



DATAMATICS GLOBAL SERVICES LIMITED [“DATAMATICS”]

Code of Conduct & Ethics

1.0 Objective

Datamatics strives to ensure high professional and ethical standards in all our business activities with a view to the best interest of Datamatics and its stakeholders. Values encapsulate the spirit of Datamatics and form the essence of Datamatics. These guidelines serve two purposes first, to assist in making the right decision. Second, it helps create confidence in minds of our customers, investors, suppliers and society at large with respect to our integrity and sincerity. However, the objective of this policy is to ensure no employee will be misguided by a sense of loyalty or profitability to ignore moral decency or disobey any applicable law.

2.0 Scope

The policy shall apply to all Personnel of the Company located in India and overseas locations.

3.0 Definitions

- 3.1** “Company” shall mean and include Datamatics Global Services Limited and its subsidiaries operating in India and overseas.
- 3.2** “Personnel” shall mean and include all those staff who is employed directly or indirectly by the Company.

4.0 Code of Conduct:

4.1 Conflict of Interest

- The term ‘Conflict of Interest’ relates to situations in which financial or personal consideration may compromise, or have the appearance of compromising our judgment of professional duties.
- A Conflict of interest exists when the interest or benefits of Employee conflicts with the interest or benefits of the Company. A conflict of interest may exist when an employee is involved in an activity or has a personal (direct or indirect, by himself or through any relative) interest that in the opinion of the Company interferes with their responsibility of performing duties effectively and objectively. Some of the situations where conflict of interest may arise are:
 1. Accepting simultaneous employment with a Company supplier, customer, developer or competitor, or taking part in any activity that enhances or supports a competitor’s position.
 2. Investing, consulting or employment relationship with the Company customer, supplier, developer or competitor.
 3. Conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include the following:- Spouse, Father, Mother, Sons, Son’s Wife, Daughters, Father’s Father, Father’s Mother, Mother’s Father, Mother’s Mother, Son’s Son, Son’s Son’s Wife, Son’s Daughter, Son’s Daughter’s Husband, Daughter’s Son, Daughter’s Son’s wife, Daughter’s Daughter, Daughter’s Daughter’s Husband, Brother (including step brother), Brother’s Wife, Sister (including Step-Sister), Sister’s Husband, Member’s of HUF.
 4. Receipt of improper personal benefits by an employee or his family as a result of one’s position in the Company.
 5. Receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings.



The above list is not exhaustive. There can be other situations where conflict of interest may arise. Any activity or personal (direct or indirect) interest of employee including those of the employee's relatives that leads to or can lead to a conflict of interest is hereby prohibited.

4.2 Policy against Insider Trading

- Insider trading is prohibited by both the law as well as by the Datamatics policy.
- Insider trading generally involves the act of subscribing or buying or selling of Datamatics securities, when in the possession of Unpublished Price Sensitive Information about Datamatics.
- It also involves disclosing any Unpublished Price Sensitive Information about Datamatics to others who could subscribe, buy or sell Datamatics securities.
- "Price Sensitive Information" means information, which relates directly or indirectly to a Company and which if published is likely to materially affect the price of the securities of the Company.
- It should be noted that positive and negative information could be price sensitive.
- Employees should adhere to the Insider Trading Code at all times.
- Violation of the Insider Trading Code can result in termination of services and even commencement of appropriate criminal and civil proceedings.

4.3 Advertisement Policy

- Datamatics acknowledges that advertising is an essential instrument for effective brand building and communicating with consumers.
- In accordance with Datamatics philosophy, it is necessary to ensure that all advertisements of Datamatics products and services are done ethically and in a legitimate manner.
- Advertising must not misrepresent or be likely to mislead the consumer as to the character, quantity, composition or quality of the product advertised.
- All advertisements should as per the brand guidelines laid by the Marketing Communications team and should be approved by them.

4.4 Compliance with law

- All employees must protect the company's legality.
- They should comply with all environmental, safety and fair dealing laws.
- Employees should be ethical and responsible when dealing with the company's finances, products, partnerships and public image.
- All employees working in the supervisory capacity such as Team Lead, Project Manager, Department Head, Business Head, etc., will ensure that no person under the age of 18 years is employed directly, indirectly or through some contractor to work on any of the Company projects, functions, and processes.
- Any employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the Legal Department of the Company before taking any action that may compromise the Company or that individual.
- No illegal discrimination or harassment based on race, color, religion, sex, national origin or any other protected class will be tolerated.

4.5 Respect in the workplace

- All employees should respect their colleagues.
- All employees shall deal fairly with customers, suppliers and competitors.
- Any kind of discriminatory behaviour, harassment or victimization will not be allowed.
- Employees should conform with equal opportunity policy in all aspects of their work, from recruitment and performance evaluation to interpersonal relations.
- Employees shall not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices



4.6 Protection of Company Property

- All employees should treat the company's property, whether tangible or intangible, with respect and care.
- Employees:
 - Shouldn't misuse company equipment or use it frivolously.
 - Should respect all kinds of incorporeal property. This includes trademarks, copyright and other property (information, reports etc.) Employees should use them only to complete their job duties.
 - Employees should protect company facilities and other material property (e.g. Laptops) from damage and vandalism, whenever possible.
 - Any employee who violates any aspect of this policy or who exhibits poor judgment in the manner in which they use Company's assets may be subject to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion

4.7 Professionalism

- All employees must show integrity and professionalism in the workplace
- All employees should follow the Company's dress code policy to maintain professional decorum.

4.7.1 Confidentiality

- All employees shall safeguard the Company's confidential information and also that of any customer, supplier or business associate of the Company as part of their duties to maintain confidentiality, except when disclosure is authorised or legally mandated.
- They shall not use any confidential information for their own personal advantage or benefit.
- All confidential information shall be used for Company's business purposes only.

4.7.2 Corruption

- We discourage employees from:
 - Accepting gifts from clients or partners
 - Accepting donations or comparable benefits that are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business.
- Datamatics and its Employee shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration in cash or kind.
- We prohibit bribes for the benefit of any external or internal party.
- However, Datamatics and its employee may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events, value of the same not exceeding Rs. 500.

4.7.3 Job duties and authority

- All employees should fulfill their job duties with integrity and respect toward customers, stakeholders and the community.
- Supervisors and managers mustn't abuse their authority. Delegation of duties should be done taking into account the team's competencies and workload.
- Likewise, the team members should follow team leaders' instructions and complete their duties with skill and in a timely manner.

4.7.4 Absenteeism and tardiness

- Employees should follow their schedules, be punctual when coming to and leaving from work.



4.7.5 Collaboration & Open Communication

- Employees should be friendly and collaborative. They should try not to disrupt the workplace or present obstacles to their colleagues' work.
- All employees must be open for communication with their colleagues, supervisors or team members.

4.7.6 Benefits

- Employees should not abuse their employment benefits. This can refer to time off, insurance, facilities, subscriptions or other benefits our company offers.

5.0 Waivers

- Any waiver of any provision of this Code of Conduct & Ethics for a member of the Company's Board of Directors or an employee must be approved in writing by the Conduct & Ethics Committee.

6.0 Independent Directors

- In addition to the Compliance of this Code, Independent Directors are all required to adhere to the provisions of Schedule IV of the Companies Act, 2013.

7.0 Breach of the Code of Conduct & Ethics

- The Conduct & Ethics Committee designated by the Board for this purpose shall determine appropriate action in response to any breach of this Code of Conduct & Ethics policy.

8.0 Disclosure

- The Code of Conduct & Ethics shall also be posted on Company's website to enable all employees to follow the Code in letter and spirit.

9.0 General

- Information contained in this Code of Conduct & Ethics, in any Company policies and procedures or in other related communication (verbal & written) shall constitute and shall not be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.
- This policy and procedure will be continuously reviewed and updated and hence this Code of Conduct is subject to modification.
- Should you have any questions, you can contact the Legal & Secretarial Department for assistance.

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