

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



10th May, 2019

BSE Limited,
Dalal Street, Fort,
Mumbai- 400001

National Stock Exchange of India Ltd.,
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400051

Dear Sir / Madam,

Ref: BSE scrip code: 532528
NSE Symbol: DATAMATICS

Sub: Disclosure of voting results of the National Company Law Tribunal, Mumbai Bench ('NCLT') convened meeting of the equity shareholders of the Company and Pursuant to the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 and CFD/DIL3/CIR/2018/2 dated 3rd January, 2018 ("SEBI Circulars")

As per the directions of the National Company Law Tribunal, Mumbai Bench ('NCLT') vide their order dated 8th March, 2019, a Meeting of the Equity Shareholders of the Company was directed to be held on and was indeed held on Thursday, 9th May, 2019 at 11:00 a.m. at 4th Floor, IMC Marg, Churchgate, Mumbai – 400020, Maharashtra for approving the Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders ("the Scheme").

The Company had, therefore, providing voting facility to the Equity Shareholders of the Company through:

- i. postal ballot,
- ii. remote e-voting; and
- iii. through ballot at the venue of the meeting to its shareholders for approval of the Scheme.

Under section 230 of the Companies Act, 2013, the Scheme requires approval of majority of the equity shareholders in person representing 3/4th in value who are voting. Further, in terms of the SEBI Circulars, the Scheme is required to be approved by the majority of the public shareholders of the Company. Therefore, in compliance with the provisions of the Companies Act, 2013, the requisite approval of the equity shareholders has been obtained.



As per regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:

1. In terms of the Companies Act, 2013 and NCLT Order - Voting results of equity shareholders of the business transacted through postal ballot, remote e-voting and voting through ballot at the venue of the meeting along with the Scrutinizer's report (**Annexure A**).
2. In terms of the SEBI circulars - Voting results of the public shareholders along with a separate Scrutinizer's report (**Annexure B**).

The proposed resolution approving the Scheme was passed with requisite majority of the equity shareholders of the company as required by the Companies Act, 2013 and NCLT Order (including public shareholders).

Further, the proposed resolution approving the Scheme was not passed with the requisite majority of the public shareholders of the company as required by the SEBI circulars. Therefore, the Company is in the process of evaluating various options to seek the approval of the public shareholders in terms of the said SEBI Circular.

The above is for your information and records please.

Kindly take the above on record.

Thanking you,

Yours truly.

For Datamatics Global Services Limited



Divya Kummat
EVP, Chief Legal officer and Company Secretary



ANNEXURE - A

Date of the Tribunal Convened meeting	May 09, 2019
Total number of shareholders on record date i.e. March 15, 2019	20,529
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	6
Public:	26
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

1. Resolution required: Special			To approve the Composite Scheme of Arrangement between Delta Infosolutions Private Limited (First Applicant Company), Datamatics Infotech Services Private Limited (Second Applicant Company) and Datamatics Global Services Limited (Third Applicant Company) and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		4,32,98,431	100.00	4,32,98,431	0	100.00	0.00
	Poll	4,32,98,431	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	4,32,98,431	4,32,98,431	100.00	4,32,98,431	0	100.00	0.00
Public - Institutions	E-Voting		97,100	42.64	97,100	0	100.00	0.00
	Poll	2,27,742	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2,27,742	97,100	42.64	97,100	0	100	0
Public - Non Institutions	E-Voting		31,49,846	20.42	1,24,858	30,24,988	3.96	96.04
	Poll	1,54,23,164	414	0.00	414	0	100.00	0.00
	Postal Ballot		417	0.00	417	0	100.00	0.00
	Total	1,54,23,164	31,50,677	20.43	1,25,689	30,24,988	3.99	96.01
Total		5,89,49,337	4,65,46,208	78.96	4,35,21,220	30,24,988	93.50	6.50



ANNEXURE - B

Date of the Tribunal Convened meeting	May 09, 2019
Total number of shareholders on record date i.e. March 15, 2019	20,529
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable Not Applicable

1. Resolution required: Votes cast in favour of resolution by the public shareholders shall be more than the votes cast against the resolution	To approve the Composite Scheme of Arrangement between Delta Infosolutions Private Limited (First Applicant Company), Datamatics Infotech Services Private Limited (Second Applicant Company) and Datamatics Global Services Limited (Third Applicant Company) and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013.
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Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Only public shareholders are entitled to vote on this resolution in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018
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Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3) = \{(2)/(1)\} * 100$	4	5	$(6) = \{(4)/(2)\} * 100$	$(7) = \{(5)/(2)\} * 100$
Promoter and Promoter Group	E-Voting	<i>Promoter and Promoter group holding 43,298,431 Equity shares have not been considered for the voting process</i>						
	Poll							
	Postal Ballot							
	Total							
Public - Institutions	E-Voting	2,27,742	97,100	42.64	97100	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2,27,742	97,100	42.64	97,100	0	100	0.00
Public - Non Institutions	E-Voting	1,54,23,164	31,49,846	20.42	1,24,858	30,24,988	3.96	96.04
	Postal Ballot		417	0.00	417	0	100.00	0.00
	Total	1,54,23,164	31,50,263	20.43	1,25,275	30,24,988	3.98	96.02
Total		1,56,50,906	32,47,363	20.75	2,22,375	30,24,988	6.85	93.15





AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

Consolidated Scrutinizers Report

Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Date: 10th May, 2019

To,
Dr. Lalit S. Kanodia,
The Chairman,
Appointed by Hon'ble National Company Law Tribunal, Mumbai
Datamatics Global Services Limited,
Knowledge Centre, Plot No. 58, Street No. 17
MIDC, Andheri East, Mumbai- 400093.

Sub: Consolidated Report of Scrutinizer on the results of voting of Equity shareholders through Postal Ballot, remote e-voting and voting at the National Company Law Tribunal ("the Tribunal") convened meeting of Equity Shareholders of Datamatics Global Services Limited for Approval of Composite Scheme of Arrangement between Delta Infosolutions Private Limited (First Applicant Company), Datamatics Infotech Services Private Limited (Second Applicant Company) and Datamatics Global Services Limited (Third Applicant Company) and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and rules framed thereunder.

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, appointed by The Hon'ble National Company Law Tribunal ("the Tribunal"), Mumbai Bench vide its order dated March 08, 2019 as Scrutinizer in pursuance to Section 108, 109 and 110 of the Companies Act, 2013 read with Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, to scrutinize the voting by the Equity shareholders through postal ballot, remote e-voting and voting at the Tribunal convened meeting in



respect of the above mentioned resolution passed at the Tribunal convened meeting of the Equity Shareholders of Datamatics Global Services Limited(hereinafter referred to as "the Third Applicant Company") held on Thursday ,9th May, 2019 at 11.00 A.M at Walchand Hirachand Hall, IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400020.

The Notice of the meeting dated 18th March, 2019 along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Equity Shareholders both through E-mail and Physical form as on the cut-off date i.e March 15, 2019. The Company completed the dispatch of notices to the members by April 01, 2019.

The aforesaid notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the aforesaid Rules as amended from time to time.

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or through remote E-Voting by using facility offered by NSDL, the service provider.

The service provider had provided a system for recording the votes of the Members electronically on the proposed resolution. They had also set up electronic voting facility on their website <https://www.evoting.nsdl.com/>.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of March 15, 2019 were entitled to vote on the resolution as contained in the Notice of the Tribunal convened meeting of the Equity Shareholders.

The voting period for voting through postal ballot and remote E-Voting commenced on April 09, 2019 at 9.00 A.M. (IST) and ended on May 08, 2019, at 5.00 P.M. (IST) thereafter the Voting platform was blocked.

Additionally, at the venue of the Tribunal convened meeting, the Chairman of the meeting directed for conducting the voting through poll (ballot papers) for Equity Shareholders as on the Cut-off date who could not vote cast their votes through postal ballot or Remote e-voting.

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification marks placed by me.

In pursuance of sub-rule 4(xii) of Rule 20 of the aforesaid rules, immediately after the conclusion of voting at the Tribunal convened meeting, I first counted the votes casted at the meeting, thereafter



unblocked the votes through remote e-voting in presence of Mr. Dharmesh Kothiya and Ms. Bhavika Bhatt, who acted as witnesses not being in the employment of the Company.

The papers pertaining to postal ballot, poll and all other relevant records are kept in our safe custody which shall be handed over to the Chairman who in turn handed over the same to the Company for safe keeping after his approval.

I have scrutinized and reviewed the remote E-Voting and votes tendered therein based on the data downloaded from the NSDL-Voting system.

The voting done through postal ballot and remote E-Voting was reconciled with the records maintained by the company / Registrar and Transfer Agent i.e. Datamatics Business Solutions Limited and the authorizations lodged with the Company. The votes casted through poll at the Tribunal convened meeting were diligently scrutinized.

The votes casted through postal ballot, poll (ballot process) at the Tribunal convened meeting, which were incomplete and/or which were otherwise found defective have been treated as invalid.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Chairman appointed for the meeting who in turn handed over the same to the Company for safe keeping.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot, remote E-Voting and the voting conducted at the venue of the tribunal convened meeting through poll (ballot process) on the resolution contained in the Notice of the Tribunal convened meeting.

My responsibility as scrutinizer for voting through postal ballot, remote E-Voting and at the venue of the tribunal convened meeting through poll (ballot process) is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

Information with respect to the Tribunal convened meeting along with promoters and public shareholders participation and the consolidated result in respect of Equity shareholders in accordance with the aforesaid rules and provisions of the Act is annexed as **Annexure - A** to this report and based on which we confirm that the said resolution was passed by majority Equity shareholders representing three-fourth in value in terms of Section 230(6) of the Companies Act, 2013.



[Handwritten signature]

You are requested to acknowledge receipt of this report.

Thanking you,

Yours faithfully,

For Aashish K. Bhatt & Associates
Practicing Company Secretaries



Aashish K. Bhatt
Proprietor



Membership No. A19639

CP No. 7023

Place: Mumbai

Dated: 10/5/2019

WITNESSES' CONFIRMATION

In pursuance of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through postal ballot remote e-voting by Members of Datamatics Global Services Limited ("the Company") on the resolution set out in the Notice dated 18th March, 2019; we, Mr. Dharmesh Kothiya (working at D/101, Lata Annexe, Above Axis Bank, W.E. Highway, Borivali East, Mumbai - 400066) and Ms. Bhavika Bhatt (residing at D/604, Lata Annexe, Above Axis Bank, W.E. Highway, Borivali East, Mumbai - 400066) hereby confirm our witnessing the following-

- a) After completion of the voting process through Poll at the abovementioned meeting, the polling box wherein the members of the Company have dropped their Ballot papers was opened by Mr. Aashish K. Bhatt in our presence; and
- b) After completion of voting by Members through Poll, Mr. Aashish K. Bhatt un-blocked the votes that the members of the Company have casted through e-voting.

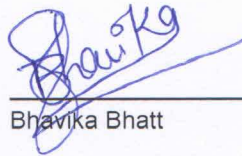
We further state that we are not in the employment of the Company.

Witness 1:

Witness 2:



Dharmesh Kothiya



Bhavika Bhatt



Date: 10th May, 2019

Place: Mumbai

ANNEXURE - A

Date of the Tribunal Convened meeting	May 09, 2019
Total number of shareholders on record date i.e. March 15, 2019	20,529
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	6
Public:	26
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

1. Resolution required: Special			To approve the Composite Scheme of Arrangement between Delta Infosolutions Private Limited (First Applicant Company), Datamatics Infotech Services Private Limited (Second Applicant Company) and Datamatics Global Services Limited (Third Applicant Company) and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3) = \{(2)/(1)\} * 100$	4	5	$(6) = \{(4)/(2)\} * 100$	$(7) = \{(5)/(2)\} * 100$
Promoter and Promoter Group	E-Voting	43,298,431	43,298,431	100.00	43,298,431	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	43,298,431	43,298,431	100.00	43,298,431	0	100.00	0.00
Public - Institutions	E-Voting	227,742	97,100	42.64	97,100	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	227,742	97,100	42.64	97,100	0	100	0
Public - Non Institutions	E-Voting	15,423,164	3,149,846	20.42	124,858	3,024,988	3.96	96.04
	Poll		414	0.00	414	0	100.00	0.00
	Postal Ballot		417	0.00	417	0	100.00	0.00
	Total	15,423,164	3,150,677	20.43	125,689	3,024,988	3.99	96.01
Total		58,949,337	46,546,208	78.96	43,521,220	3,024,988	93.50	6.50





AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

Consolidated Scrutinizers Report

Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

10th May, 2019

To,
Dr. Lalit S. Kanodia,
The Chairman,
Appointed by Hon'ble National Company Law Tribunal, Mumbai
Datamatics Global Services Limited,
Knowledge Centre, Plot No. 58, Street No. 17
MIDC, Andheri East, Mumbai- 400093.

Sub: Consolidated Report of Scrutinizer on the results of voting by Public Shareholders by means of Postal Ballot and remote e-voting under section 110 of the Companies Act, 2013 read with rules made thereof, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circulars") for Approval of Composite Scheme of Arrangement between Delta Infosolutions Private Limited (First Applicant Company), Datamatics Infotech Services Private Limited (Second Applicant Company) and Datamatics Global Services Limited (Third Applicant Company) and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and rules framed thereunder ("Scheme").

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, appointed by the Company as Scrutinizer in pursuance to Section 108 and 110 of the Companies Act, 2013 read with Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circulars"), to



scrutinize the voting by Public shareholders through postal ballot and remote e-voting for the resolution as set out in the notice to the equity shareholders dated March 18, 2019.

The Notice of the meeting dated 18th March, 2019 along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to all the Equity Shareholders both through E-mail and Physical form as on the cut-off date i.e. March 15, 2019. The Company completed the dispatch of notice alongwith relevant annexures to the members by April 01, 2019.

The aforesaid notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the aforesaid Rules as amended from time to time.

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or through remote E-Voting by using facility offered by NSDL, the service provider.

The service provider had provided a system for recording the votes of the Members electronically on the proposed resolution. They had also set up electronic voting facility on their website <https://www.evoting.nsdl.com/>.

The public shareholders of the Company holding shares as on the "cut-off" date of March 15, 2019 were entitled to vote through remote e-voting or through postal ballot on the resolution as required under the SEBI Circulars.

The voting period for voting through postal ballot and remote E-Voting commenced on April 09, 2019 at 9.00 A.M. (IST) and ended on May 08, 2019, at 5.00 P.M. (IST) thereafter the Voting platform was blocked.

Additionally, by the order passed on March 08, 2019, the Mumbai Bench of the National Company Law Tribunal had directed to hold a meeting of equity shareholders ("Tribunal Convened Meeting") of the Company, for the purpose of considering, and if thought fit, approving the Scheme with or without modification, on Thursday, May 09, 2019 at Walchand Hirachand Hall, IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400020 at 11:00 am.

In pursuance of sub-rule 4(xii) of Rule 20 of the aforesaid rules, immediately after the conclusion of voting at the Tribunal convened meeting, I first counted the votes casted at the meeting, thereafter unblocked the votes through remote e-voting in presence of Mr. Dharmesh Kothiya and Ms. Bhavika Bhatt, who acted as witnesses not being in the employment of the Company.



Handwritten signature or initials.

The papers pertaining to postal ballot, poll and all other relevant records are kept in our safe custody which shall be handed over to the Chairman who in turn handed over the same to the Company for safe keeping after his approval.

I have scrutinized and reviewed the remote E-Voting and votes tendered therein based on the data downloaded from the NSDL-Voting system.

The voting done through postal ballot and remote E-Voting was reconciled with the records maintained by the company / Registrar and Transfer Agent i.e. Datamatics Business Solutions Limited and the authorizations lodged with the Company.

The votes casted through postal ballot which were incomplete and/or which were otherwise found defective have been treated as invalid.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Chairman appointed for the meeting who in turn handed over the same to the Company for safe keeping.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot and remote E-Voting on the resolution contained in the Notice of the meeting of equity shareholders dated 18th March. 2019.

My responsibility as scrutinizer for voting through postal ballot and remote E-Voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

The SEBI Circulars require the Scheme to be put for voting by Public Shareholders through postal ballot and e-voting and provide that the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the proposal are more than the number of votes cast by the Public Shareholders against it.

Information with respect to the votes cast by the public shareholders and the consolidated result in respect of public shareholders, in accordance with the aforesaid rules and provisions of the Act read with SEBI Circulars is annexed as **Annexure - B** to this report and based on which we confirm that the said requisite majority required under the SEBI Circulars for approval of the Scheme was not obtained since the votes cast by the Public shareholders of the Company in favour were less than the votes cast against the same.



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You are requested to acknowledge receipt of this report.

Thanking you,

Yours faithfully,

For Aashish K. Bhatt & Associates
Practicing Company Secretaries



Aashish K. Bhatt
Proprietor



Membership No. A19639
CP No. 7023

Place: Mumbai

Dated: 10/5/2019

WITNESSES' CONFIRMATION

In pursuance of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through poll and e-voting by Members of Datamatics Global Services Limited ("the Company") on the special resolution set out in the Notice dated 18th March, 2019 convening the Tribunal convened meeting held on 9th May, 2019 at 11.00 A.M. at Walchand Hirachand Hall, IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400020; we, Mr. Dharmesh Kothiya (working at D/101, Lata Annexe, Above Axis Bank, W.E. Highway, Borivali East, Mumbai - 400066) and Ms. Bhavika Bhatt (residing at D/604, Lata Annexe, Above Axis Bank, W.E. Highway, Borivali East, Mumbai - 400066) hereby confirm our witnessing the following-

- a) After completion of the voting process through Poll at the abovementioned meeting, the polling box wherein the members of the Company have dropped their Ballot papers was opened by Mr. Aashish K. Bhatt in our presence; and
- b) After completion of voting by Members through Poll, Mr. Aashish K. Bhatt un-blocked the votes that the members of the Company have casted through e-voting.

We further state that we are not in the employment of the Company.

Witness 1:

Witness 2:



Dharmesh Kothiya



Bhavika Bhatt



Date: 10th May, 2019

Place: Mumbai

ANNEXURE - B

Date of the Tribunal Convened meeting	May 09, 2019
Total number of shareholders on record date i.e. March 15, 2019	20,529
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable Not Applicable

1. Resolution required: Votes cast in favour of resolution by the public shareholders shall be more than the votes cast against the resolution			To approve the Composite Scheme of Arrangement between Delta Infosolutions Private Limited (First Applicant Company), Datamatics Infotech Services Private Limited (Second Applicant Company) and Datamatics Global Services Limited (Third Applicant Company) and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes. Only public shareholders are entitled to vote on this resolution in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3) = \{(2)/(1)\} * 100$	4	5	$(6) = \{(4)/(2)\} * 100$	$(7) = \{(5)/(2)\} * 100$
Promoter and Promoter Group	E-Voting	Promoter and Promoter group holding 43,298,431 Equity shares have not been considered for the voting process						
	Poll							
	Postal Ballot							
	Total							
Public - Institutions	E-Voting	227,742	97,100	42.64	97,100	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	227,742	97,100	42.64	97,100	0	100	0.00
Public - Non Institutions	E-Voting	15,423,164	3,149,846	20.42	124,858	3,024,988	3.96	96.04
	Postal Ballot		417	0.00	417	0	100.00	0.00
	Total	15,423,164	3,150,263	20.43	125,275	3,024,988	3.98	96.02
Total		15,650,906	3,247,363	20.75	222,375	3,024,988	6.85	93.15

