



## DATAMATICS GLOBAL SERVICES LIMITED

### WHISTLEBLOWER POLICY/VIGIL MECHANISM

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## 1. Purpose of this policy

Datamatics Global Services Limited [hereinafter referred to as “Company”] is committed to adhere to the highest standards of loyalty, honesty, integrity, transparency and conduct of business operations in an ethical manner. In compliance with Companies Act, 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and principles of good corporate governance, the Audit Committee of the Company is committed to adopting procedures to receive and address any concern or complaint regarding accounting or auditing matters, internal accounting controls, reporting of fraudulent financial information or any other company matters involving fraud, employee misconduct, illegality or health and safety and environmental issues which cannot be resolved through normal management channels.

Employees of the Company [including outsources, temporary and on contract personnel], and/or third-party intermediaries such as agents and consultants may use the procedures set out in this Whistleblower Policy/Vigil Mechanism (the “Policy”) to submit confidential and/or anonymous complaints. This Policy allows for disclosure by employees, and/or third-party intermediaries of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, and/or third party intermediary for reporting in good faith any inquiry or concern.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.



## 2. Definitions

**“Whistleblower”** is defined as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter within or by the organisation, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organisational malpractice.

**“Reportable Matters”** means Questionable Accounting or Auditing Matters (defined below), and/or any other Company matters involving abuse of authority, breach of Datamatics Code of Conduct, breach of Group Policy or failure to implement or comply with any approved Group Policy, sexual harassment, employee privacy violations, employee misconduct, improper hiring practices, fraud, bribery, corruption, illegality, pilferage of confidential/propriety information, health & safety, environmental issues, wastage/misappropriation of Company funds/assets and any other unethical conduct.

**“Questionable Accounting or Auditing Matters”** include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company’s financial condition;
- any unethical business conduct or illegal acts, including leak or suspected leak of the Unpublished Price Sensitive Information.

**“Personnel”** means any employee [including outsourced, temporary and on contract] (whether working in India or abroad) including directors in the employment of the Company, officer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.

**“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Companies Act 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Board”** means the Board of Directors of the Company.

**“Vigilance Officer”** means an officer appointed to receive complaint or disclosure from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistleblower the result thereof.



### **3. Reporting responsibly**

Personnel will often be the first to realize instances of impropriety and the facts relating to misstatements in the Company's financial statements and other wrongdoing. All Personnel have an obligation to report any of the Reportable Matters, of which they are or become aware of, to the Company. However, due to various reasons which include indifference to the issue, fear of reprisal or plain non-clarity on the issue, such instances may go unreported. This Policy is intended to encourage and enable Personnel to raise serious concerns without fear of retaliation or unfair treatment within the Company.

The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination, punitive transfers, or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

The Whistleblower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.



## **4. False Complaints**

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. A Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action in accordance with the rules, procedures and policies of the Company.



## 5. Reporting mechanisms

Personnel should raise Reportable Matters with someone who is in a position to address them appropriately. In most cases, a Personnel's supervisor or manager is in the best position to address an area of concern. Supervisors or managers to whom Reportable Matters are raised, are required to report the same immediately to the Vigilance Officer or Chairman of the Audit Committee, when the Whistleblower feels it necessary under exceptional circumstances.

Notwithstanding the aforesaid, Personnel can lodge a complaint in one of the following ways:

- by contacting the Vigilance Officer, Ms. Divya Kumat, email: [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com), Phone: +91 22 6102 5274.
- by contacting the Chairman of the Audit Committee at email: [company@datamatics.com](mailto:company@datamatics.com) Phone: +91 22 2431 3683.
- by sending an email to [company@datamatics.com](mailto:company@datamatics.com) or
- by sending a complaint letter in a sealed and secured envelope marked "Private and Confidential" to the Vigilance Officer.

A complaint may be made anonymously. If a complaint is made anonymously, however, the complainant must be detailed in their description of the complaint and must provide the basis of making the assertion therein.

In order to effectively evaluate and investigate the complaint, a Whistleblower is required to furnish all the critical information to the Vigilance Officer or Chairman of the Audit Committee. It is difficult for the Vigilance Officer to proceed with an investigation on a complaint or disclosure, particularly an anonymous complaint or disclosure, which does not contain all the critical information. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. Name and address of the employee, and/or outside party or parties involved;
2. Name and address of the location of the Company, where it happened;
3. When did it happen: a date or a period of time;
4. Type of concern (What happened);
  - a) Financial reporting;
  - b) Legal matter;
  - c) Management action;
  - d) Employee misconduct; and/or
  - e) Health & safety and environmental issues.
  - f) any other concern
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible.



## 6. Investigations

Upon receipt of a complaint, the Vigilance Officer will make an assessment thereof and place an appropriate complaint before the Chairman of the Audit Committee. The Chairman of the Audit Committee shall address all concerns or complaints regarding Reportable Matters which are placed before them, and ensure resolution of the same.

The Vigilance Officer may, in consultation with the Chairman of the Audit Committee, either direct the complaint to the organization/department best placed to address it (while maintaining supervisory authority for the investigation), or lead the investigation in person to ensure prompt and appropriate investigation and resolution.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove. Depending on the nature of the complaint, any concerned Personnel, at the outset of formal investigations, may be informed of the allegations against him/her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation. Personnel involved in the process shall maintain confidentiality of all matters under this policy for completing the process of investigations.

If, at the conclusion of its investigation, the Vigilance Officer or the Chairman of the Audit Committee determines that a violation has occurred or the allegations are substantiated, the Audit Committee will take effective remedial action commensurate with the severity of the offence. This may include disciplinary action against the concerned Personnel.

If the Whistle Blower or the alleged employee is not satisfied with the decision communicated, then upon request, they shall be given opportunity for personal appearance and re-hearing before the Chairperson of the Audit Committee.

The Audit Committee shall decide on whether the outcome of an investigation shall be made public, keeping in view the best interest of the Company.

The Compliance Officer shall assist in all respects to the Audit Committee and the Investigators, for smooth completion of the investigation process under the policy.



## **7. Non-retaliation**

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences.

No unfair treatment will be meted out to a Whistleblower(s) by virtue of his/her having reported a disclosure or complaint under this Policy or any person participating or assisting in the investigation conducted hereunder. The Company, as a Policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistleblower(s) or any person participating or assisting. Complete protection will, therefore, be given to Whistleblower(s) or any person participating or assisting against any unfair practice. The Audit Committee will take steps to minimise difficulties, which the Whistleblower(s) Policy or any person participating or assisting in the investigation may experience as a result of making the Protected Disclosure.





## **8. Retention of documents**

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of seven (7) years from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.



## **9. Amendment**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Amendment may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company.