



## **DATAMATICS GLOBAL SERVICES LIMITED**

### **CODE OF CONDUCT OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) [Under SEBI (Prohibition of Insider Trading) Regulations, 2015]**

#### **1. PREFACE:**

As a part of Company’s commitment to transparency and good governance, the Code of practices and procedures for fair disclosure of UPSI has been framed with an objective to preserve the confidentiality in case of leak of UPSI and initiate appropriate inquiries on becoming aware of leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of Datamatics Global Services Limited (“The Company”) have laid down this policy in pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 for adoption. This Policy shall come into effect from 1<sup>st</sup> April, 2019.

#### **2. OBJECTIVES:**

The objective of this code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

This policy has been formulated with a view:

- (i) To strengthen the internal control system to prevent leak of UPSI;
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the unauthorized person, and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the company;
- (iii) To initiate inquiry, report etc. in case of leak of UPSI or suspected leak of UPSI; and
- (iv) To penalize any Insider who appears to have found guilty of violating this policy.

#### **3. SCOPE:**

The Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person(s) with any unauthorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.



#### **4. DEFINITIONS:**

- (i) **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any person who is in possession of the same, to any other in the manner and for purposes other than those exempted by the Code of Fair Disclosure and Conduct to Regulate, Monitor and Report Trading and /or under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- (ii) **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 include but not restricted to, information relating to the following: –
  - (a) financial results;
  - (b) dividends;
  - (c) change in capital structure;
  - (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
  - (e) changes in key managerial personnel;
  - (f) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

#### **5. CHIEF INVESTOR RELATIONS OFFICER:**

The Compliance Officer of the Company has been designated as “Chief Investor Relations Officer” to deal with dissemination of information and disclosure of UPSI.

#### **6. DIGITAL DATABASE:**

The Board of Directors shall ensure that a structured digital database is maintained as per the regulatory requirements.

#### **7. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:**

No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any other person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The Board of Directors of the Company has framed a Policy for determination of “Legitimate Purposes” as a part of this Code and attached as **Annexure – A**.



#### **8. RESPONDING TO MARKET RUMOURS:**

The Company would make a public announcement with respect to any matter only after it has taken a final or definitive decision. When there are rumours / news reports and the Company is queried by the regulatory authorities, the Company will provide an appropriate and fair response by accepting/denying/clarifying the same. The Company will not be required to make disclosures in cases where the proposal is still in progress or there are impending negotiations or incomplete proposals, the disclosure of which will not be appropriate and could prejudice the Company's legitimate interests.

#### **9. DEALING WITH ANALYSTS AND RESEARCH PERSONNEL:**

An UPSI shall be first communicated to the stock exchanges before the same is shared with analysts and research personnel. The Company shall follow best practices to make transcripts or records of the proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

#### **10. HANDLING OF INFORMATION ON NEED-TO- KNOW BASIS:**

All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

#### **11. AMENDMENT:**

The Board of Directors of the Company, in line with applicable laws, rules and regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or any SEBI Regulations in this regard shall automatically apply to this Policy.

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## **Annexure A**

### **Policy for Determination of Legitimate Purposes [Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

#### **1. PREFACE:**

This Policy, as a part of “Code of practices and procedures for fair disclosure of unpublished price sensitive information”, formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy", and is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **2. OBJECTIVE:**

The objective of this Policy is to identify ‘Legitimate Purposes’ which will be considered as exception for the purpose of sharing / procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

#### **3. LEGITIMATE PURPOSES:**

"**Legitimate Purposes**" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners.

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose" shall also be considered as an "insider" for the purpose of this Code, the Insider Trading Policy and the Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code, the Insider Trading Policy and the Regulations.



#### **4. AMENDMENT:**

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

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