Timely dissemination of the documents/information under a separate section on the website. - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	✓	-	-	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company is disqualified under section 164 of Companies Act, 2013.</p>	✓	-	-	-
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	✓	-	-	-
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	✓	-	-	-

Sr. No.	Particulars	Compliance status			Observations / Remarks of the
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	✓	-	-	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	✓	-	-	-
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	-	✓	-	The audio recording of the meeting held with the Analysts on 01-08-2022 was reported to the Stock Exchange at 3.28 p.m. on 02-08-2022 instead of reporting the same before the opening of trading hours on the stated date.
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	✓	-	-	-

Sr. No.	Particulars	Compliance status			Observations / Remarks of the
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	-	-	✓	-
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.	-	-	✓	-

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below.

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular number	Deviations	Actions taken by	Type of Action – Advisory / Clarification / Fine / Show Cause notice / Warning, etc.	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
---------	---	------------------------------	------------	------------------	--	----------------------	-------------	--	---------------------	---------

1.	SEBI (LODR), 2015	Regulation number 30	Delay in submission of audio recording of the analyst meet which was held on 01-08- 2022, which required to be reported before trading hours of 02-08- 2022, however the same has been reported by the Company on 02-08- 2022.	-	-	The audio recording of the meeting held with the Analysts on 01-08-2022 was reported to the Stock Exchange at 3.28 p.m. on 02- 08-2022 instead of reporting the same before the opening of trading hours on 02-08- 2022.	-	Procedural un-intentional delay.	To remain more meticulous.	-
----	----------------------	-------------------------	--	---	---	---	---	--	----------------------------------	---

The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular number	Deviations	Actions taken by	Type of Action – Advisory / Clarification / Fine / Show Cause notice / Warning, etc.	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
NIL										

Place: Mumbai
Date: May 22, 2023

**Tushar
Ramesh
Shridharani**

Digitally signed by Tushar Ramesh Shridharani
DN: cn=Tushar Shridharani,
2.5.4.20=792792690E000351381, postalCode=400006,
64012112206848494801, serial=60000000,
email=Tushar.Shridharani@practisingcompanysecretary.com,
street=Health Street, 2nd Floor 227, Walkeshwar
Road, Tushar Shridharani Practising Company Secretary, Mumbai,
practisingcompany=792792690E000351381, postalCode=400006,
serial=60000000, postalCode=400006, postalCode=400006,
2.5.4.20=792792690E000351381, postalCode=400006,
cn=Tushar Ramesh Shridharani
Date: 2023.05.22 17:37:12 +05'30'

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190
UDIN - F002690E000351381
Peer review certificate number – 1509/2021