

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Datamatics Global Services Limited
2. Quarter ending : March 31, 2018

I. Composition of Board of Directors

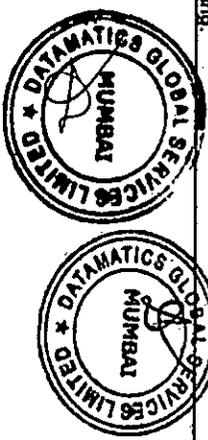
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of memberships in Audit /Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Lalit S. Kanodia	AAEPK7954K	00008050	Chairperson - Executive	15/05/2015	2	2	-
Mr.	Rahul L. Kanodia	AAEPK7955J	00075601	Executive	22/02/2017	2	-	-
Mr.	Sameer L. Kanodia	AJGPK8714Q	00008232	Executive	30/01/2013	1	-	-
Mrs.	Asha L. Kanodia	AAHPK6030H	00008061	Non-Executive	23/09/2014	1	-	-
Mr.	Viney M. Aggarwal	AABPA6057C	00030483	Non-Executive - Independent	27/05/2015	1	-	-
Mr.	Radhakrishna K. Saraswat	ABRPS7391E	00015095	Non-Executive - Independent	23/09/2014	4	7	5
Mr.	Dilip D. Dandekar	AAJPD0959R	00846801	Non-Executive - Independent	23/09/2014	3	2	-
Mr.	Shahzaad S. Dalal	AEKPD9537P	00011375	Non-Executive - Independent	23/09/2014	1	1	-
Mr.	Sudhir C. Deshpande	AACPDA573B	00008088	Non-Executive - Independent	Date of cessation due to death - 14/03/2018	3 years	1	2

*PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive / non-executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &
1. Audit Committee*	Radhakrishna K. Saraswat (Chairman) Shahzaad S. Dalal	Non-Executive - Independent
2. Nomination & Remuneration Committee*	Radhakrishna K. Saraswat Dr. Lalit S. Kanodia Shahzaad S. Dalal	Non-Executive - Independent
3. Risk Management Committee (if applicable)	NA	Non-Executive - Independent
4. Stakeholders Relationship Committee*	Radhakrishna K. Saraswat (Chairman)	Non-Executive - Independent

* Composition of the Committees was affected due to sudden demise of Mr. Sudhir Deshpande, Independent Director of the Company, on March 14, 2018 who was a Chairman of Nomination & Remuneration Committee and member of Audit Committee and Stakeholders Relationship Committee. The Company will reconstitute the Committees in its next Board meeting.



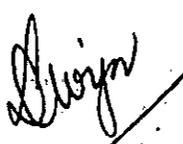
III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30/11/2017			13/02/2018	74 days (between 30/11/2017 to 13/02/2018)
IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee: 13/02/2018	Yes	30/11/2017	74 days (between 30/11/2017 to 13/02/2018)	
Stakeholders Relationship Committee: 13/02/2018	Yes	30/11/2017	74 days (between 30/11/2017 to 13/02/2018)	
Nomination & Remuneration Committee: 13/02/2018	Yes	23/05/2017	266 days (between 23/05/2018 to 13/02/2018)	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
V. Related Party Transactions				
Subject	Whether prior approval of audit committee obtained	Compliance status (Yes/No/NA) refer note below		
Whether shareholder approval obtained for material RPT	NA	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	Yes	Yes		
Note				
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.				
2 If status is "No" details of non-compliance may be given here.				
VI. Affirmations:				
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015				
a. Audit Committee				
b. Nomination & remuneration committee				
c. Stakeholders relationship committee				
d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable				
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.				
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here. First Report				
This report will be placed before the Board of Directors at the ensuing Board Meeting.				
For Datamatics Global Services Limited				
 Divya Kumat Compliance Officer				
				
				

ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Datamatics Global Services Limited
2. Financial Year ending : 31st March, 2018

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of business.		Yes
Terms and conditions of appointment of independent directors.		Yes
Composition of various committees of board of directors.		Yes
Code of conduct of board of directors and senior management personnel.		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy.		Yes
Criteria of making payments to non-executive directors.		Yes
Policy on dealing with related party transactions.		Yes
Policy for determining 'material' subsidiaries.		Yes
Details of familiarization programmes imparted to independent directors.		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances.		Yes
Email address for grievance redressal and other relevant details.		Yes
Financial results.		Yes
Shareholding pattern.		Yes
Details of agreements entered into with the media companies and/or their associates.		N.A
New name and the old name of the listed entity.		N.A
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'.</i>	16(1)(b) & 25(6)	Yes
<i>Board composition.</i>	17(1)	Yes
<i>Meeting of Board of directors.</i>	17(2)	Yes
<i>Review of Compliance Reports.</i>	17(3)	Yes
<i>Plans for orderly succession for appointments.</i>	17(4)	Yes
<i>Code of Conduct.</i>	17(5)	Yes
<i>Fees/compensation.</i>	17(6)	Yes
<i>Minimum Information.</i>	17(7)	Yes
<i>Compliance Certificate.</i>	17(8)	Yes
<i>Risk Assessment & Management.</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors.</i>	17(10)	Yes
<i>Composition of Audit Committee.</i>	18(1)	Yes
<i>Meeting of Audit Committee.</i>	18(2)	No*
<i>Composition of nomination & remuneration committee.</i>	19(1) & (2)	No*
<i>Composition of Stakeholder Relationship Committee.</i>	20(1) & (2)	No*
<i>Composition and role of risk management committee.</i>	21(1),(2),(3),(4)	N.A
<i>Vigil Mechanism.</i>	22	Yes



Policy for related party Transaction.	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions.	23(2), (3)	Yes
Approval for material related party transactions.	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary.	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity.	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure.	25(1) & (2)	Yes
Meeting of independent directors.	25(3) & (4)	Yes
Familiarization of independent directors.	25(7)	Yes
Memberships in Committees.	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel.	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors.	26(4)	Yes
Policy with respect to Obligations of directors and senior management.	26(2) & 26(5)	Yes
<p>Note:</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
<p>III. Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		Yes
<p> Divya Kumat Compliance Officer</p> <p></p> <p>Date: 13th April, 2018 Place: Mumbai</p>		

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