

Datamatics Global Services Limited

Regd. Office :
Knowledge Centre, Plot No. 58, Street No.17, MIDC,
Andheri (East), Mumbai - 400 093. INDIA
Tel. : +91 (22) 6102 0000/1/2 • Fax : +91 (22) 2834 3669
CIN : L72200MH1987PLC045205
www.datamatics.com



May 27, 2019

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 year ended March 31, 2019.

Dear Sir/Madam,

In terms of clause 3 (b)(iii) of SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 8, 2019, please find attached the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Practicing Company Secretary.

Thanking you,

Yours faithfully,

For Datamatics Global Services Limited

Divya Kumat

EVP, Chief Legal Officer and Company Secretary



TUSHAR SHRIDHARANI

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

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

Tel. : (022) 2208 5764 / 2208 5765
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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 2018-19.

I have been engaged by Datamatics Global Services Limited (“the Company”) having CIN L72200MH1987PLC045205, 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 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems 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.

This audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Place: Mumbai
Date: 27th May, 2019

TUSHAR
RAMESH
SHRIDHARANI

Digitally signed by TUSHAR RAMESH SHRIDHARANI
DN: cn=TUSHAR RAMESH SHRIDHARANI, o=, ou=, email=tusharshri@tusharshri.com, c=IN
Date: 2019.05.27 12:02:49 +05'30'

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190

Secretarial compliance report of Datamatics Global Services Limited for the year ended 31st March, 2019.

I, 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, 2019 ("**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, 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) Regulations, 2014;
- (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 and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder to the extent applicable.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

Place: Mumbai
Date: 27th May, 2019

TUSHAR RAMESH
SHRIDHARANI

(Tushar Shridharani)
Practicing Company Secretary
FCS: 2690 / COP: 2190