

DATAMATE INFO SOLUTIONS LIMITED

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**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR
MANAGEMENT**

I. Purpose

The purpose of the code is to serve as a guide to the Director and Senior Management of Datamate Info Solutions Limited on principle of integrity, transparency, business ethics and to set up standard for compliance of corporate governance.

II. Guidelines

The Director and Senior Management must act in good faith and in such manner as they reasonably believe to be in the best interest of the company. The Director and Senior Management are also expected to:

- a. Comply with all applicable law, regulations, confidentiality obligation and other corporate policies of the company
- b. Follow all policies, procedures and internal control of the company
- c. Act honestly, in good faith and in the best interest of the Company.

III. Honesty & Integrity

All the directors and Senior Management of the company shall conduct their activities on behalf of the company and on their behalf with honesty, integrity and fairness. The Director and Senior Management of the company will act on good faith, responsibility with due care, competence and diligence without allowing their independent judgment to be subordinated. The Director and Senior Management of the company will act in the best interest of the company and fulfill the fiduciary obligations.

IV. Conflict of Interest

Conflict of interest occurs when personal interest of any member of the Board of Directors and of the Senior Management interferes or appears to interfere in any way with the interests of the Company. Every member of the Board of Directors and Senior Management has a responsibility to the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way that they do not conflict with the Company's interest such as –

1. Employment / Outside Employment: The members of the Senior Management are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company.
2. Business Interests: If any member of the Board of Directors and Senior Management considers investing in securities issued by the Company's customer, supplier or competitor, they should ensure that these investments do not compromise their responsibilities to the Company. Many factors

including the size and nature of the investment; their ability to influence the Company's decisions, their access to confidential information of the Company, or of the other entity, and the nature of the relationship between the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company. Senior Management shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.

3. Family members and close personal relationships: Directors and members of Senior Management shall not use personnel influence to make the Company do business with a company/institution in which his or her relatives are interested. As a general rule, directors and Senior Management shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the Board and a prior approval shall be obtained.
4. Other directorships: The Directors must disclose their directorship and committee membership on the other companies and substantial shareholding in other companies to the Board on an ongoing basis.
5. Related Parties: In case of any dealings with related party the transaction shall be in compliances under Companies Act 2013, as amended and the SEBI Listing Regulation.

V. Company Property

Every Director and Senior Management should endeavor to ensure that they use the company's asset, proprietary information and resource only for the legitimate business purpose of the company and not for personal gain.

Members of the Board of Directors and Senior Management are prohibited from:

- i. using corporate property, information or position for personal gain;
- ii. soliciting, demanding, accepting or agreeing to accept anything of value from any person while dealing with the Company's assets and resources; and
- iii. acting on behalf of the Company in any transaction in which they or any of their relative(s) have a significant direct or indirect interest.

VI. Disclosure Standards

The Company shall make full, fair and accurate disclosures in the periodic reports required to be filed with government and regulatory agencies. The members of Senior Management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board, auditors, regulators and other statutory agencies, as may be required by applicable laws, rules and regulations. The Board and Senior Management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making. All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis.

VII. Confidential Information

The Director and Senior Management should maintain confidentiality of information entrusted to them to carry out their duties and responsibilities. The matters discussed at the board / committee meetings must not be discussed outside appropriate and reasonable circles. The company's confidential and proprietary information shall not be inappropriately disclosed or used for the personnel gain or advantage of any director. These obligations do not only apply to the directors' term's but thereafter unless the said information became public.

VIII. Fair Dealing

The Director and Senior Management should endeavor to deal fairly and not seek to take unfair advantage of the company through manipulation, concealment abuse of privileged information, misrepresentation of material fact or any other unfair dealing.

IX. Compliance with Rules and Regulations

The Director and Senior Management should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any director become aware of any information that he believes constitutes evidence of a material violation any securities or other laws, rules and regulations applicable to the company or the operation of its business, by the company or any employee or another director, then such director should bring such information to the attention of the Chairman of the audit committee.

X. Insider Trading

None of the director or Senior Management shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the company, which is not in public domain and constitute insider information. All Director and Senior Management will comply with the company's code for prevention of insider trading which is separately attached.

XI. Acceptance of gifts and payments

The Company requires that every Director and the member of Senior Management should be fully compliant with the laws, statutes, rules and regulations that have the objective of preventing unlawful gains of any nature whatsoever. Directors and the members of Senior Management shall not accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, suppliers, shareholders/ stakeholders, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commission of fraud, or opportunity for the commission of any fraud.

XII. Duties of Director

Every director of the company shall endeavor to comply with the provisions of Section 166 of the companies Act, 2013 relating to duties of directors. In addition, independent director shall also perform the duties as prescribed in schedule IV to the Companies Act, 2013 as amended from time to time.

XIII. WAIVERS

Any waiver of any provision of this Code for a member of the Company's Board of Directors or a member of the Senior Management must be approved in writing by the Board of Directors of the Company.

The matters covered in this Code are of the utmost importance to the Company, its stakeholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its value system.

XIV. REPORTING/GRIEVANCE REDRESSAL MECHANISM

While every Director and member of Senior Management has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director or member of Senior Management or by any other Director member of Senior Management person shall be immediately reported to the Board through the compliance officer. Anyone who wants to raise grievance under this Policy, may also reach out to the Compliance Officer, at compliance@datamateindia.com ("Grievance Redressal Officer").

The board of directors of the Company shall authorize the Managing Director of the Company to approve any appointment, removal or change the Grievance Redressal Officer under this Policy, whenever any such change is required for any reason whatsoever.

XV. Non-Compliance

Suspected violation of the code may be reported to the chairman of the board or the chairman of the audit committee. All reported violation shall be appropriately investigated. Any waiver of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

Place: Ernakulam

Date: 28-02-2024

For DATAMATE INFO SOLUTIONS LTD.

Managing Director

