

# Datamatics Global Services Limited

Regd. Office :  
Knowledge Centre, Plot No. 58, Street No.17, MIDC,  
Andheri (East), Mumbai - 400 093. INDIA  
Tel. : +91 (22) 6102 0000/1/2 • Fax : +91 (22) 2834 3669  
CIN : L72200MH1987PLC045205  
www.datamatics.com



August 22, 2017

To,  
Corporate Communication Department  
BSE Limited  
Phiroze Jeejeeboy Towers  
Dalal Street, Mumbai - 400 001

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East) Mumbai 400 051

Ref. No.	Company Code : BSE - 532528 , NSE Symbol - DATAMATICS
Sub.:	Intimation regarding Notice of the 29 <sup>th</sup> Annual General Meeting and the Book Closure

Dear Sir/Madam,


Pursuant to Regulation 30 read with Schedule III Para A of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith, Notice of the 29<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, September 14, 2017. The Notice is also displayed on the website of the Company ([www.datamatics.com](http://www.datamatics.com)).

Further, Register of Members and Share Transfer Books of the Company will remain closed from September 07, 2017 to September 14, 2017 (both days inclusive), in order to determine the members entitled to receive final dividend, if declared at the AGM.

Kindly take the above on your record.

Thanking you,

For Datamatics Global Services Limited

  
AK Divya Kumat  
Executive Vice President,  
Chief Legal Officer & Company Secretary



# NOTICE



**NOTICE** is hereby given that the **TWENTY-NINTH ANNUAL GENERAL MEETING (AGM)** of the members of **DATAMATICS GLOBAL SERVICES LIMITED** (CIN: L72200MH1987PLC045205) will be held on Thursday, **September 14, 2017**, at 11.00 A.M at Indian Merchant Chamber Hall, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017, together with the Reports of the Auditors thereon.
2. To declare Final Dividend on Equity Shares of the Company for the financial year 2016-17.
3. To appoint a Director in place of Mrs. Asha L. Kanodia (DIN: 00008061), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. M. L. Bhuwania and Co. LLP, Chartered Accountants (Firm Registration No. 101484W/W100197) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till conclusion of the 34<sup>th</sup> AGM, subject to ratification by members of the Company at each AGM, at such remuneration plus out of pocket expenses as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** Dr. Lalit S. Kanodia, Chairman and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Mr. Sandeep Mantri, Chief Financial Officer and/or Ms. Divya Kumat, Sr. VP – Legal & Company Secretary be and are hereby severally authorized to take necessary steps and action as they may think expedient.”

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time, read with Schedule V and Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other consents, approval, permissions as may be required and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rahul L. Kanodia as a Whole-Time Director designated as Vice Chairman & CEO of the Company for a period of five years with effect from February 22, 2017.

**RESOLVED FURTHER THAT** Mr. Rahul L. Kanodia’s remuneration be revised w.e.f April 1, 2017 as mentioned below:

- i. Basic Salary : Rs. 57,00,000/- per annum.
- ii. Personal Allowance/ Perks : Rs. 15,57,400/- per annum as per the rules of the Company.
- iii. House Rent Allowance : Rs. 11,40,000/- per annum.
- iv. Medical : Rs. 15,000/- per annum for self and family.  
Notwithstanding the ceiling specified in clause 2 above, if reimbursement of expenses under clauses 4 claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis.
- v. Leave Travel Allowance : As per the rules of the Company.
- vi. Club : Fees of Club subject to maximum of two clubs. This will include annual membership fee but not admission fee and life membership fee.
- vii. Insurance : As per the rules of the Company.
- viii. Leave : Leave with full pay and allowance as per the rules of the Company.

# NOTICE



- ix. Provident Fund : Contribution to Provident Fund/ Annuity Fund/ Superannuation Fund or Allowance as per the rules of the Company.
- x. Gratuity : Gratuity in accordance with the rules of the Company.
- xi. Car : Vehicle(s) as per Company rules.
- xii. Telephone : Communication facilities as per Company rules.
- xiii. Commission : Upto 1% of the net profits of the Company as computed in accordance with the provision of Sections 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the gross remuneration to be paid to Mr. Rahul L. Kanodia be increased, augmented and/ or enhanced upto 15% per annum, effective from April 01 each year, first such increase to be granted with effect from April 01, 2018.

**RESOLVED FURTHER THAT** in case of absence or inadequacy of profits for any financial year, Mr. Rahul L. Kanodia, shall subject to the approval of the Central Government, if any, be paid remuneration by way of salary and perquisites as specified above, subject to the restrictions, if any, set out in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/ or any Committee thereof be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the re-appointment of Mr. Rahul L. Kanodia including remuneration, provided that such remuneration shall not exceed the maximum limits for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit.

**RESOLVED FURTHER THAT** Ms. Divya Kumat, Sr. VP. - Legal & Company Secretary be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Mumbai, Maharashtra and to take all necessary steps to make effective the said resolution."

**By Order of the Board of Directors**

**Divya Kumat**  
**Sr. VP. - Legal & Company Secretary**

**Place :** Mumbai  
**Date :** June 29, 2017

**Registered Office:**  
Knowledge Centre, Plot No. 58, Street No. 17  
MIDC, Andheri (E), Mumbai 400 093.

CIN: L72200MH1987PLC045205  
Tel: +91(22) 61020000/1/2 | Fax: +91(22)28343669  
Website: [www.datamatics.com](http://www.datamatics.com)  
Email: [investors@datamatics.com](mailto:investors@datamatics.com)

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# NOTICE



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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF/ITSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of the Limited Companies, Societies etc., must be supported by an appropriate resolution/authority as applicable.

A Proxy does not have the right to speak at the meeting and can vote only on a poll.
3. Members may also note that the relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act, are available for inspection during business hours at the Registered Office of the Company on all working days upto the date of the AGM and at the AGM venue during the meeting.
4. Members can avail of the facility of nomination with respect to shares held by them in physical form pursuant to the provisions of Section 72 of the Act, Members desirous of making a nomination in respect of their shareholding in the Company, are requested to submit details to the Registrar and Share Transfer Agents of the Company, in the prescribed Form SH-13 for this purpose. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility.
5. To facilitate better services, members holding shares in physical mode are requested to notify their change of address, bank account details, if not sent earlier, or any changes in the bank details to the Company's Registrar and Share Transfer Agents. Datamatics Financial Services Limited, Plot No. B-5, MIDC, Part B, Cross Lane, Andheri (East), Mumbai - 400093 and members holding shares in electronic mode are requested to notify the concerned Depository Participants of any change in address, dividend mandate etc.
6. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2017 to the Company atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
7. Members' attention is particularly drawn to the "Corporate Governance" section with respect to unclaimed and unpaid dividends.
8. Pursuant to the provisions of Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report 2016-17 were sent through electronic mode to those members whose e-mail addresses are registered with the Depository or the Company's Registrar and Share Transfer Agents, unless the members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent through the permitted mode.

**Members are requested to support the Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Share Transfer Agents (in case of shares held in physical form).**
9. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 07, 2017 till Thursday, September 14, 2017.
10. The dividend, as recommended by the Board, if approved and declared at the 29<sup>th</sup> AGM, the payment of such dividend will be made on and from Thursday, September 14, 2017 to those persons or their mandates as under:
  - A. whose names appear as Beneficial Owners as at the close of the business hours on Thursday, September 07, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with respect to the shares held in electronic mode; and
  - B. whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Share Transfer Agents on or before Thursday, September 07, 2017.

# NOTICE



11. The Company has put into operation the National Automated Clearing House (NACH) for payment of dividend to its shareholders. Under this facility, the amount of dividend payable to you is directly credited into your bank account. In case you wish to avail the above facility and you are holding shares in the physical mode, kindly furnish the information in the NACH mandate form which can be obtained from the Company's Registrar & Share Transfer Agents. Shareholders holding shares in dematerialized form are advised to inform/update your information directly to the Depository Participants (DP).
12. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Share Transfer Agents for payment of dividend through electronic mode to investors, wherever bank details are available. In the absence of electronic facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them with respect to shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to intimate their Depository Participant(s) about such change, with complete details of their bank account.
13. The route map showing directions to reach the venue of the 29<sup>th</sup> AGM is annexed to this Notice.
14. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by NSDL.

- a) The remote e-Voting facility will be available during the following period:

<b>COMMENCEMENT OF REMOTE E-Voting</b>	<b>END OF REMOTE E-Voting</b>
<b>September 10, 2017 at 9.00 A.M</b>	<b>September 13, 2017 at 5.00 P.M</b>

Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 07, 2017, may cast their vote electronically during the aforementioned e-Voting period. The e-Voting module shall be disabled by NSDL upon expiry of the aforesaid period.

- b) The facility for voting through ballot/polling paper will be made available at the venue of the 29<sup>th</sup> AGM and members attending the meeting, who have not cast their vote(s) through Remote e-Voting will be able to exercise their voting rights at the meeting through ballot/polling paper.
- c) Mr. Aashish K. Bhatt, Company Secretary in Practice (Membership No. A19639/Certificate of Practice No. 7023) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- d) The results shall be declared within two days of AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.datamatics.com](http://www.datamatics.com) and on the website of NSDL immediately after declaration of results of e-Voting and poll/ ballot and communicated to the Stock Exchanges.

## **The procedure and instructions for e-Voting are as under:**

1. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
2. During the e-Voting period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 07, 2017, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
3. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



# NOTICE



4. If a member casts vote(s) by both modes, then voting done through remote e-Voting shall prevail and vote(s) cast at the meeting shall be treated as "INVALID".
5. The process and manner for remote e-Voting are as under:
  - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "Datamatics remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.

**NOTE:** Shareholders already registered with NSDL for e-Voting will not receive the PDF file "Datamatics remote e-Voting.pdf".
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - [Login](#)
    - (iv) Put your user ID and password. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Datamatics Global Services Limited".
    - (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below :

<b>EVEN (Remote e-Voting Event Number)</b>	<b>USER ID</b>
<b>PASSWORD/PIN</b>	
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-Voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.

**NOTE:** Shareholders who forgot the User Details/ Password can use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*

*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).*
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mail@aashishbhatt.in](mailto:mail@aashishbhatt.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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# NOTICE



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9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 07, 2017.
  10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 07, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  11. A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
  12. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 07, 2017 shall only be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper.
  13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  14. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ([www.datamatics.com](http://www.datamatics.com)) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall immediately be forwarded to the Stock Exchanges.

**By Order of the Board of Directors**

**Divya Kumat**  
**Sr. VP. - Legal & Company Secretary**

**Place :** Mumbai  
**Date :** June 29, 2017

# NOTICE



## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name of the Director	Mrs. Asha L. Kanodia	Mr. Rahul L. Kanodia
DIN	00008061	00075801
Date of Birth	16 <sup>th</sup> November, 1943	25 <sup>th</sup> November, 1966
Age	73 Years	50 Years
Qualification	Art Graduate in Psychology from University of Mumbai, Social Psychology at Massachusetts Institute (MIT), Boston (USA)	MBA degree from Columbia University (USA). Bachelor's degree from H. R. College (India) and Babson College (USA).
Expertise in specific functional areas	Interior Designing	He has over 25 years of professional experience and has expertise in the field of Business Strategies, Marketing, Finance, Merger and Amalgamations.
Date of Appointment	12 <sup>th</sup> August, 2014	28 <sup>th</sup> September, 2007
No. of Meetings of the Board attended during FY 2016-17	5 (five)	5 (five)
Directorship held in other companies (excluding foreign, private and Section 8 Companies).	Nil	<ul style="list-style-type: none"><li>• Cybercom Datamatics Information Solutions Limited;</li><li>• Safari Industries (India) Limited;</li><li>• Lumina Datamatics Limited;</li><li>• Datamatics Staffing Services Limited.</li></ul>
Membership in Committees	Nil	Nil
Shareholding in the Company	33,05,258 Shares	209 Shares
Disclosure of relationships between directors inter-se	She is wife of Dr. Lalit S. Kanodia and Mother of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia, Directors of the Company.	He is son of Dr. Lalit S. Kanodia & Mrs. Asha L. Kanodia and brother of Mr. Sameer L. Kanodia, Directors of the Company.



# NOTICE



## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 5**

The members of the Company had, at the 24<sup>th</sup> AGM of the Company held on September 26, 2012, re-appointed Mr. Rahul L. Kanodia as a Whole-Time Director, designated as Vice Chairman & Chief Executive Officer of the Company for a period of five years effective February 22, 2012. As per the terms, tenure of his appointment expired on February 21, 2017.

Accordingly, on the recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on May 23, 2017, re-appointed Mr. Rahul L. Kanodia as a Whole-Time Director, designated as Vice Chairman & Chief Executive Officer of the Company for a further period of five years, with effect from February 22, 2017, subject to approval of the Members by way of Ordinary Resolution.

### **Brief Profile of Mr. Rahul L. Kanodia [DIN: 00075801]**

Mr. Rahul L. Kanodia holds an MBA degree from Columbia University (USA) with a major in Business Strategy & Marketing and a minor in Mergers & Acquisition and Turnaround Management. He is a graduate from H. R. College (India) with specialization in Finance & Accounting and holds bachelor's degree from Babson College (USA) with specialization in Management Information Systems.

Mr. Rahul L. Kanodia leads all strategic and corporate initiatives globally, leading to the long-term growth, profitability and industry leadership of the organization. He has over 25 years of professional experience and has held several progressively senior and leadership positions.

He has been the Chief Architect for re-positioning and transforming Datamatics from a service led organization to a solutions organization focused on enhancing business productivity through smart automation of data driven processes. He has also been driving the Company's foray into new geographies.

Under his aegis, Datamatics has become one of the fastest growing IT/ITeS companies among all the listed outsourcing companies on the Bombay Stock Exchange and the National Stock Exchange. Recognizing his contribution, in the year 2014 he was presented with 'CEO of the Year Award' for his exemplary leadership amongst organizations from across 41 Asian countries.

He serves as the Chairman for the Western Region of ESC (Electronics and Computer Software Export Promotion

Council, Government of India's largest Electronics and IT trade facilitation organization) and is a member of NASSCOM's Regional Council. He is also on the Advisory Board of Columbia University's India Business Initiative (New York) and serves as a Director at Safari Industries (India) Limited.

He holds 209 shares in the Company. He is son of Dr. Lalit S. Kanodia & Mrs. Asha L Kanodia and brother of Mr. Sameer L. Kanodia, Directors of the Company.

The Board of Directors recommends this resolution for approval of the members of the Company by way of Ordinary Resolution.

None of the Directors of the Company except Dr. Lalit S. Kanodia, Mrs. Asha L Kanodia, Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia may be considered to be interested in the passing of the resolution.

**By Order of the Board of Directors**

**Divya Kumat**  
**Sr. VP. - Legal & Company Secretary**

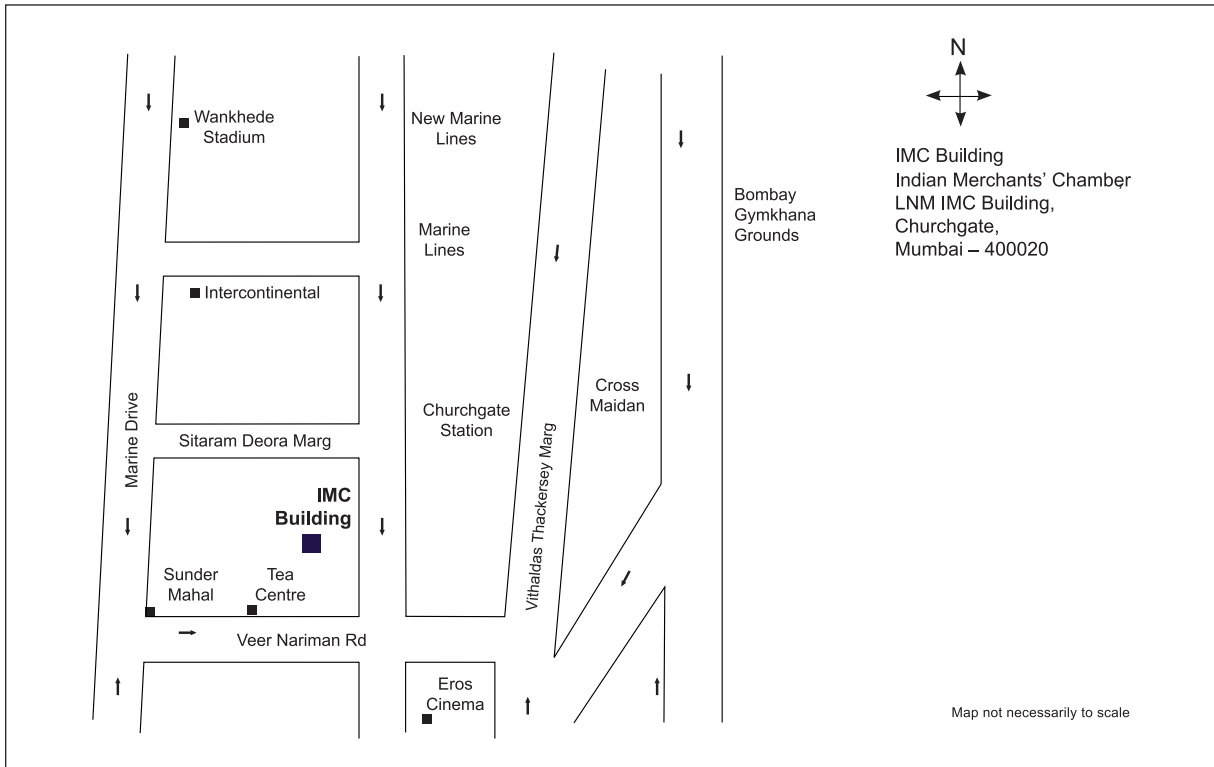
**Place** : Mumbai  
**Date** : June 29, 2017

**Registered Office:**  
Knowledge Centre, Plot No. 58, Street No. 17  
MIDC, Andheri (E), Mumbai 400 093.  
CIN: L72200MH1987PLC045205  
Tel: +91(22) 61020000/1/2 | Fax: +91(22)28343669  
Website: [www.datamatics.com](http://www.datamatics.com)  
Email: [investors@datamatics.com](mailto:investors@datamatics.com)

# NOTICE



## Route Map to the venue of 29<sup>th</sup> AGM





# Datamatics Global Services Limited

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (E), Mumbai 400 093.  
Tel: +91-22-61020000/1/2 | Fax: +91-22-28343669 | CIN: L72200MH1987PLC045205  
Website: [www.datamatics.com](http://www.datamatics.com) | Email: [investors@datamatics.com](mailto:investors@datamatics.com)



FORM NO. MGT – 11

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No. / DP ID & Client ID.*	

I/We, being the member(s) of \_\_\_\_\_ equity shares of Datamatics Global Services Limited, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, September 14, 2017 at 11.00 a.m. at Indian Merchant Chamber Hall, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

### ORDINARY BUSINESS

1. Receive, consider and adopt a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
2. Declare final dividend on Equity Shares of the Company.
3. Re-appointment of Mrs. Asha L. Kanodia (DIN: 00008061), Director, who retires by rotation and being eligible offers herself for re-appointment.
4. Appointment of Statutory Auditors of the Company.

### SPECIAL BUSINESS

5. Re-appointment of Mr. Rahul L. Kanodia as Whole-Time Director designated as Vice-Chairman and CEO of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Affix ₹ 1  
revenue  
stamp

\_\_\_\_\_  
Signature of shareholder

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. \*Applicable for investors holding shares in electronic form.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

