



SECRETARIAL COMPLIANCE REPORT OF
DATA PATTERNS (INDIA) LIMITED FOR THE YEAR ENDED 31.03.2023
[Pursuant to Regulation 24A (2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Data Patterns (India) Limited,
Plot No.H9, Fourth Main Road, SIPCOT IT Siruseri,
Chennai - 603103.

I, A. Mohan Kumar, Practicing Company Secretary, have examined:

(a) all the documents and records made available to me and explanations/representations provided by **DATA PATTERNS (INDIA) LIMITED** having Corporate Identification Number **L72200TN1998PLC061236** ("the listed entity");

(b) the filings/ submissions made by the listed entity to the BSE Limited (BSE) and National Stock Exchange of India (NSE), where its equity shares are listed ("the stock exchanges"); with Scrip Code/Symbol of "543428 " and "DATAPATTNS" respectively;

(c) website of the listed entity; and

(d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification

for the financial year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-***The Company has issued 40,97,319 shares during the financial year under review through Qualified Institutional Placement;***
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - ***The Company has not bought back any of its securities during the financial year under review and hence not applicable;***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (with effect from August 13, 2021) - ***Not Applicable to the Company during the financial year under review;***
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - ***During the financial year under review the Company has not issued any Non-Convertible Securities and hence not applicable;***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued there-under; and based on the above examination, **I hereby report that**, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S No	Compliance Requirement (Regulations/Circulars/ guideline including specific clause)	Deviations	Action Taken By and Type of action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response
1	Prior Intimation of Board Meeting	Intimation regarding board meeting held for consideration of annual financial results not given before 5 days	BSE Fine	Date of Board meeting in which annual financials were approved is 23.05.2022; However, the intimation date was 18.05.2022 (only 4 days gap)	11800	We note that the fine amount was duly paid by the company on 16.06.2022 to the NSE and to the BSE. The same was taken note in the board meeting held on 02.08.2022 and also the directors recommended that strict adherence to the compliance calendar is required.	The Company has made the prior intimation to the Stock Exchanges by considering 5 days instead of 5 clear days. The said delay was inadvertent and a one-time event. The Company has paid the fine and complied.
			NSE Fine		20000		
2	Related Party Transaction- Reg 23(9) SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.	Delay in submission to the stock exchange the disclosure of related party transactions	NSE Fine	Date of publication of Financial results is 23.05.2022; However the date of disclosure of related party transaction was 17.06.2022 (after 8days)	50000	We note that the fine amount was duly paid by the company on 29.07.2022 and the same was taken note in the board meeting held on 02.08.2022. The directors recommended that strict adherence to the compliance calendar is required.	The Company has filed the disclosure in line with the earlier provisions of Regulation 23 (9) of SEBI (LODR) Regulations, 2015. This timeline was reduced from 30 days to 15 days effective from 01 April 2022, which inadvertently skipped the notice of the Company. The Company has paid the fine and complied.

(c) The listed entity has taken the following actions to comply with the observations made in previous reports issued for the financial year 31.03.2022:

S. No.	Compliance Requirement (Regulations/Circulars/guideline including specific clause)	Deviations	Action Taken By and Type of action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response
1.	Disclosure of events or information-30(6) SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.	Disclosure of appointment of Director Mr. Vijay Ananth to NSE and BSE was not within 24 hours	-	Mr. Vijay Ananth was appointed as the Additional Director of the Company in its Board Meeting held on 08.02.2022. However, intimation of his appointment has not been made to BSE and NSE within 24 hours of the event.	-	The company took note of the same and there are no such instances observed during the Review Period.	The Company took note and ensured there are no such instances during the financial year 2022-23.

(d) The Additional Affirmations to be provided based on the Circulars issued by the Recognized Stock Exchanges in consultation with SEBI are as follows:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	-

2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes Yes No	The web-links provided in the report directs to the home page of the website.
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The company does not have any subsidiary
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-

8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	No related party transactions were entered into by the Company.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	BSE and NSE fines are disclosed in Page 4 of the report.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	The monitoring agency report submitted to the NSE and BSE for the March 2022 and September 2022 quarters are beyond 45 days. An employee of the company has purchased the securities of the company during the closure of trading window. The Company has intimated the same

			<p>to NSE & BSE.</p> <p>Another employee of the Company has made a contra trade in violation of the Code of conduct. The profits of contra trade were remitted to SEBI for credit of the Investor Protection and Education Fund by the respective employee. The Company has intimated the same to NSE & BSE.</p>
--	--	--	--

For Mohan Kumar & Associates



A. Mohan Kumar

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

Peer review Certificate No. 2205/2022

UDIN: F004347E000287861

Place: Chennai

Date: 13-05-2023

This Report is to be read with my testimony of even date that is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

My Secretarial Compliance Report of even date for the financial year ended 31st March 2023 is to be read along with this Annexure.

1. The management of the listed entity is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").
2. I have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, I have taken an overall view based on the compliance process and procedures followed by the listed entity, and have considered compliance related actions taken by the listed entity after 31st March 2023, but before the issue of this report.
4. I have considered compliance related actions taken by the listed entity based on independent legal/profession opinion obtained, as being in compliance with law, wherever there was scope for multiple interpretations. We have relied on confirmations by the listed entity and its representatives for the purposes of reporting as to the actions, if any, taken against the listed entity, its promoters or directors, by SEBI or the stock exchanges under the SEBI or the SCRA.
5. I have verified the records furnished to us/me on a test basis to see whether the correct facts are reflected therein. I have also examined the compliance procedures followed by the listed entity on a test basis. We believe that the processes and practices I followed provide a reasonable basis for our opinion.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events etc.
8. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mohan Kumar & Associates



A. Mohan Kumar

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

Place: Chennai

Date: 13-05-2023