



DIGITAL LEAP TO DIGITAL LEAD

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Chairman's Message



I have always emphasized on Quality and that has been paramount for us at Datamatics. Our clients have consistently recognized us for not only maintaining the Quality of deliverables but also for surpassing their expectations.



Dear Shareholders,

It is always a pleasure and privilege to share with you the review of your Company's performance as well as an overview of its future direction & course.

Let me commence by heartily congratulating everyone for a successful year completed by your Company with significant all around progress during the year 2014-15. The Indian IT Industry comprising exports and the domestic market grew from \$118 billion to \$130 billion i.e. a modest 10%. It had to face several challenges related to the international environment. Despite this, your Company has managed a commendable growth which I am sure you all would applaud. The revenues of Datamatics Global Services Ltd. (excluding CIGNEX Datamatics & Lumina Datamatics) grew by about 20% and consolidated by about 13%.

The objective of most businesses worldwide is to respect their customers' sentiments, make life simpler for them and provide them easy access to both products and services. Customers now expect response from businesses on a real time basis. Your Company is enabling this objective of its customers.

In our last Annual Report, I had mentioned some emerging technologies viz. Social Media, Mobility, Analytics and Cloud. To this we can add Open Source, the IOT & Apps in mobile phones. Your Company is well positioned to grasp these opportunities.

Another thrust area for your Company is Healthcare and Health Insurance. Worldwide investments and expenses

20%



The revenues of
Datamatics Global
Services Ltd. (excluding
CIGNEX Datamatics &
Lumina Datamatics)
grew by about 20%.

on healthcare are growing. In the USA they already constitute about 17% of the GDP.

At Datamatics, we had anticipated these changes and I am happy to share with you all that our companies are well positioned to address these business needs of our customers. As a result your Company has received several Business Excellence recognitions and awards during the year 2014-15 in both the domestic and international arenas. Most significantly Rahul Kanodia, Vice Chairman and CEO of Datamatics Global Services Ltd., was presented with the 'CEO of the Year' award at the Asian Leadership Awards held in Dubai.

I have always emphasized on Quality and that has been paramount for us at Datamatics. Our clients have consistently recognized us not only for maintaining the Quality of deliverables but also for surpassing their expectations. CIGNEX Datamatics has been awarded by the Indian Merchant Chambers for its very high standards of Quality processes across projects and services.

We have been involved in developing IT products and solutions for last seven years because we strongly believe that going the product and solution route is a step in the right direction for the IT Industry. Our flagship products i-Q and i-Bridge (earlier known as Robokey) have been under extensive deployment for

our global clients and for in-house BPO projects. i-Bridge won the 'Best Product' award from the Indian Merchants Chamber in June 2015. As we continue to enrich these products, we shall also remain focused on our journey for creating more products and solutions.

While we are consulting and helping the external world in their journey of digital transformation, we are also ensuring that we make it equally interesting and convenient for our shareholders. This year our annual report will be available in the pdf format and also digital format which you will be able to read online in an interactive mode.

Our employees are the fulcrum of our success and to a great extent we are trying to bring about a digital transformation in their day to day transactions within the organization. This has helped us in bringing about the desired transparency across all our companies and we have been recognized as the most 'Ethical Software Company' by World HRD Congress and the 'Employer Branding Award' has been bestowed on Datamatics.

It would not be out of place to mention that CRISIL (a subsidiary of S&P) has reaffirmed A1+ Credit Rating for Datamatics Global Services Ltd. for 3rd consecutive year.

I would like to thank you for your sustained faith and confidence in your Company. I would like to assure you that we shall continue to strive and do our best to take this Company to the next level of growth.

Yours sincerely,

Dr. Lalit S Kanodia
Ph.D., M.I.T. (USA)
Chairman

Vice-Chairman & CEO's Message



Our future growth strategy is to continue to help our customers in their 'Data-to-Intelligence' journey. With the Digital revolution, the amount of data that is being generated per day requires a new approach to get better business insights. Datamatics has the experience and expertise to help its customers take a Leap forward to Lead in this Digital World.





Dear Shareholders,

I am pleased to present a review of the progress we made in the financial year 2014-15. This has been a year of balanced growth. A few of our business lines witnessed continued growth in revenue, while some were impacted by the changing market conditions.

We have continued to grow across our focused vertical sectors, geographies and business lines. Also, our emphasis on strategic account mining showed positive movement.

This year our consolidated revenue rose to ₹8,347 million, up by 13% from 2013-14. Major growth continued to come from the North America, contributing 74% to the revenue, Europe was at 21% and ROW contributed 5%.



We will continue to focus on providing integrated IT & BPO solutions to our customers and at the same time capitalize on the enormous opportunities that are emerging from the growing shift of enterprises and customers towards the digital business.

Today, almost all companies across the globe and across all industries are striving to evolve into a digital enterprise. Most companies now recognize that they need to embrace digital technologies for enhanced customer experience and gain competitive edge. Though abundant opportunities are available with the emergence of new digital technologies,

the path to reach there is not so clear. Enterprises are struggling to translate opportunities that are being generated by the digital revolution into new revenue streams. We understand that embracing digital technology is a new strategic imperative for enterprises and they need to accelerate these initiatives, but they need a strategic technology partner to help them achieve tangible business results.

Over the years, Datamatics has managed to carve a special space for itself based on its focus on helping clients in their 'Data to Intelligence' journey by leveraging latest technology to provide business insights. The core of Datamatics lies in its ability to manage any kind of data; be it structured, semi-structured or unstructured data; and how we can make data intensive processes more efficient using smart platforms. Our future growth strategy is two-fold, which is to continue to help our customers in their 'Data to Intelligence' journey and also help them take a Leap forward to Lead in this Digital World.

Recently, Datamatics acquired the award winning 1KEY suite of BI solutions from MAIA Intelligence, which has been rechristened as nSights. nSights suite of products provides on-line as well as off-line BI, along with mobile dashboards for smart devices. The addition of nSights suite of products to the other BI solutions that we support, fortifies our position in the BI & Analytics space. This acquisition also complements our growth strategy in the 'Data to Intelligence' space. With this acquisition, we will be able to provide support to our global clients through the entire lifecycle of 'Data to Intelligence'.

Datamatics has the experience to manage large & complex IT & BPO engagements. Over the last few

To propel our growth, we will continue to help our customers in their 'Data to Intelligence' journey and also help them take a Leap forward to Lead in this Digital World.

decades, the Company has been delivering value through increased efficiencies and service performance. Some of our clients have achieved productivity gains and cost savings of up to 200%. At the same time to remain relevant to the enterprises of tomorrow, Datamatics has invested in developing capabilities in the space of digital technology including social media, mobility, analytics and business process management.

At Datamatics, we are convinced that in the short and near term, both the global and domestic markets will open up many more growth avenues. With the right mix of experience and expertise, people and products, services and solutions, Datamatics is well placed to be a strategic partner to its enterprise customers, helping them evolve into truly digital and data driven enterprises.

Looking at the business opportunities that the digital wave is creating for enterprises and IT companies, I see incredible growth opportunities for us as a Company and as an industry.

I thank you for your faith and confidence in Datamatics, and assure you that we will continue to progress and create new milestones as we scale the next frontier in this Digital World.

Yours sincerely,

Rahul L. Kanodia
Vice Chairman & CEO

Digital Leap to Digital Lead

Enterprises world over are convinced they have to accelerate in the digital race. Taking the DIGITAL LEAP is both expensive and disruptive, and organisations must evolve and implement a correct DIGITAL STRATEGY that emanates from understanding the business, its processes, its customers and its employees. At Datamatics, we understand that each customer focused digital strategy has unique elements. We can help develop and execute customized digital strategy enabling enterprises take a LEAP forward to LEAD in the Digital World.

Digital technologies have a pervasive influence on all areas of a corporation, from impact on customer experience to enhanced productivity in operations and improvement in the way people collaborate within an organization.

With the digital immigrants slowly catching up with the digital natives, there is no running away from the digital world. Customers are already thinking digital first. Digital transformation is happening all around us and soon will be omnipresent.

To begin this journey, enterprises need to take a digital leap in order to remain relevant and competitive in this digital world. However, building a digital business is more than just technology.

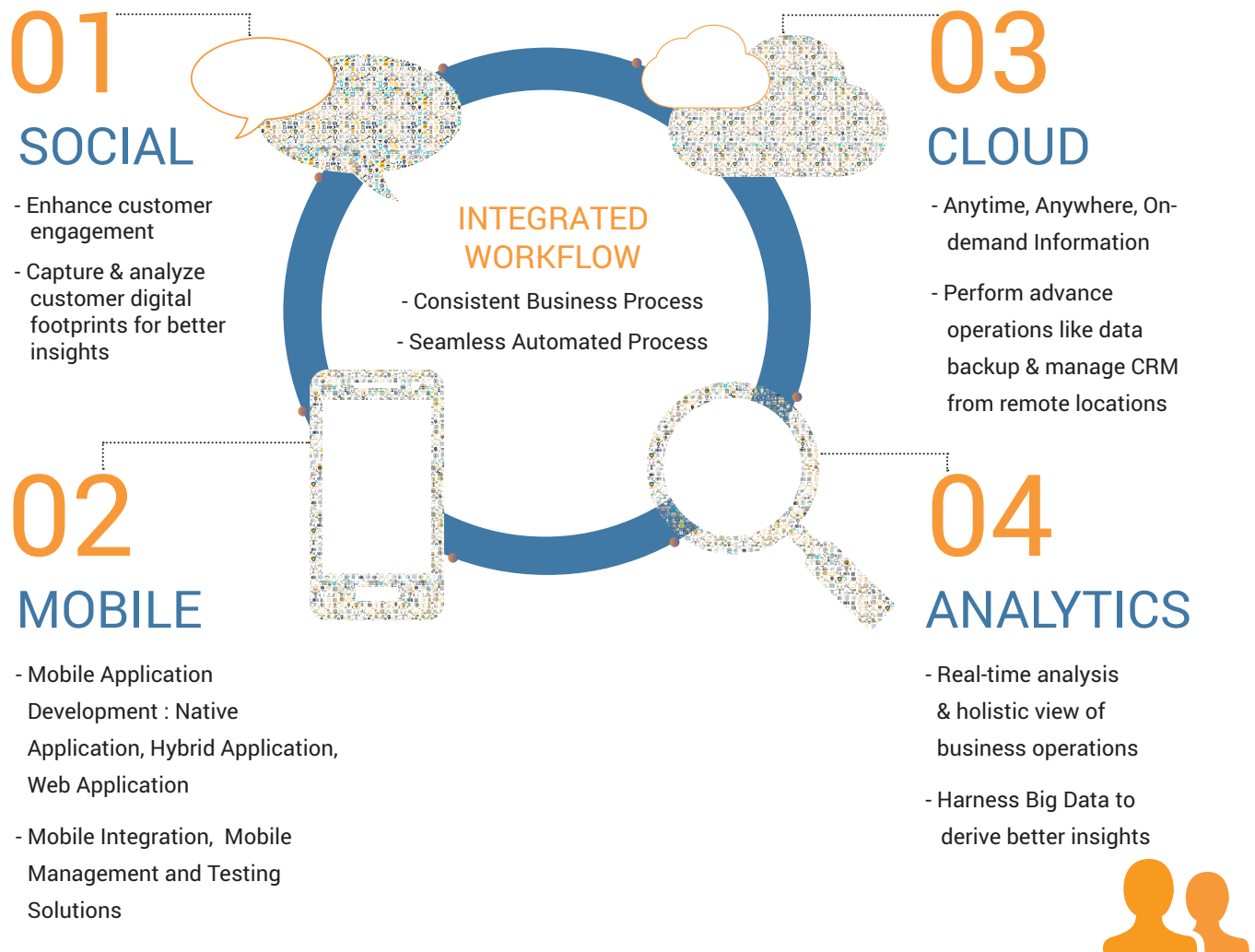
It requires enterprises to rethink about how they work. To realize the potential of digitization, enterprises need to have a digital strategy and a roadmap.

Datamatics has the expertise in providing solutions based on traditional technologies as well as in integrating the new age methodologies, which include Social Networks, Mobile Apps, Analytics, Cloud Computing and Smart Workflows.



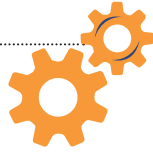
DIGITAL STRATEGY

To take a leap forward in the digital world, we help our customers define their digital strategy with a clear road map which compliments enhanced customer experience, social collaboration, mobility and cross functional technology integration.



Datamatics has a team of experts who can help enterprises formulate their Digital Strategy that best fits and aligns with their specific business needs and customer requirements. These strategies not only connect people and business, but also connect people and business with things to drive revenue and efficiency. Thereby, empowering them to take a Lead in the Digital world.

Business & Solutions



APPLICATION MANAGEMENT

SOCIAL NETWORKS

MOBILITY



CONTENT MANAGEMENT

We create solutions that deliver break-through improvement in productivity along with significant savings in time, cost and effort by efficiently managing information and uncovering intelligent insights.



BI & ANALYTICS

We provide integrated business intelligence strategies that aid in data-based decision making, to drive business and discover hidden trends while addressing the need of information users at every level.



BPM

We help automate business processes by leveraging proven workflow management frameworks and leveraging process management platforms to enable enterprises become more efficient, agile and customer centric.



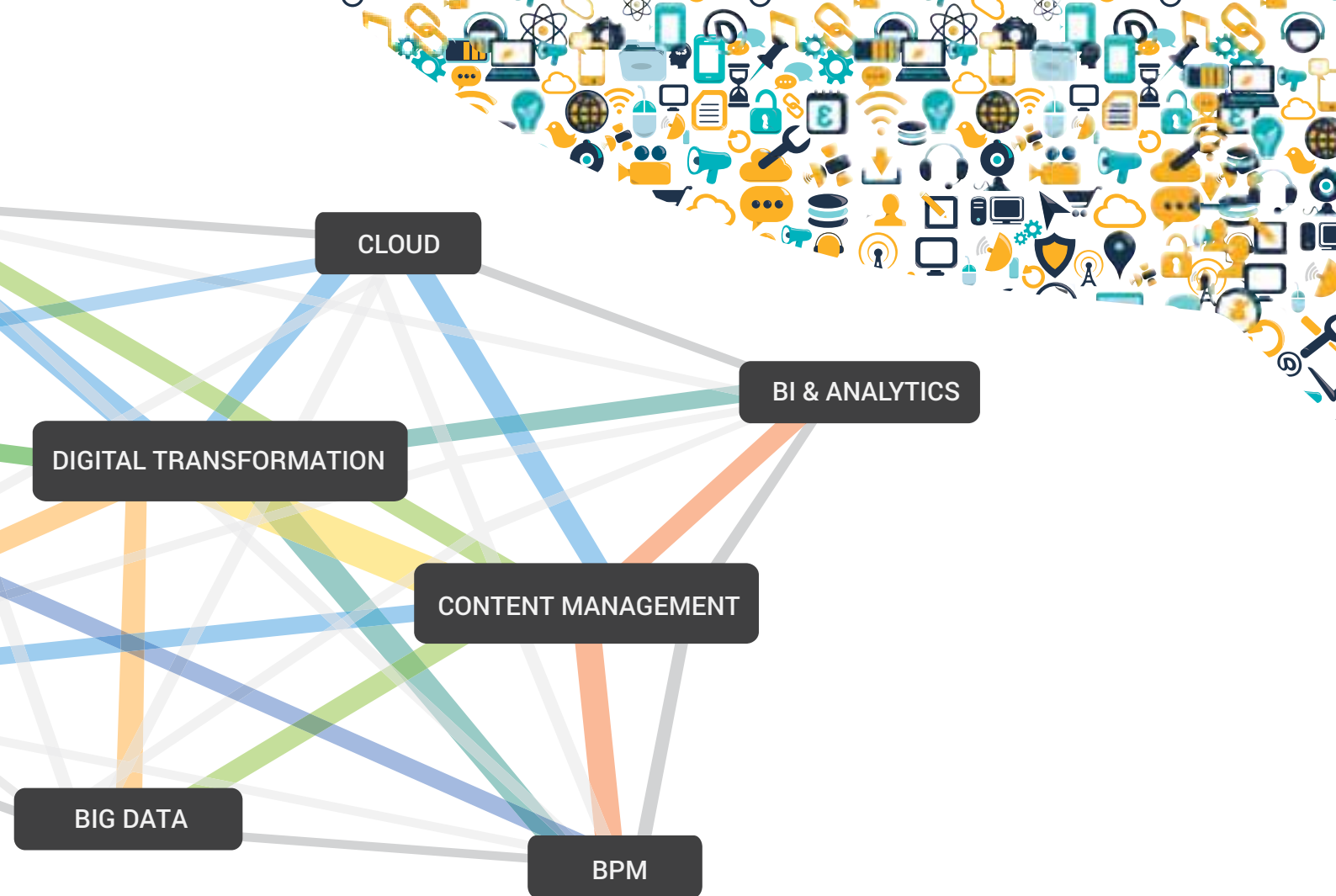
BIG DATA

We help enterprises manage and derive value even out of voluminous data generated from disparate sources and having high veracity & velocity.



APPLICATION MANAGEMENT

Datamatics provides customized, agile application management services helping customers adapt to the rapidly changing business needs.



TESTING

We offer a wide range of independent testing, verification and validation services leveraging our own innovative testing products, Dartanium - Test Automation and DARTS - Automated Regression Testing, which are cost-effective and high-quality systems with short turn-around times.



CLOUD

Datamatics cloud computing services helps improve collaboration; secure data backup and improve accessibility.



MOBILITY

We help create, implement and support an organization's mobile strategy with our key offerings which include Consulting Services, App Development, Testing, Support & Maintenance, Mobile Enabling Business Applications, MEAP Integration & Implementation, User Interface and Development & Testing.



SOCIAL NETWORKS

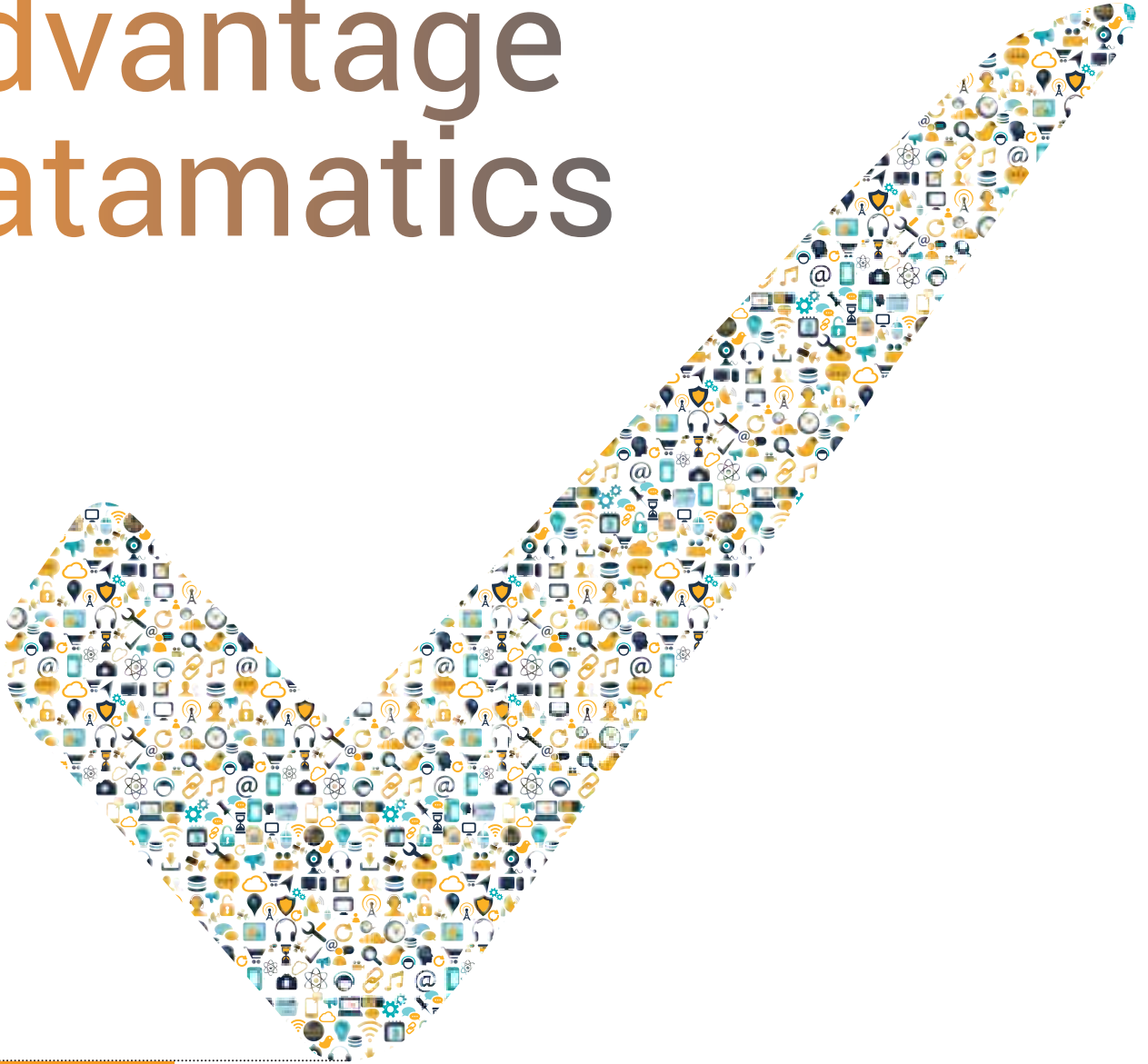
Our enterprise and collaboration solutions help customers store and manage data efficiently while delivering a seamless, omni-channel experience across their entire enterprise eco-system.



DIGITAL TRANSFORMATION

We help create, implement and support an organization's digital strategy leveraging a combination of traditional technologies and new age methodologies, which include Social Networks, Mobile Apps, Analytics, Cloud Computing and Smart Workflows.

Advantage Datamatics



We believe that our service offerings are distinguished by our integrated approach to technology and operations, operational excellence and home grown intellectual capital for managing the information technology and business process functions of our customers. Datamatics has a treasure trove of knowledge and experience spanning across multiple computing platforms and technologies, which enables us to address a range of business needs and to function as a virtual extension of our clients' IT departments.

Datamatics' unique competitive advantages enabling customers succeed in an increasingly competitive space:



Data to Intelligence

Data is at the core of every business. As an IT & BPO organization, we help our customers convert 'Data into Information', 'Information into Insight' and 'Insight into Intelligence'.

Datamatics team has the expertise to manage all kinds of data, be it structured or unstructured and walk its clients through their 'Data to Intelligence' journey.

From data capture & collation to data management, or data cleansing & migration to analytics and extracting intelligence from enterprise data, Datamatics has been helping its global clients in realising business value from various datasets. We help our customer gain end-to-end operational visibility across business processes, thereby enabling better business decisions.



Digital Transformation

Digital revolution is reshaping the way business is done. It is creating new business opportunities and can present a competitive edge, but this requires redefining the role of IT.

To continue to grow in the digital world, enterprises need to reconsider their use of technology in every aspect of business.

Datamatics has the expertise to help its clients create and execute their digital business strategy by leveraging combination of traditional and new age technologies. These include Information Management, Portal Solutions, Social Networks, Mobility, BI & Analytics, Cloud and Business Process Management.

Our team of experts can help enterprises not only survive but also thrive in this digital world and generate future revenue and future value.



Integrated Solutions

Datamatics' integrated solutions combine advancements in technology with business process outsourcing services. Our unique approach helps our customers realize better business benefits through unified service delivery, expertise in technology and business process outsourcing.

Datamatics understands that each customer's requirement is unique and its services and solutions are geared up to cater to every specific customer need.

Datamatics has the expertise to help its customers develop a technology roadmap for their IT & outsourcing needs, so that they can focus on their core business. We offer end-to-end, information centric, process driven solutions to enhance our customers' business and provide a launch pad for future growth.



Sharing Success

TESTIMONIALS



"We don't see Datamatics as mere vendor, they are part of us. They represent TRW and they are in TRW family. Such is the level of integration the Datamatics team has developed with TRW."

TRW



"We get much more attention from Datamatics Team as a third party service provider. Our other vendors are not as supportive and focused."

Gate Gourmet



"Working with CIGNEX Datamatics allowed Collaborative Drug Discovery, Inc. to develop a commercial product from scratch, which was faster and more cost effective than would have otherwise been possible."

Barry A. Bunin PhD, President,
Eli Lilly



UNIVERSITY OF
CAMBRIDGE

Cambridge University Press acknowledged contribution of Datamatics in their Annual Report- the immense value of two Products viz. IELTS (International English Language Testing System) and UNLOCK created by Lumina Datamatics.

Awards



Special Achievement Award of Enterprise Asia

Dr. L.S Kanodia received 'Special Achievement Award for Outstanding & Exemplary Achievements in Entrepreneurship' from Enterprise Asia



Fastest Growing Indian Company Excellence Award

Datamatics received the 'Fastest Growing Indian Company Excellence Award – 2014' at the 6th International Achievers Summit held in Bangkok



India's Most Respected Software Company in Corporate Governance

Datamatics was voted 'India's Most Respected Software Company in Corporate Governance' at the 5th Annual India Leadership Conclave & Indian Affairs Business Leadership Awards



IT Leadership Award

Rahul Kanodia, Vice Chairman & CEO was presented with the 'IT Leadership Award' at the National Awards for IT Excellence



Technology Fast 500 by Deloitte

Datamatics made it to the 'Technology Fast 500 ranking by Deloitte', a list that recognizes the fastest growing companies in Asia-Pacific



IAOP Global Outsourcing 100

Datamatics made it to the 'Leader Category for the 2014 IAOP Global Outsourcing 100'



CEO of the Year Award

Rahul Kanodia, Vice Chairman & CEO was felicitated with 'CEO of the Year' award at the Asian Leadership Awards in Dubai



Global Achievers Award

Datamatics won the coveted 'Global Achievers Award for Business Excellence' at the 75th International Achievers Conference



Innovation in HR Strategy at Work - 2014-15

CIGNEX Datamatics received the 'Continuous Innovation in HR Strategy at Work - 2014' by World HRD Congress



CFO's Message



This year again our credit rating of A1+ was re-affirmed by CRISIL. This rating signifies a strong degree of safety regarding timely payment of financial obligations and low risk profile of the Company.

Dear Shareholders,

There is a marked change in both investor sentiments and confidence in the Indian economy that has now surpassed China to become the fastest growing economy in the world. Growth in major economies of the world is reviving, albeit at a slower than desirable pace. In the world of digital technology, there are unmissable and unmistakeable signs of a transformational shift happening: the explosion of e-commerce and m-commerce are the most visible and conspicuous indications that we are indeed moving over to a new world order. From booking a cab to buying a phone, the world of internet and smart devices is changing the very tenets of consumer behaviour.

At Datamatics, we believe that this digital transformation has placed us at the cusp of an interesting and exciting phase where even embracing and adapting the digital transformation is no longer an option, but an imperative. And this, we are confident, will unfold new opportunities for growth and expansion at Datamatics.

Today, Datamatics is looking to capitalise on the new opportunities as more companies, both traditional and new, race to take the digital lead. Datamatics is the ideal partner with a range of integrated solutions that can enable these companies to gear for the digital leap. Datamatics has the expertise to develop and implement the digital strategy for clients, ensuring they get customized digital solution that

is best suited to their unique business requirement.

Let me elaborate on some of the financial aspects from this year.

1. Our consolidated revenues registered a growth of 13%, touching ₹ 8,347 million, in FY2015 from ₹ 7,411 million in FY2014 due to balanced organic and inorganic growth in core businesses this year. During this year, we also had the full twelve month impact of Premedia Global's acquisition, where last year, the impact was only for part of the year.
2. The operating margins came under pressure this year due to increase in costs, mainly on account of sales and marketing investments, finance cost of borrowing ECB and change in depreciation rates under the new Companies Act, 2013. The weakening Euro due to the looming crisis in Greece further aggravated the situation. A combination of all these factors resulted in a decrease in consolidated PAT from ₹ 582 million in FY2014 to ₹ 485 in FY2015.
3. As far as the two acquisitions made in the recent past are concerned, namely, Lumina Datamatics and CIGNEX Datamatics, both these companies are undergoing a phase of consolidation and transformation. The focus is to re-organise and set the stage for larger growth in the near and the mid-term.

13%



This year our consolidated revenue rose to ₹ 8,347 million, up by 13% from 2013-14.

4. This year again our credit rating of A1+ was re-affirmed by CRISIL. This rating signifies a strong degree of safety regarding timely payment of financial obligations and low risk profile of the Company.

The fundamentals of our business remains strong and we are confident that we will continue to outpace the industry in the years ahead.

Yours sincerely,

Vidur V. Bhogilal
Executive Director & CFO



Board of Directors



DR. LALIT S. KANODIA, CHAIRMAN & WHOLE TIME DIRECTOR

Dr. Lalit S. Kanodia, the founder and Chairman of Datamatics Group of Companies is one of the pioneers in the Indian Software and Offshore Services Industry. He founded Datamatics in 1975, prior to which he was the founder CEO of Tata Consultancy Services.

After obtaining degree in engineering from India's premier technology institute, IIT - Bombay, Dr. Kanodia completed his MBA and Doctorate in Management from MIT (USA). He is a Ford Foundation Fellow.

Dr. Kanodia's leadership has led Datamatics to be conferred with various awards over the years, including the Most Innovative Software Product Award at the hands of the Prime Minister, the Ramkrishna Bajaj National Quality Award for Services and the International Asia Pacific Quality Award.



MR. RAHUL L. KANODIA , VICE CHAIRMAN & CEO

Rahul 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 has two Bachelor degrees from H. R. College (India), with specialization in Finance & Accounting, and Babson College (USA), with specialization in Management Information Systems.

He has been the Chief Architect for re-positioning and transforming Datamatics from a service led organization to a solutions organization whilst focusing on delivering next-generation business solutions to address the customers' strategic and operational challenges.

Rahul 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. Rahul also serves on the Advisory Board of Columbia University's India Business Initiative (New York), and the Client Advisory Board of Citi Commercial Bank Asia (Hong Kong).



MR. VIDUR V. BHOGILAL, EXECUTIVE DIRECTOR & GROUP CFO

Vidur is a qualified Chartered Accountant (CA), Cost Accountant (ICWA) from India and a Certified Public Accountant (CPA) from the U.S. He is also a law graduate. Vidur stood first in India in the CPA Examination and is also a rank holder in the CA and ICWA examinations. He was awarded a gold medal for securing the highest scores in the ICWA final examination for the Quantitative Techniques and Management Information Systems subject.

Vidur has over 20 years professional experience in strategic restructuring, M&A, corporate governance, finance, administration and legal. He is actively driving the growth of CIGNEX Datamatics as Chairman and Lumina Datamatics as Vice Chairman. In Datamatics, Vidur has managed several successful acquisitions, mergers & restructuring in India, US, Germany and UK and played a key role in forex management, financial planning and controls, investor relationship management and fund raising.



MR. SAMEER L. KANODIA , EXECUTIVE DIRECTOR

Sameer is a B.Sc. in Business Administration from Bryant University, USA, with Marketing as a major, graduating with honors. Among the honors he earned during his undergraduate years was being featured in the Dean's list throughout the program. He subsequently received his Masters in Business Administration from Bryant University, USA, with Finance as a major. Sameer has been spearheading the Company's successful expansion in Tier II cities like Nashik and Puducherry.

He is currently serving on the Board of Trustees at Bryant University, since February 2008.



MR. SHAHZAAD S. DALAL , NON EXECUTIVE INDEPENDENT DIRECTOR

Mr. Dalal is a Management Graduate from the USA. Mr. Dalal is the Chairman & Chief Executive Officer of IL&FS Investment Advisors LLC which is a fully owned subsidiary of IL&FS Investment Managers Ltd., one of India's leading Private Equity Fund Managers with US\$ 3.2 billion under management.



MR. R. K. SARASWAT , NON EXECUTIVE INDEPENDENT DIRECTOR

Mr. Saraswat is a commerce graduate and a Fellow Member of The Institute of Chartered Accountants of India. He has more than 40 years of experience in Finance & Accounts. Prior to his retirement from Datamatics Limited as Director (Finance), he was the President of S. M. Dyechem Limited and Senior Vice President of Grasim.



MR. SUDHIR C. DESHPANDE, NON EXECUTIVE INDEPENDENT DIRECTOR

Mr. Deshpande is a Civil Engineer from the University of London. He completed his Mechanical Engineering (M. Phil) from the King's College, University of London. He has also obtained a Certificate of Post Graduate Study in Engineering from University of Cambridge, the UK. Mr. Deshpande has more than 45 years of experience in Design Engineering. He specializes as a Geotechnical Consultant especially in Soil Testing Techniques.



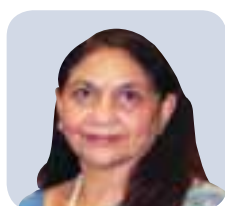
MR. VINAY AGGARWAL, NON EXECUTIVE INDEPENDENT DIRECTOR

Mr. Vinay Aggarwal has an MBA in Finance from North Eastern University, USA. After a stint with Unisys in Detroit, he became the Vice President of Tata Unisys Ltd. (1981- 89). Thereafter he was appointed as CFO of TCS (1990- 2003). Mr. Vinay Aggarwal, was the Chief Financial Officer at TCS for more than a decade, and also worked briefly as CFO of Flag Telecom, a subsidiary of Reliance Communications. He is now an Independent Consultant.



MR. DILIP D. DANDEKAR, NON EXECUTIVE INDEPENDENT DIRECTOR

Mr. Dandekar is the Chairman of Kokuyo Camlin Ltd and Camlin Fine Sciences Ltd. He is also the Honorary Consul of Mongolia, Mumbai, Maharashtra State. He is a member of the Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). He has served as the President of the Indian Merchants' Chamber and Maharashtra Chamber of Commerce, Industry and Agriculture. He has over 42 years of experience in the field of marketing, administration and overall management of companies.



MRS. ASHA L. KANODIA , NON EXECUTIVE NON INDEPENDENT DIRECTOR

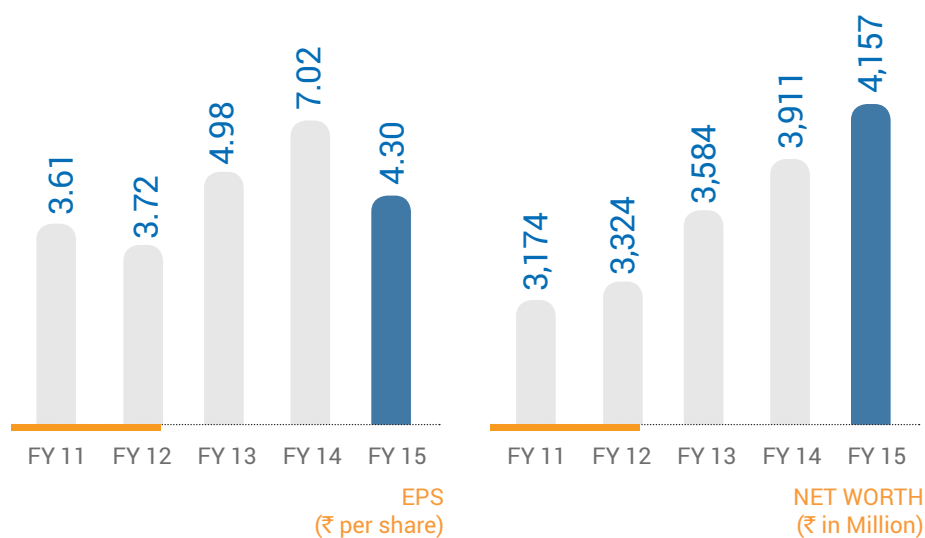
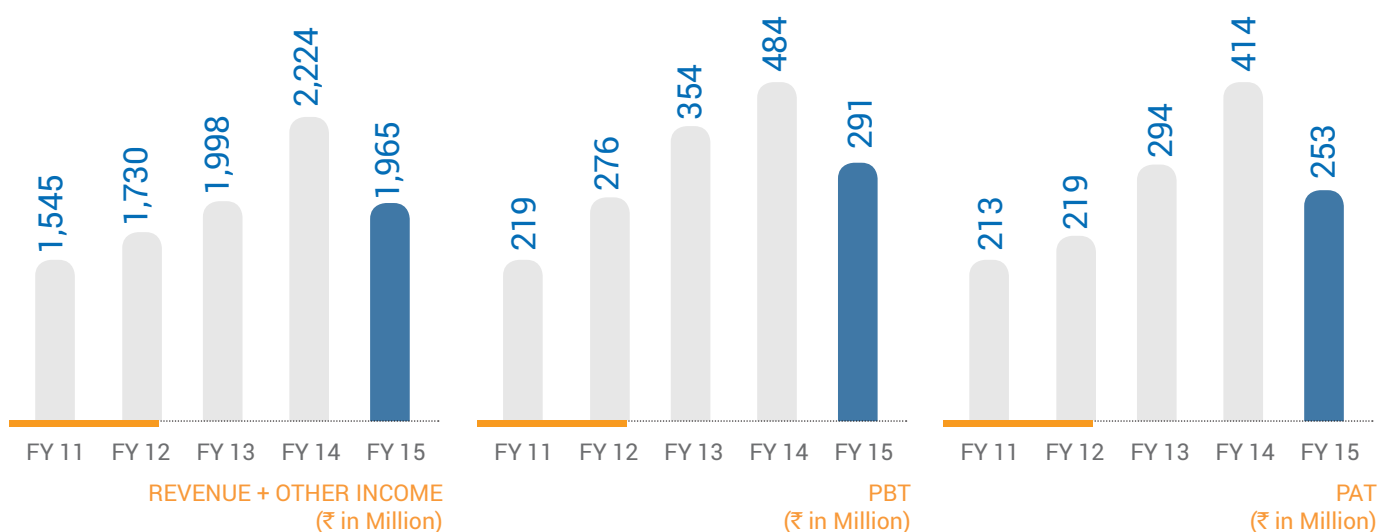
Mrs. Asha L. Kanodia is a Non-Executive Non-Independent Director of the Company. She is an arts graduate in Psychology from University of Mumbai. She studied Social Psychology at Massachusetts Institute of Technology (MIT), Boston, (USA). Mrs. Asha L. Kanodia is an Interior Designer. She has designed most of the offices of Datamatics. She has over 40 years of experience in Interior Designing.

Financial Highlights

5 YEARS STANDALONE

(₹ in Million)

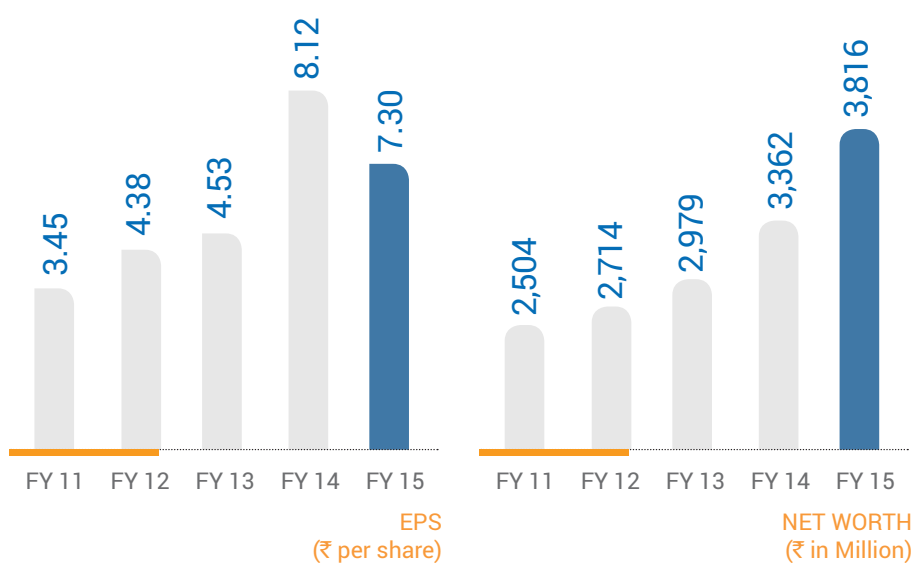
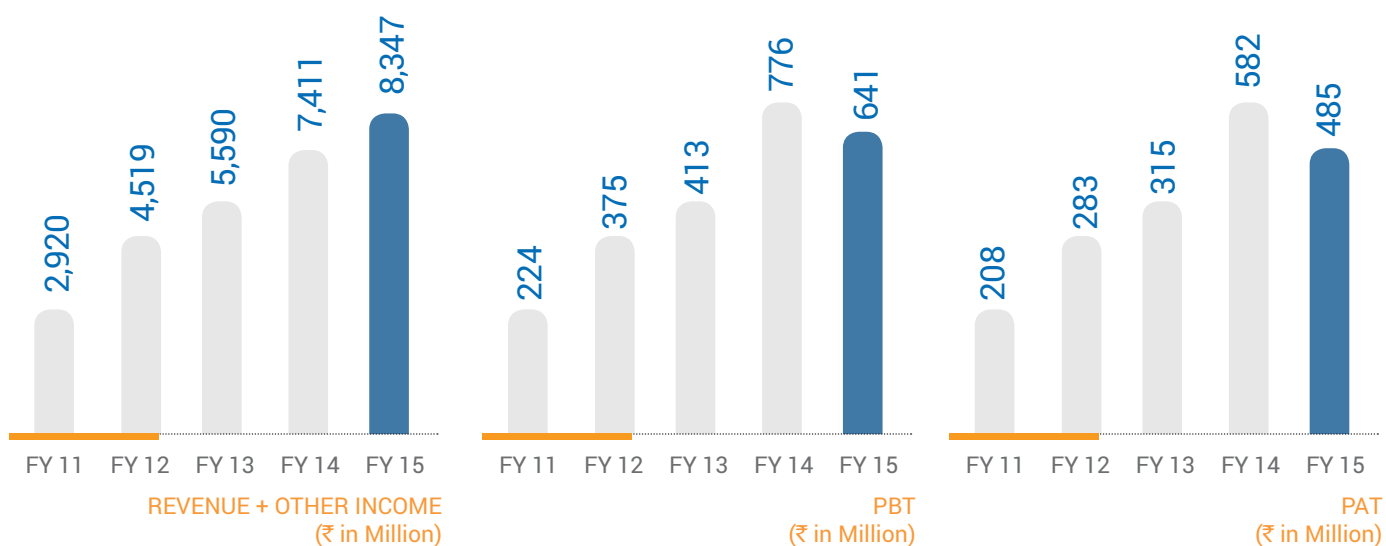
Particulars	2010-2011	2011-2012	2012-2013	2013-2014	2014-2015
Revenue + Other Income	1,545	1,730	1,998	2,224	1,965
PBT	219	276	354	484	291
PAT	213	219	294	414	253
EPS	3.61	3.72	4.98	7.02	4.30
Net Worth	3,174	3,324	3,584	3,911	4,157



5 YEARS CONSOLIDATED

(₹ in Million)

Particulars	2010-2011	2011-2012	2012-2013	2013-2014	2014-2015
Revenue + Other Income	2,920	4,519	5,590	7,411	8,347
PBT	224	375	413	776	641
PAT	208	283	315	582	485
EPS (Diluted) (₹ Per share)	3.45	4.38	4.53	8.12	7.30
Net Worth	2,504	2,714	2,979	3,362	3,816



Corporate Information



REGISTERED OFFICE

Knowledge Centre
Street No. 17, Plot No. 58
Andheri (East)
Mumbai – 400 093
Tel: +91 (22) 6102 0000 – 0005
Fax: +91 (22) 2834 3669

Corporate Identification Number (CIN)

L72200MH1987PLC045205

REGISTRAR & SHARE TRANSFER AGENTS

Datamatics Financial Services Limited
Plot No. B-5, Part B, Cross Lane
MIDC, Andheri (East)
Mumbai – 400 093
Tel: +91 (22) 6671 2151
Fax: +91 (22) 6671 2230
Email: depository@dfssl.com

SR. VP – LEGAL & COMPANY SECRETARY

Divya Kumat

AUDITORS

M/s. Kanu Doshi Associates
Chartered Accountants, Mumbai

SOLICITORS

Udwadia Udeshi & Argus Partners

BANKERS

Citi Bank
ICICI Bank Limited
HDFC Bank Limited
Standard Chartered Bank
Deutsche Bank



DIRECTORS' REPORT

On behalf of the Board of Directors, I am happy to present the 27th Directors' Report of your Company with the Balance Sheet and Profit & Loss Account for the year ended March 31, 2015.

FINANCIAL PERFORMANCE

Your Company's financial performance for the year ended March 31, 2015 as compared to the previous financial year ended March 31, 2014 is summarized below:

Particulars	(` in Million) Consolidated		(` in Million) Standalone	
	2014-15	2013-2014	2014-15	2013-2014
Income	8,347	7,411	1,965	2,224
Profit Before Interest, Depreciation & Tax	918	976	426	566
Interest	68	40	51	16
Profit Before Depreciation and Tax	850	936	375	550
Depreciation	210	161	84	65
Profit Before Tax	640	775	291	485
Provision for Taxation	155	194	38	70
Profit After Tax	485	581	253	415
Balance Brought Forward from Previous Year	901	586	1,242	948
Profit Available for Appropriation	1,332	1,073	1,495	1,362
Depreciation pursuant to the Transitional Provisions as per Companies Act, 2013	25	-	18	-
Dividend	77	116	59	74
Tax on Dividend	15	20	8	5
Transfer to General Reserve	30	47	25	41
Balance Carried Forward	1,185	890	1,385	1,242

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

Your Company is a global IT and ITeS organization focused on delivering proactive and smart, next-generation business solutions helping enterprises across the world address their business challenges. Datamatics has become the 2nd fastest growing IT & BPO Company listed on the BSE Limited and National Stock Exchange of India Limited.

On a Consolidated basis, your Company achieved a total revenue of ₹ 8,347 million as compared to ₹ 7,411 million in the previous year at a growth rate of 12.62%. The profit after tax for the current year was ₹ 485 million as against ₹ 581 million in the previous year.

The total revenue on a standalone basis is ₹ 1,965 million as compared to ₹ 2,224 million in the previous year. The profit after tax for the current year was ₹ 253 million as against ₹ 415 million in the previous year. This was partly due to your Company hiving off its publishing BPO business into a subsidiary which was subsequently merged into PreMedia Global Private Limited, Chennai to form Lumina Datamatics Limited.

CRISIL RATINGS

Credit Rating Information Services of India Limited (CRISIL), a subsidiary of S&P, has reaffirmed "A1+" credit rating for 3rd year in succession on the total bank loan facilities of the Company. This rating signifies that your Company has a strong degree of safety regarding timely payment of financial obligations. This rating reaffirms the financial stability and the low risk profile of the Company.

DIVIDEND

During the year, your Board of Directors had declared and paid an interim dividend of ₹ 0.35 per equity share (7%).

In addition to the interim dividend and based on the Company's performance, your Directors are pleased to recommend for approval of members, a final dividend of ₹ 0.65 per equity share (13%) for Financial Year 2014-15. The total dividend for the Financial Year 2014-15 amounts to ₹ 1 per equity share (20%) of face value of ₹ 5 each.

TRANSFER TO RESERVES

The Company has transferred ₹ 30 million to the General Reserve from the amounts available for appropriation. An amount of ₹ 1,185 million is proposed to be retained in the Profit and Loss Account.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year 2007-08 is due for transfer on October 28, 2015 to the Investor Education and Protection Fund established by the Central Government.

ACCEPTANCE OF FIXED DEPOSITS

The Company has not accepted any fixed deposits during the year.

SUBSIDIARY COMPANIES

The Company has the following Indian subsidiaries (including the step down subsidiaries) as on March 31, 2015:

1. Datamatics Software Services Limited
2. Cybercom Datamatics Information Solutions Limited
3. Lumina Datamatics Limited
4. CIGNEX Datamatics Technologies Limited
5. Datamatics Vista Info Systems Limited

The Company has the following overseas subsidiaries (including the step down subsidiaries) as on March 31, 2015:

1. Datamatics Global Services, Inc. (US)
2. Datamatics Global Services GmbH (Germany)
3. Datamatics Global Technologies GmbH (Germany) *
4. Datamatics Global Solutions GmbH (Germany)
5. Datamatics Global Services GmbH d.o.o. in Bosnia (Switzerland)
6. Datamatics Technologies UK Limited (UK)
7. Datamatics Infotech Limited (UK)
8. Datamatics Global Services Pty Limited (Australia)
9. Datamatics Global Technologies Limited (Mauritius)
10. Datamatics Global Holding Corporation (BVI) @
11. Datamatics Global Technologies AG (Switzerland) #
12. Datamatics Global Services FZ-LLC (Dubai)

13. Lumina Datamatics Inc. (US)
14. Lumina Datamatics GmbH (Germany)
15. CIGNEX Datamatics Corporation (BVI)
16. CIGNEX Datamatics, Inc. (US)
17. CIGNEX Datamatics, Inc. (Michigan) \$
18. CIGNEX Datamatics GmbH (Germany) \$\$
19. CIGNEX Datamatics Pte. Limited (Singapore)

- * In the process of winding-up.
 @ Dissolved and struck off from the Register of Companies, BVI w.e.f. March 23, 2015.
 # In the process of liquidation.
 \$ Incorporated in the Michigan during the year.
 \$\$ Incorporated in Germany during the year.

During the year, the Board of Directors reviewed the performance and financial position of the subsidiaries. Pursuant to the provisions of Section 136 of the Companies Act, 2013 the financial statements of the Company including consolidated financial statements along with the relevant documents and separate audited financial statements in respect of subsidiaries are available on the website of the Company. A statement containing salient features of the financial statements of the Company's subsidiaries in "Form AOC-1" is annexed to the financial statements of the Company.

DATAMATICS' DELIVERY CENTRES IN TIER II CITIES

Tier II cities are the most favored destination of highly cost-sensitive BPO service providers. As a business strategy, major BPO players have been moving to and expanding their operations in Tier II cities. Datamatics was early to realize this business imperativeness and set up its first Tier II delivery centre at Nashik during July 2007 followed by the Puducherry site in October 2011. These initiatives have helped the Company leverage on the vast untapped talent pool at these locations as compared with Tier I cities while simultaneously keeping the attrition within manageable limits.

Puducherry

After its successful foray into the publishing business at Puducherry, the site is now home for one more BPO service line viz. Document Management Solutions. From a value creation perspective, the site is a cost-effective location. Our headcount at the Centre is more than 448 staff members.

Nashik

After successfully executing all our BPO service lines, the site is currently gearing up to tap the IT talent potential of Nashik. Datamatics is among the top 10 Employers at Nashik. The Company has been set up to employ locals in IT & BPO sector. The 55,000 sq. ft. state-of-the-art-facility is the single largest

facility which accommodates 1,232 employees. The guest house is located in close proximity to the office.

The Company owns approximately 12 acres of land situated on the Bombay-Agra Highway (NH-3), about 10 kms away from our existing office. The Company intends to build a campus in the future.

In addition to its primary role as the Delivery Centre of Excellence, both these sites are also functioning as Business Continuity Centre to support all other delivery units of the Company. The success of business operations at the above two Tier II sites enables the Company to stay ahead of competition and provides impetus to the Company's focus on such strategic initiatives.

FUTURE GROWTH STRATEGY

The Company made significant progress in the last fiscal year in key accounts, owing to efficient execution of projects. In the current fiscal year, we plan to continue to maintain focus on select verticals which include BFSI, eRetail, International Organizations, Manufacturing, Publishing and Transport. We will continue to offer IT & BPO offerings and also the new age disruptive technologies which include SMAC and BPM offerings, to deliver next generation solutions to our global customers, using Open Source platforms as well as proprietary technologies.

To capitalize on the new growth opportunity that is being created by the disruptive digital trend, we are focusing on select few areas and have made disciplined investments in these growth areas, which include:

Consulting & Advisory Practice

This year we have institutionalized our Consulting & Advisory practice. The focus of this practice is twofold. First, to help clients establish their Technology, Business Process Management (BPM), and Digital Transformation Strategy, which covers areas like Mobility, Analytics, Cloud, and Enterprise Content Management. The second is to facilitate Datamatics in moving up the value chain and provide higher value added services and function as a strategic partner to the clients.

Digital Transformation

Our strategic focus during the last 18 months to invest in the upcoming technological advancements have positioned us well to capture the new growth opportunities in the Digital Transformation space. Today, Datamatics team is well placed to help its clients to transform into a truly digital, data-driven enterprise and empower them to take advantage of the digital revolution to innovate, differentiate and grow. Datamatics team can help its clients to formulate their Digital Strategy; define their mobile strategy; create solutions for their customers and their employees that provide access to applications from anywhere on any device.

Data-to-Intelligence

Underlying every business insight is data and this data is growing exponentially. This is forcing enterprises to integrate new technologies and find new ways to use data and insights as a competitive advantage. Datamatics team has the expertise and experience to walk its clients through their Data-to-Intelligence journey; from Data Capture & Collation to Data Management, Data Cleansing & Migration to Analytics and extracting Intelligence from Enterprise Data, including analysing of unstructured data. And this would differentiate us from other IT service providers.

QUALITY

It would not be an exaggeration to claim that Quality is a way of life in our Company. Our Company believes in the very philosophy that quality encompasses and permeates every action and thought process. This year our strategic theme has been Delivery as per Commitment and Quality of Solutions. In this wake, several initiatives have been rolled out to transform the way we look at our customer and execute our projects. Winning accolades and awards for the quality of our deliverables has almost become a habit. We have been continuously winning best quality and service awards at events organized by our various prestigious Fortune 500 customers. This year too we won several such awards.

Your Company is the first and the only I.T. Company to have won the **"International Asia Pacific Award"** for Quality in Services sector. The Award was won against competition from hundreds of companies from 38 countries spread across the world, including the US, Japan, Australia, New Zealand, Russia, Canada, China, Israel, South Korea, Peru and Mexico. Your Company also won the prestigious **"IMC IT Award for Quality"** in January, 2014. Further significant initiatives of your Company towards quality are:

1) Lean Six Sigma Initiative

Leveraging the proven, effective and recognized Lean Six Sigma continues to be one of the key strategies to bring in exponential improvements in efficiencies, productivity and customer delight. This initiative continues to deliver significant benefits to the Company with improvements in Productivity, Efficiency, Quality and Customer Satisfaction. Over 320 Lean Six Sigma Projects and 1600 Kaizen Projects have been completed since the launch of this initiative in 2007. For the past consecutive four years, our improvement projects have been ranked within the top 5 projects out of around 80 projects from multiple industries and organizations in QIMPRO Conventions.

In the last financial year, an overall benefit that includes tangible and intangible benefits, of ₹ 15 million with an ROI of more than 200% was achieved through these performance improvement methodologies.

The Company has about 18 Six Sigma Green Belt and 25 Six Sigma White Belt certified professionals along with 3 Six Sigma Black Belt and 1 Six Sigma Master Black Belt certified professionals. The Company spent over 4500 person hours of training around continuous improvement in the last financial year.

2) Certifications

Your Company, keeping true to its commitment of designing and implementing its Quality Management Systems as per the global standards and benchmarks has been assessed and certified on standards such as ISO 9001:2008, SEI - CMMI Version 1.3, and ITIL. New centers that we added last year have also been assessed and certified for compliance to these standards. This year we are also in the process of upgrading the SEI-CMMi certification to level 5.

As you are aware, the thrust and demands on information security is increasingly becoming stricter. In line with the demands as well as our own analysis of the information security landscape, we continue to lay great emphasis on the Information Security Management Systems (ISMS). Last year, we not only retained the ISO 27001:2005 certification for our ISMS, but also brought all our centers under the purview of the information security management. We have further strengthened our ISMS by incorporating the guidelines of and getting assessed and certified for international standards such as SSAE 16 and HIPAA.

3) Customer Satisfaction Tracking

Last year, we conducted a comprehensive branding survey among our customers as to assess their priorities and their perceptions about the Company against these priorities. We are happy to share with you that there is no jarring incongruence between the two. However, as an organizational improvement initiative, we have identified, as shared earlier, delivery as per commitment and quality of solutions.

The Customer Satisfaction and Loyalty index measuring process continues to provide invaluable insights into our customer's expectations and our performance vis-à-vis these expectations. This is done once every six months and captures customer's feedback on a wide range of parameters that encompass each aspect of service excellence. We feel proud to share with you that overall our Customer Satisfaction Index has been 4.73 on a scale of 1-6 (1 being the lowest and 6 being the highest) with a significant number of customers rating us a perfect 6/6 on all the parameters. Over 25 key customers have rated perfect 6/6 on the organization improvement theme of Delivery as per commitment and quality of solutions. In addition to this formal mechanism, we also have systems that capture customer feedback received through other formal and informal channels. The results of these also show an improving trend.

4) Metrics and Process Compliance Index

We use a Delivery Index to measure and compare the performance for each Line of Business (LOB). It incorporates the three key indicators of performance of any project viz Quality, Effort and Schedule adherence and a stop light (red-amber-green) dashboard is used to display the performance.

In addition, regular process compliance checkups and speedy follow-ups on the corrective and preventive actions have helped us significantly to keep non-compliances in check and thereby reduce rework and defects at the source. Process Compliance Index (PCI) measures and compares the compliance levels for the different LOBs. The PCI are well above the defined targets.

The defined quality gates ensure that we are adhering to process requirements and deliverables at each of the critical stages of the project. A regular review of this with Senior Management ensures that the processes are on track.

In order to create processes at par with global best practices, we have also tied up with a number of global forums such as ISBSG, CSI and PMI to understand and benchmark ourselves against key metrics.

We have also introduced advanced statistical tools and analysis and simulation techniques to improve our ability to predict the performance of the projects and thereby take proactive steps and measures to improve the performance.

PROCESS ENGINEERING (PE) CELL

The PE cell of our Company is given the mandate of process improvement and development of innovative IP solutions. These solutions are used for its BPO service offerings as well as for providing the same to our clients to use it in their own offices.

The PE Cell had a good year since some of the solutions based in i-Q and i-Bridge (earlier Robokey) got a very favorable response from BFSI sector. The solutions devised for trade finance operations and tab based KYC compliance for Banks were adopted by a leading private sector Bank of India. With their reference many other banks are following suite.

PE Cell also developed an intelligent auto-classification solution for its large e-retail clients and this software called ClassyFire is getting a very good response for all our clients.

These solutions are enabling our clients to make their process paperless and carry out their transactions swiftly, improve accuracy and lower these efforts. Some of our clients won recognition and awards for these solutions including the Information Week Edge Award by two of our clients.

We are creating an R&D team at our Nashik office to accelerate this product development further, derive additional benefits and provide more business for the Company.

INTELLECTUAL PROPERTY RIGHTS

Your Company is leading towards innovation in tools, products and platform, resulting in more intellectual property rights being created. It has always invested in building a core intellectual property that is offered to our clients through our products and innovative solutions. Our policy is to protect our competitive position, among other methods, by filing Indian and international intellectual property applications to protect the identity and recognition of our Company and to protect the technology and improvements that we consider important to the development of our business.

Your Company currently has 17 copyrights registered till date for its proprietary processes and various logos. It has also registered 36 proprietary logos as Trade Mark and Service Mark in India, UK, USA, Australia, China, Norway, Switzerland, EU and its 28 member countries.

During the fiscal year 2015, your Company's subsidiary "Lumina Datamatics Limited" has filed two (2) trademark applications for logo "Lumina Datamatics" and tagline "Lumina Datamatics We Manage Knowledge" in the United States Patent and Trademark Office (USPTO), Indian Registrar of Trademarks Office and European Union (EU) Community Trademark Office. The logo "Lumina Datamatics" and tagline "Lumina Datamatics We Manage Knowledge" has been successfully registered in the EU and its 28 member countries.

LEARNING & DEVELOPMENT (L&D)

L&D at Datamatics successfully conducted the following during FY 2014-15:

The Eagles@Datamatics Program Phase VII was flagged off in April 2014, with 36 Eagles & 23 Game Changers. This team was mentored by 6 senior members and a strong leadership team. The duration of the program was 7 months. The objective of Eagles VII team was to enhance footprints within existing clients with the help of Game Changers. This helped the organization in creating passion and zest among all the team members. The team members explored and enhanced their creativity, resourcefulness, bonding, accountability, influencing skills and belief in themselves. This phase of the Eagles was regarded as the most successful program as it helped the organization generate the additional revenue of ₹ 23 crores and a healthy pipeline of app. ₹ 53 crores.

1) Blended Learning

Training via the WebEx Training tool: The L&D team has expanded their horizons for training execution to be done via WebEx for employees across the organization. With the help of the tool L&D is able to address the global learning audience with ease and also large audiences effectively. This helps the L&D teams to execute training and participants to participate in training from any location. It's a win-win situation for all the parties involved. The L&D team

records the training for future usage and executes the pre-recorded training via WebEx. Recorded WebEx training is made available to employees as and when they feel the need to revisit any training in case they have missed this during the live session. This has imbibed a continuous learning attitude amongst the employees.

2) Learning Foreign Languages

L&D team supported to create a new language skill set on both Italian & German language – Level 1. The employees were trained and all of them successfully completed the Level 1 certification.

3) Project Management Preparatory Course (PMP) – 5th Edition

Being a Registered Education Provider for PMP, a 5-day PMP training was scheduled in Mumbai, MIDC premises for those engaged in an activity that contributes to the management of a project, portfolio, or program, as part of the project management profession.

With all the above, the L&D team has clocked **240,337** man-hours in the year 2014–2015 as compared with 210,515 man-hours in the year 2013–2014 with an average feedback of 4 out of 5.

HUMAN RESOURCES MANAGEMENT (HRM) AND EMPLOYEE RELATIONS

The IT business is chiefly talent-based and a people driven business. Employees therefore, play an indispensable and significant role in the success of the Company, and are the key assets of the Company. Hence, we precisely term them as 'Human Capital'. Our Company's endeavour is to create a work environment that imbibes a positive attitude for excellent performance. The key areas of the Company's HRM strategy include a comprehensive approach to managing people, the workplace culture and environment.

Managing a strong employer and employee relationship leads to the ultimate success of an organisation. A strong relationship at any work centre will lead to more qualitative & efficient productivity, generate cohesion among the employees and create a smooth functional environment.

The HR department of the Company regularly conducts the following programs:

"Climate Survey" and "Open House" to ensure that employees views and opinions are taken on board, as well as the Company's larger strategy is discussed and shared with them. Both these initiatives have HR Head, CEO and leadership teams of each LOB to bring a shared understanding of the larger organizational direction.

New Entrant Observation (NEO): It is a session conducted by HR for new entries after they complete 30 days to get their feedback.

Client site visit: To establish connect, to address various issues, and for continuous to & fro performance related information exchange with our employees based at different client locations.

Saarathi: With a view to ensure smooth integration of new entries into the processes, systems and work culture “Buddy System” which is known as “SAARATHI” has been introduced. Saarathi is the Point of contact, friend and guide for the new joiner during initial days within the organization. A Saarathi card is given to Saarathi during Euphoria.

Euphoria-Monthly Departmental Meet: A monthly meeting is conducted by the HR, offering the team an opportunity to interact with each other, come together and celebrate.

Our Company has rich diversity in its employees with a common aim to excel. A culture of cooperation and solidarity is infused by celebrating National holidays and festivities such as Independence & Republic Day, Diwali, Dandiya & Christmas. Initiatives such as JOSH, where employees offer their innovative ideas help to unleash their creativity, maintain a balance between work & life and create a deep sense of bonding among employees.

REWARDS AND RECOGNITION

Rewards & Recognition programs aren't just about making employees feel good, though that's a crucial part of the process. These programs can help to boost up employee morale & productivity and induces improvement in performance level. Therefore, continuous scaling exercises are carried out to identify the outstanding performer and rightly reward and recognize such individuals and teams.

Annual Awards: Datamatics believes in the need to recognize top performers and thank them for their hard work and commitment shown throughout the year. This is done in a high profile large scale ceremony held companywide wherein all the employees are invited. There are various categories of awards such as merit, excellence to leadership awards catering to each area of the business.

Instant Performance Recognition (EoM & Spot Award): The objective is to encourage high performers by conferring the instant awards. The aim is to instantly recognize significant achievement, excellence in performance and special contributions by individuals and teams. There are 3 kinds of spot awards: a). Spot Individual; b) Spot Team; c) Employee of the month.

Rendezvous: Coffee with the Line of Business Heads (LoBH): Instant Award winner are invited to have coffee with the

LoBH. Personal notes are inscribed on the NOTEivate cards by the LoBH are presented to all the awardees.

Praise for Performance: This program aims to recognize the hard working employees who have received client appreciation. It aims to recognize the efforts of employees in front of a larger audience to induce a sense of pride and contentment.

iAppreciate: These cards are awarded by the Reporting Manager to appreciate their team members at right time for good work and efforts.

Employee Relations & Engagement has become a top business priority in this rapid-cycle economy. HR knows that having a high-performing workforce is essential for growth and survival. They recognize that a highly engaged workforce can increase innovation, productivity, and bottom-line performance. Additionally, HR grossly performs to workout in selecting the outstanding performers for the work centres spread out widely. Thus, the pillars of success of the Company are delineated clearly to obtain future directions towards progress & architect definite shape to remain as competitive player in the global market.

AWARDS & ACHIEVEMENTS

During the year, in recognition of its performance and initiatives, the Company received several awards, some of which are:

- 🏆 Datamatics was awarded the 'Fastest Growing Indian Company Excellence Award – 2014' at the 6th International Achievers Summit & Awards ceremony on 'Global Corporate Achievements & Social Responsibilities' held in Bangkok;
- 🏆 Datamatics was voted India's most Respected Software Company in Corporate Governance at the 5th Annual India Leadership Conclave & Indian Affairs Business Leadership Award;
- 🏆 Datamatics entered the Leader Category for the 2014 IAOP Global Outsourcing 100;
- 🏆 Datamatics was awarded for 'Excellence in Quality' at IMC - IT Awards 2014;
- 🏆 Datamatics won the 'Global Quality Challenge Award' by United Healthcare at their Semi-Annual UHC Operations Global Quality Challenge for the seventh time in a row;
- 🏆 Won the 'Information Week Edge Award' for providing cutting edge DMS solution for MMRDA;
- 🏆 Won the 'Information Week Edge Award' for process improvement project for a leading private Insurance company;
- 🏆 Datamatics won the 'Technology Partner for Global Transit Revenue Systems award' at the 4th Annual Metro Rail India Summit;

- 🏆 Datamatics won the coveted 'Global Achievers Award' for Business Excellence at the 75th International Achievers Conference;
- 🏆 Datamatics made it to the Technology Fast 500TM ranking by Deloitte - a list that recognizes the fastest growing companies in Asia-Pacific;
- 🏆 Dr. Lalit Kanodia, Chairman & Whole time Director received the prestigious 'Asia Pacific Entrepreneurship Award' under the Special Achievement category;
- 🏆 Mr. Rahul Kanodia, Vice Chairman & CEO, was felicitated with 'CEO of the Year' award at the Asian Leadership Awards held in Dubai;
- 🏆 Mr. Rahul Kanodia, Vice Chairman & CEO was presented with the 'IT Leadership Award' at the National Awards For IT Excellence.

SHARE CAPITAL

As on March 31, 2015, the Paid-up Share Capital of the Company is ₹ 294,746,685/- divided into 58,949,337 equity shares of ₹ 5/- each fully paid up. During the year, there has been no change in the Share Capital of the Company.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by rotation

In accordance with the provisions of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, Mrs. Asha L Kanodia and Mr. Rahul L. Kanodia, retires by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Resignation of Independent Director

Mr. Dileep C. Choksi resigned from the position of directorship of the Company with effect from April 2, 2015 due to his other commitments and pre-occupation. The Board placed its sincere appreciation for his valuable contribution during his tenure as a director of the Company.

Independent Director

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Vinay Aggarwal was appointed as an Additional Director designated as Non-Executive Independent Director with effect from May 27, 2015 and he shall hold office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing appointment of Mr. Vinay Aggarwal as a Director of the Company. As per the provisions of the Act, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for re-appointment on passing of a special resolution by the Company and shall not be liable to retire by rotation.

The Company has received declarations from all Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement entered with the Stock Exchanges.

Re-appointment of Dr. Lalit S. Kanodia, Chairman & Whole Time Director

Dr. Lalit S. Kanodia was appointed as a Chairman & Whole Time Director of the Company for a period of five years with effect from May 15, 2010. On the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on May 27, 2015, has re-appointed Dr. Lalit S. Kanodia as a Chairman & Whole Time Director of the Company for a further period of five years with effect from May 15, 2015, subject to the approval of the members.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement, as amended from time to time, the Board of Directors at their meeting held on August 12, 2014 formulated the Remuneration Policy of your Company on the basis of recommendations of the Nomination and Remuneration Committee. The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees, forms part of Corporate Governance Report of this Annual Report.

PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 read with Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as "**Annexure – A**" to this Report.

A statement containing names of every employee employed throughout the financial year and in receipt of remuneration of ₹ 60 Lakh or more, or employed part of the year and in receipt of ₹ 5 Lakh or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as "**Annexure – A**" to this Report.

Details of employees remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of the Company during working hours before 21 days of the Annual General Meeting and shall be made available to any shareholder on request. The full annual report including the

information required under Rule 5 is being sent electronically to all those members who have registered their email addresses and such details are also available on your Company's website: www.datamatics.com/investors/AnnualReports.

MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the year. For further details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this Annual Report.

BOARD AND COMMITTEE EVALUATION

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 ("Act") states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Act states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the Act and the corporate governance requirements as prescribed by SEBI under Clause 49 of the Listing Agreement.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge confirms that:

- (i) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a 'going concern' basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS

Statutory Auditors

The Statutory Auditors, M/s. Kanu Doshi Associates, Chartered Accountants, Mumbai, hold office until the conclusion of the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office of the Statutory Auditors, if reappointed. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act") and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of the Board, appointed Mr. Tushar Shridharani, Practising Company Secretary, to undertake the secretarial audit for the financial year ended March 31, 2014. Mr. Tushar Shridharani has submitted the Report confirming compliance with the applicable provisions of the Act and other rules and regulations issued by SEBI/other regulatory authorities for corporate law. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed as "**Annexure – B**" to this Report.

INFORMATION ON AUDITORS' OBSERVATIONS

1) Statutory Auditors:

Observations of Auditors mentioned in the Independent Auditors Report under the heading 'Emphasis of Matter' regarding non-provisioning for diminution in the value of investments in the subsidiaries has been adequately explained in Notes to Accounts. These investments are for long term and of strategic nature. It is clarified that though the net worth of these subsidiaries has declined, the management is confident of turning around these subsidiaries in the near future. Hence, it is decided not to make any provision for diminution in the value of investments made in the subsidiaries. The other observations are self-explanatory and do not require further comments in this report.

2) Secretarial Auditor:

There were no qualifications, reservations or adverse remarks made by the Secretarial Auditors in their report.

CORPORATE GOVERNANCE

A Report on Corporate Governance together with a certificate from the Statutory Auditors of the Company forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms an integral part of this Report and gives detail of the overview of the industry, overview of the business, outlook, internal controls systems and their adequacy, risk and concerns and discussion on financial performance during the financial year.

COMPOSITION OF THE COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee consists of the following members: Mr. R. K. Saraswat, Chairman; Mr. Sudhir Deshpande, Member and Mr. Shahzaad Dalal, Member.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee consists of the following members: Mr. Sudhir Deshpande, Chairman; Mr. R. K. Saraswat, Member and Dr. Lalit S. Kanodia, Member

Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of the following members: Mr. R. K. Saraswat, Chairman and Mr. Sudhir Deshpande, Member.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee consists of the following members: Mr. Rahul L. Kanodia, Chairman; Mr. R. K. Saraswat, Member; Mr. Vidur V. Bhogilal, Member and Mr. Sameer L. Kanodia, Member.

EMPLOYEE STOCK OPTION PLANS

Details of the shares issued under Employee Stock Option Plan (ESOP), as also the disclosures in compliance with Section 62 of Companies Act, 2013 and Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 are annexed as "Annexure – C" to this Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the standalone financial statements provided in this Annual Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and the Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at <http://www.datamatics.com/investors/corporate-governance>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. No Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. Your Directors draw attention of the members to Notes to accounts of the financial statement which sets out related party disclosures.

INTERNAL FINANCIAL CONTROL SYSTEMS RELATED TO FINANCIAL STATEMENTS

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems. Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with Generally Accepted

Accounting Principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by their respective Auditors for consolidation.

Your Company operates in SAP, an ERP system, and has many of its accounting records stored in an electronic form and backed up periodically. The ERP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of account. Your Company has automated processes to ensure accurate and timely updation of data in the underlying ERP system.

The Management periodically reviews the financial performance of your Company and takes necessary action, wherever necessary.

WHISTLEBLOWER/VIGIL MECHANISM

The Company is committed to adhere to the highest standards of loyalty, honesty, integrity, transparency and conduct of business operations in an ethical manner. In compliance with Companies Act, 2013 ("Act"), rules framed thereunder and the Listing Agreement entered with Stock Exchanges and principles of good corporate governance, the Audit Committee of the Company is committed to adopting procedures to receive and address any concern or complaint regarding accounting or auditing matters, internal accounting controls, reporting of fraudulent financial information or any other company matters involving fraud, employee misconduct, illegality or health and safety and environmental issues which cannot be resolved through normal management channels. Accordingly, the Board of Directors have formulated a Whistleblower Policy/Vigil Mechanism in compliance with the provisions of Section 177(10) of the Act and Clause 49 of the Listing Agreement and is also available on the Company's website <http://www.datamatics.com/investors/corporate-governance>. This Policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company.

RISK MANAGEMENT

Your Company has a well defined, robust and effective Information Security and Risk mitigation system. The information security management system based on international standard ISO 27001 addresses all concerns and apprehensions towards handling information that is sensitive and confidential effectively. The risk mitigation system ensures that all potential risks

associated with business, processes and infrastructure are within control. Business Continuity Plan (BCP) and Disaster Recovery (DR) plans are integral plans of the project plans and they are periodically audited as per predefined schedule to ensure the readiness and effectiveness with minimal impact on the business as usual. BCP also ensures that the organization is well prepared for risks related to hardware, software, infrastructure and people. The applicability and effectiveness BCP and DR are also regularly reviewed during Management Information Security Forum (MISF) that takes place once in every quarter.

Risk management is controlled by the Risk Management Policy. In line with the requirements of the Companies Act, 2013 and the Listing Agreement, the Board of Directors has approved the Risk Management Policy to monitor the risks and their mitigating actions. There are some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company during the financial year 2014-15 are annexed as "Annexure – D" to this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy), Rules, 2014.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed as "Annexure – E" to this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required in connection with conservation of energy, technology absorption and foreign exchange earnings and outgo, under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the Directors furnish herein below the required information:

A. CONSERVATION OF ENERGY:

- i) Our Company being in IT & ITeS industry, our operations are not energy intensive. Adequate measures have been taken to conserve energy.

- ii) The Company has not taken any steps for utilising alternate sources of energy.
- iii) There were no additional capital investment on energy consumption equipments and proposals if any, being implemented for reduction of consumption of energy as the nature of your Company's operations entails a very low level of energy consumption.

B. TECHNOLOGY ABSORPTION:

- i) Every effort is made by the Company to update the technological skills of its technical staff in order to ensure that they possess adequate skills to enable them to service the Company's clients.
- ii) Your Company has not imported any technology during the year under review.
- iii) Your Company is predominantly a service provider and therefore has not set up a formal R&D unit. However, it continues to develop software tools and products in its existing delivery setup.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange Earned in terms of : ₹ 1,800 million
Actual Inflows

Foreign Exchange Outgo in terms of : ₹ 198 million.
Actual Outflows

ACKNOWLEDGEMENTS

The Directors thank the Company's customers, shareholders, suppliers, vendors, bankers, financial institutions, Governments authorities and other stake holders. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
(DIN: 00008050)

Place : Mumbai
Date : May 27, 2015

“ANNEXURE – A”

To the Directors' Report

A. Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2014-15:

Executive directors	Ratio to median remuneration
Dr. Lalit S. Kanodia	90.9
Mr. Rahul L. Kanodia	113.1
Mr. Vidur V. Bhogilal	51.5
Mr. Sameer L. Kanodia	67.0
Non-executive directors	Ratio to median remuneration
Mr. R. K. Saraswat	2.6
Mr. Sudhir Deshpande	2.6
Mr. Shahzaad Dalal	1.6
Mr. Dilip Dandekar	1.8
Mr. Dileep Choksi	1.0
Mrs. Asha Kanodia	1.8

- ii. The percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Directors and Company Secretary during the financial year 2014-15:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration
Dr. Lalit S. Kanodia	21.4
Mr. Rahul L. Kanodia	15.1
Mr. Vidur V. Bhogilal	(32.6)
Mr. Sameer L. Kanodia	27.5
Ms. Divya Kumat	25.5
Mr. R. K. Saraswat	(3.1)
Mr. Sudhir Deshpande	(3.1)
Mr. Shahzaad Dalal	(7.5)
Mr. Dilip Dandekar *	-
Mr. Dileep Choksi	(54.0)
Mrs. Asha Kanodia *	-

*Appointed w.e.f. August 12, 2014. Since this information is for part of the year, the same is not comparable.

- iii. The percentage increase in the median remuneration of employees in the financial year: Nil
- iv. The Company has 2,913 permanent employees on the rolls of Company as on March 31, 2015.
- v. The explanation on the relationship between average increase in remuneration and Company performance:

On an average, employees received an annual increase of 9.5% in India. The individual increments varied from 5% to 15%, based on individual performance. Employees outside India received wage increase varying from 1% to 2%. The increase in remuneration is in line with the market trends in the respective countries. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- vi. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of Key Managerial Personnel (KMP) in FY15 (₹ crores)	4.43
Revenue (₹ crores)	188.57
Remuneration of KMPs (as % of revenue)	2%
Profit before Tax (PBT) (₹ crores)	29.09
Remuneration of KMP (as % of PBT)	15%

- vii. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalization (₹ crores)	396.43	290.62	36%
Price Earning Ratio	15.64	7.02	123%

- viii. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2015	April 12, 2004*	% Change
Market Price (BSE)	67.25	110	(39%)
Market Price (NSE)	66.5	110	(40%)

* Price at the time of Initial Public Offer in 2004.

- ix. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- The average percentile annual increase was around 9.5% where as increase in the managerial remuneration for the year was 7.87%.

- x. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

Particulars	Dr. Lalit S. Kanodia	Mr. Rahul L. Kanodia	Mr. Vidur V. Bhogilal	Mr. Sameer L. Kanodia	Ms. Divya Kumat
Remuneration in FY15 (₹crores)	1.08	1.35	0.61	0.80	0.59
Revenue (₹crores)	188.57				
Remuneration as % of revenue	0.57%	0.71%	0.32%	0.42%	0.31%
Profit before Tax (PBT) (₹crores)	29.09				
Remuneration (as % of PBT)	3.72%	4.62%	2.11%	2.74%	2.03%

- xi. The key parameters for any variable component of remuneration availed by the directors:

The key parameters for the variable component of remuneration to the Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy.

- Commission to Chairman & Vice Chairman:** The Commission payable to Dr. Lalit S. Kanodia and Mr. Rahul L. Kanodia is 1% of the net profits of the Company as computed in accordance with the provisions of Companies Act, 2013.
- Incentives to other Executive Directors:** The Nomination and Remuneration Committee evaluates the performance of other Executive Directors. The Committee approved the payment of incentives to other executive directors based on their performance aligned with the Company's overall performance.
- Commission to Non-Executive Directors:** The members have, at the AGM of the Company held on September 23, 2014 approved payment of commission upto to the limit of 0.25% of net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the Board of Directors and distributed amongst the non-executive directors based on their attendance and contribution at the board and certain committee meetings, as well as the time spent on operational matters other than at meetings.

- xii. There are no employees who receive remuneration in excess of the highest paid Director of the Company.

- xiii. Affirmation that the remuneration is as per the remuneration policy of the Company:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

B. Statement as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014:**1. List of employees of the Company employed throughout the FY2014-15 and were paid remuneration not less than ₹ 60 Lacs p.a.**

Sr. No.	Name of Employee	Designation of employee	Age (as on 31.03.2015)	Remuneration p.a. (Amount in ₹)	Qualification	Nature of employment [Whether Contractual or otherwise]	Exp (no. of years)	Date of commencement of employment	Last Employment
1	Dr. Lalit S. Kanodia (*)	CHAIRMAN	74	9,867,371	PHD. MIT, B.TECH - IIT	Permanent	49	08-Nov-87	PROMOTER GROUP
2	Mr. Rahul L. Kanodia (*)	VICE CHAIRMAN & CEO	49	12,316,843	M.B.A., B.S.B.COM	Permanent	22	01-Jan-94	PROMOTER GROUP
3	Mr. Sameer L. Kanodia	EXECUTIVE DIRECTOR	40	7,338,180	BBA (MARKETING), M.B.A. IN FINANCE	Permanent	22	02-May-94	PROMOTER GROUP
4	Mr. Khushroo Pithawalla	PRESIDENT - IT OPERATIONS	57	7,433,698	B.E. (ELEC), LEE	Permanent	35	01-Jun-83	DIGITRON COMPUTERS PVT. LTD.
5	Mr. Sandeep Arora	SR.VP & HEAD-CONSULTING /RESEARCH & ANALYTICS	42	7,114,759	PGDPC, OAC, B.SC. (PHYSICS)	Permanent	20	16-Nov-07	AC NIELSEN
6	Mr. Sachin Rane	SR. VP & HEAD - SOFTWARE SOLUTIONS	47	6,170,639	B.E (COMP)	Permanent	26	04-May-11	WIPRO TECHNOLOGIES
7	Mr. Sanjeev Subhedar	SR. VP & HEAD - ENGINEERING SOLUTIONS	55	8,852,823	B.E (ELECTRONICS ENGG)	Permanent	28	23-Feb-12	SIEMENS INFORMATION SYSTEMS LTD.
8	Mr. Ramaswamy Subramanian	SR. VP & HEAD - BPO SERVICES	52	12,128,971	C.A. B.SC	Permanent	28	25-Oct-13	IBM INDIA PVT LTD

2. List of employees for the part of the year and were paid remuneration during the FY2014-15 at a rate which in aggregate was not less than ₹ 5 Lakh p.m.:

Sr. No.	Name of Employee	Designation of employee	Age (as on 31.03.2015)	Remuneration (Amount in ₹)	Qualification	Nature of employment [Whether Contractual or otherwise]	Exp (no. of years)	Date of commencement of employment	Last Employment
1	Dr. Chandra Mauli Dwivedi	PRESIDENT - HR & CSR	55	6,924,895	PHD(INDUSTRIAL PSYCHOLOGY), PG DIPLOMA, M.A., B.A.	Permanent	33	14-Apr-09	FINANCIAL TECHNOLOGIES
2	Mr. Alok Kumar Jha	SENIOR VICE PRESIDENT & HEAD - HR & CSR	46	1,688,406	MBA (HR), B.A	Permanent	24	01-Dec-14	ACC LIMITED
3	Mr. Sanjay verma	CHIEF SALES OFFICER	51	6,088,604	STAND. ADVD. PROGRAM MGMT. B.E(ELECTRONICS & COMM)	Permanent	26	01-Nov-12	TULIP TELECOM LTD.

(*) Commission relates to the financial year ended March 31, 2014, which was paid during the year 2014-15.

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
(DIN: 00008050)

Place : Mumbai
Date : May 27, 2015

"ANNEXURE – B"

To the Directors' Report

Secretarial Audit Report for the financial year ended March 31, 2015

To,
The Members - Datamatics Global Services Limited
Knowledge Centre, Plot No. 58,
Street No. 17, MIDC, Andheri (East),
Mumbai – 400 093.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Datamatics Global Services Limited ("the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

During the Audit Period; the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above to the extent applicable.

I have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with The BSE Limited and National Stock Exchange of India Limited.

During the Audit Period; the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable to the Company; pending its notification and there was no law that was specifically applicable to the Company.

I further report that:

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the Audit Period, all decisions at Board Meetings and Committee Meetings were carried out unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period the Company has no corporate event / action, which otherwise would have a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Place : Mumbai
Date : May 27, 2015

Tushar Shridharani
Practicing Company Secretary
FCS 2690 / COP 2190

“ANNEXURE – C”

TO THE DIRECTORS' REPORT

Disclosures with respect to Employees Stock Option Schemes of the Company for the year ended March 31, 2015 are as follows:

Particulars	Key ESOP 2006	General ESOP 2007	Key ESOP 2007	General ESOP 2011	Key ESOP 2011
Options Granted	116,000	Nil	300,000	Nil	Nil
Pricing Formula	Exercise price of the options is ₹ 5/ per share	Exercise price of the options shall be the price at discount of 20% of Market price, which shall be the latest available closing price	Exercise price of the options is ₹ 5/ per share	Exercise price of the options shall be the price at discount of 20% of Market price which shall be the latest available closing price	Exercise price of the options is ₹ 5/ per share
Options Vested	6,440	-	20,960	-	-
Options exercised	6,440	-	20,960	-	-
Total number of share arising as a result of exercise of options	6,440	-	20,960	-	-
Options lapsed	70,000	-	68,000	-	-
Variations of terms of options	<p>The vesting schedule was modified as following:</p> <p>1st vesting date- on completion of 12 months – 20% of total options granted.</p> <p>2nd vesting date- on completion of 24 months – 30% of the total options granted.</p> <p>3rd vesting date- on completion of 36 months – 50% of the total options granted.</p>	<p>The vesting schedule was modified as following:</p> <p>1st vesting date- on completion of 12 months – 20% of total options granted.</p> <p>2nd vesting date- on completion of 24 months – 30% of the total options granted.</p> <p>3rd vesting date- on completion of 36 months – 50% of the total options granted.</p>	<p>The vesting schedule was modified as following:</p> <p>1st vesting date- on completion of 12 months – 20% of total options granted.</p> <p>2nd vesting date- on completion of 24 months – 30% of the total options granted.</p> <p>3rd vesting date- on completion of 36 months – 50% of the total options granted.</p>	-	-
Money realized by exercise of options	32,200	-	104,800	-	-
Total number of options in force	39,560	Nil	211,040	Nil	Nil

Employee-wise details of options granted to senior managerial personnel: -

- Key Employee Stock Option Plan 2006**

Following options were granted under the Key Employee Stock Option Plan 2006 in the meeting of the Nomination and Remuneration Committee held on August 14, 2011.

Sr. No.	Name of Employees	No. of options granted*
1	Ulhas N Kulkarni	18,000
2	Rajesh Kumar Agarwal	16,000
3	Sandeep Arora	12,000
	TOTAL	46,000

(*) The above list does not contain the name of the ex-employees whose options have been exercised or lapsed on resignation.

- Key Employee Stock Option Plan 2007**

Following options were granted under the Key Employee Stock Option Plan 2007 in the meeting of the Nomination and Remuneration Committee held on August 14, 2011.

Sr. No.	Name of Employees	No. of options granted**
1	Michael Thuleweit	45,000
2	Krishna Tewari	29,000
3	Sunil Dixit	29,000
4	Nakul Passi	21,000
5	Srinivasan Krishnamoorthy	16,000
6	Sandeep Arora	15,000
	TOTAL	155,000

(**) The above list does not contain the name of the ex-employees whose options have been exercised or lapsed on resignation.

- Any other employee who received a grant in any one year of option amounting to 5% or more options granted during the year – NIL.
- Identified employees who were granted option, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant – NIL.

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
(DIN: 00008050)

Place : Mumbai
Date : May 27, 2015

“ANNEXURE – D”

TO THE DIRECTORS' REPORT

CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs undertaken and a reference to the web-link to the CSR policy:**

“Corporate Social Responsibility (“CSR”) = Making a Difference”

Much before CSR became a buzzword among companies, Datamatics was already practicing it to make a difference and create a positive impact on the communities, cultures, societies, environments in which it operates.

CSR is a part of corporate strategy at Datamatics to meet the Company's goals. It is endorsed by the leadership, linked to specific objectives and aligned with core competencies. The CSR@datamatics is a carefully outlined plan made in consultation with stakeholders of the Company. The Company drives its CSR initiatives through a corporate body named 'ASHA'. Led by Senior Management, this initiative is promoted throughout the Company. Acting responsibly towards the society is a part of the Datamatics DNA. Datamatics has always been a strong proponent of being a socially responsible Company. The CSR policy aims at bringing about a transformation in the quality of life of people through social upliftment programs. The CSR vision of the Company is “Employability & Environment”. Towards its commitment to bring about a change in the critical areas, the Company has identified key focus areas, viz. Employability & Environment.

In accordance with the provisions of Section 135 of the Companies Act, 2013, your Board of Directors of the Company have constituted a CSR Committee. The Composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report. The Corporate Social Responsibility Policy of the Company, as approved by the Board of the Directors, is available on the Company's website at <http://www.datamatics.com/company/corporate-social-responsibility>.

A brief overview of the projects undertaken by the Company

PROMOTING EDUCATION

Employability Program: As per the CSR initiatives, Learning & Development department has initiated couple of programs exclusively for the Students keeping their employability & professional growth in mind. Your Company

has trained thousands of youngsters for the employability program inclusive of Touch Typing Skill set. Such model was developed to groom fresher and develop them for the future employability and growth.

ENVIRONMENT

GrowTrees.com: GrowTrees.com is an official campaign partner of the United Nations Environment Programmes-Billion Tree Campaign and is also the official partner of WWF Cities for forest Campaign. The website offers individuals and companies worldwide the facility of growing a tree or trees to honour or remember someone, or offset carbon emission, for which an electronic certificate is issued by the Company. In order to support this noble cause, Datamatics plants trees on employees' birthdays through Growtrees.com in Kumbhalgarh Sanctuary, Udaipur. An E-certificate is given to employees on their birthday.

Till date, we have planted 5,863 trees.

- 5,568 planted for employees and
- 152 planted for clients.

Swachh Bharat Abhiyan at Datamatics: Our Honorable Prime Minister Shri Narendra Modi has initiated a national campaign namely, “Swachh Bharat Abhiyan” which intends to achieve clean, green and healthy India by cleaning the streets, roads and infrastructure of the country. To support the above objective our Asha – CSR have taken the initiative to clean our SEEPZ SDF VI unit ground floor on Saturday, November 29, 2014 at 8:00 a.m. and it has been a grand success.

2. **The Composition of the CSR Committee:**

The composition of the CSR Committee as on March 31, 2015 is as follows:

Name of the Member	Nature of Directorship
Mr. Rahul L. Kanodia, Chairman	Vice Chairman & CEO
Mr. R. K. Saraswat	Non-Executive Independent Director
Mr. Vidur V. Bhogilal	Executive Director & CFO
Mr. Sameer L. Kanodia	Executive Director

3. **Average net profit of the Company for last three financial years: ₹ 334,140,710/-**

4. Prescribed CSR Expenditure (2% of this amount as mentioned in Sr. No. 3 above): ₹ 6,682,814/-.

5. Details of CSR spent during the financial year:

- (a) Total amount spent for the financial year: ₹ 1,786,050/-
 (b) Amount unspent: ₹ 4,896,764/-
 (c) Manner in which the amount spent during the financial year is detailed below:

(Amt in ₹)

Sr. No	CSR project or activity identified	Sector in which The Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
					Direct expenditure	Overheads		
1.	Training to student	Promoting education	Maharashtra	1,482,258/-	1,482,258/-	-	1,482,258/-	Direct
2.	Tree plantation	Ensuring environmental sustainability	Maharashtra	280,500/-	280,500/-	-	280,500/-	Implementing agency
3.	Swachh Bharat Abhiyan	As recommended under Schedule VII	Maharashtra	23,292/-	15,000/-	8,292/-	23,292	Direct
	TOTAL				1,777,758	8,292/-	1,786,050	

*Details of implementing agency: Growtrees.com

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

The global economic competition has induced the need for corporates to become cost conscious. The net profit of the Company dropped by 39% in the current year. During the financial year, the margins of the Company have reduced on account of increase in various costs such as employee cost, sales and marketing cost, financing cost of External Commercial Borrowings and also change in depreciation rates under the Companies Act, 2013.

Further, the Company operates in IT & ITeS Sector, which is very sensitive to technological changes which keep occurring at a very rapid pace vis-à-vis other business sectors. Therefore, in order to continue having foothold in the competitive market, the Company is required to conserve its resources to the best possible extent.

Also, the Board of Directors of the Company have thought it prudent to conserve the resources of the Company so that they can be deployed for various future growth initiatives and expansion plans by targeting new customer segments and markets across different regions. Considering the above business exigencies, the Board decided to spend ₹ 1,786,050/- on CSR activities in the financial year 2014-15.

7. CSR Committee Responsibility Statement:

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

For and on behalf of the Board

Rahul L. Kanodia
 Chairman of CSR Committee
 (DIN: 00075801)

R. K. Saraswat
 Director
 (DIN: 00015095)

Place : Mumbai
 Date : May 27, 2015

“ANNEXURE – E”

TO THE DIRECTORS' REPORT

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1	CIN	L72200MH1987PLC045205
2	Registration Date	November 3, 1987
3	Name of the Company	Datamatics Global Services Limited
4	Category/Sub-Category of the Company	Company having Share Capital /Indian Non-Government Company
5	Address of the Registered office and contact details	Knowledge Centre, Plot No.58, Street No.17, MIDC, Andheri (E), Mumbai 400093. Tel. No.: +91 (22) 6102 0000/1/2
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent.	Datamatics Financial Services Limited Plot No. B-5, MIDC, Part B, Cross lane, Andheri (East), Mumbai-400 093. Tel: 91-22-6671 2151 Fax: 91-22-6671 2250 Email: depository@dfssl.com website: www.datamaticsbpo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ Service*	% to total turnover of the Company
1	IT & ITeS	6209	60%
2	BPO/Computer related services	620	40%

* As per National Industrial Classification - Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held as on March 31, 2015	Applicable Section
1	Delta Infosolutions Private Limited Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East) Mumbai - 400 093.	U72300MH1992PTC064911	Holding	53.97	2(46)
2	Datamatics Software Services Ltd. Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East) Mumbai - 400 093.	U99999MH1981PLC125014	Subsidiary	100	2(87)
3	Lumina Datamatics Limited 12 th & 13 th Floor, Phase ii, Ascendas international Tech Park, Taramni Road, Chennai - 600 113.	U22220TN2007PLC065507	Subsidiary	73.12	2(87)
4	Cybercom Datamatics Information Solutions Limited Unit no 105, First Floor, Multistoried Building, Seepz - Sez Andheri (E), Mumbai - 400 096.	U72900MH2000PLC123469	Subsidiary	50.50	2(87)
5	Datamatics Global Services, Inc. Suite 100 & 400, 31572 Industrial Road, Livonia, MI-48150.	Not Applicable	Subsidiary	100	2(87)
6	Datamatics Global Services GmbH Im Leuschnerpark 3, 64347, Griesheim.	Not Applicable	Subsidiary	100	2(87)
7	Datamatics Technologies UK Limited 1, Doughty Street, London, WC1N2PH.	Not Applicable	Subsidiary	100	2(87)
8	Datamatics Infotech Limited 8 The Square, Stockely Park, Uxbridge, Middlesex, UB11 1FW, 1	Not Applicable	Subsidiary	100	2(87)
9	Datamatics Global Services Pty Limited Monash Building Centre Pty Ltd, 468 Blackburn Road, Glen Waverly, Victoria 3150, Australia	Not Applicable	Subsidiary	100	2(87)
10	Datamatics Global Technologies Ltd. 3 rd Floor, Harbour Front Building, President John Kennedy Street, Port Louis, Republic of Mauritius.	Not Applicable	Subsidiary	100	2(87)
11	Datamatics Global Technologies AG MSG Rechtsanwälte & Notare, Vortstadt 32, 6304, Zug, Switzerland.	Not Applicable	Subsidiary	100	2(87)
12	Datamatics Global Services FZ-LLC 2917, 29 th Floor, Al Shatha Tower, Dubai, United Arab Emirates.	Not Applicable	Subsidiary	100	2(87)
13	Datamatics Vista Info Systems Limited Ground Floor, Plot No. 57, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093.	U72200KA2008PLC046430	Subsidiary	-	2(87)
14	CIGNEX Datamatics Technologies Limited Ground Floor, President Plaza Cross Roads, S.G. Highway, Ahmedabad - 380054.	U72200GJ2006PLC048349	Subsidiary	-	2(87)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held as on March 31, 2015	Applicable Section
15	Datamatics Global Technologies GmbH Gerhart-Hauptmann-Strasse 20, 64347 Griesheim.	Not Applicable	Subsidiary	-	2(87)
16	Datamatics Global Solutions GmbH Im Leuschnerpark 3, 64347 Griesheim.	Not Applicable	Subsidiary	-	2(87)
17	Datamatics Global Services GmbH d.o.o. in Bosnia Gunduliceva br. 33 Banja Luka, 78 000, Bosnia and Herzegovina.	Not Applicable	Subsidiary	-	2(87)
18	Datamatics Global Holding Corporation Craigmuir Chambers, Road Town, Tortola, British Virgin Islands.	Not Applicable	Subsidiary	-	2(87)
19	Lumina Datamatics Inc. 4 Collins Avenue, Plymouth, MA 02360, USA.	Not Applicable	Subsidiary	-	2(87)
20	Lumina Datamatics GmbH Im Leuschnerpark 3, 64347 Griesheim.	Not Applicable	Subsidiary	-	2(87)
21	CIGNEX Datamatics Corporation Portcullis TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands.	Not Applicable	Subsidiary	-	2(87)
22	CIGNEX Datamatics, Inc. 2350 Mission College Blvd, Suite 475-490, Santa Clara, CA 950 54.	Not Applicable	Subsidiary	-	2(87)
23	CIGNEX Datamatics, Inc. (Michigan) 31572 Industrial RD, STE, 400 Livonia MI 48150.	Not Applicable	Subsidiary	-	2(87)
24	CIGNEX Datamatics GmbH Fuhrmannstrasse 8, 64289 Darmstadt, Germany.	Not Applicable	Subsidiary	-	2(87)
25	CIGNEX Datamatics Pte. Limited 08-03, SGX Centre 2, 4 Shenton Way, Singapore 068807.	Not Applicable	Subsidiary	-	2(87)

Sr. Nos. 13 to 25 are step down subsidiaries of the Company.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2014)				No. of Shares held at the end of the year (As on March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
1) Indian									
a) Individual/HUF	11,070,106	-	11,070,106	18.78	11,070,106	-	11,070,106	18.78	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	31,813,742	-	31,813,742	53.97	31,813,742	-	31,813,742	53.97	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	42,883,848	0	42,883,848	72.75	42,883,848	-	42,883,848	72.75	-
2) Foreign									
a) NRIs- Individual	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	42,883,848	0	42,883,848	72.75	42,883,848	-	42,883,848	72.75	-
B. PUBLIC SHAREHOLDING									
1. Institutions									
(i) Mutual Funds	-	-	-	-	-	-	-	-	-
(ii) Banks / FI	183,390	-	183,390	0.31	17,320	-	17,320	0.03	(0.28)
(iii) Central Govt	-	-	-	-	-	-	-	-	-
(iv) State Govt(s)	-	-	-	-	-	-	-	-	-
(v) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(vi) Insurance Companies	-	-	-	-	-	-	-	-	-
(vii) FIs	-	-	-	-	-	-	-	-	-
(viii) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(ix) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	183,390	-	183,390	0	17,320	-	17,320	0.03	(0.28)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,114,861	500	1,115,361	1.89	1,744,691	500	1,745,191	2.96	1.07
ii) Overseas	-	247,000	247,000	0.42	-	247,000	247,000	0.42	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5,352,042	168,785	5,520,827	9.37	4,922,057	162,472	5,084,529	8.63	(0.74)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,886,344	-	8,886,344	15.07	8,784,657	-	8,784,657	14.90	(0.17)
c) Others, specify									
NRIs (Rep. & Non-Rep.)	112,367	200	112,567	0.19	186,592	200	186,792	0.32	0.13
Sub-total (B)(2)	15,465,614	416,485	15,882,099	27	15,637,997	410,172	16,048,169	27.22	0.28
Total Public Shareholding (B) = (B)(1) + (B)(2)	15,649,004	416,485	16,065,489	27	15,655,317	410,172	16,065,489	27.25	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	58,532,852	416,485	58,949,337	100.00	58,539,165	410,172	58,949,337	100.00	-

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2014)			Shareholding at the end of the year (As on March 31, 2015)			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of shares Pledged/encumbered to total shares	
1	Delta Infosolutions Pvt. Ltd.	31,813,742	53.97	--	31,813,742	53.97	--	-
2	Dr. Lalit S. Kanodia	3,830,995	6.50	--	3,530,995	5.99	--	(0.51)
3	Dr. Lalit S. Kanodia HUF	74,264	0.13	--	74,264	0.13	--	-
4	Mrs. Asha L. Kanodia	3,905,258	6.62	--	3,605,258	6.12	--	(0.51)
5	Mr. Rahul L. Kanodia	209	0.0004	--	209	0.0004	--	-
6	Mr. Sameer L. Kanodia	1,472,858	2.50	--	1,472,858	2.50	--	-
7	Mrs. Aneesha Aditya Dalmia	1,189,143	2.02	--	1,789,143	3.04	--	1.02
8	Mrs. Amrita Vidur Bhogilal	589,143	1.00	--	589,143	1.00	--	-
9	Mr. Yogendra S. Kanodia	6,500	0.01	--	6,500	0.01	--	-
10	Yogendra Kanodia HUF	1,700	0.003	--	1,700	0.003	--	-
11	Smt. Chandravati S. Kanodia	36	0.0001	--	36	0.0001	--	-
	Total	42,883,848	72.75	-	42,883,848	72.75	-	-

iii) Change in Promoters' Shareholding

Sr. No.	Name of Promoters	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Dr. Lalit S. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	3,830,995	6.50	3,830,995	6.50
	Decrease in shareholding: Sale of shares by way of gift on December 17, 2014.	(300,000)	(0.51)		
	At the end of the year i.e. March 31, 2015.			3,530,995	5.99
2	Mrs. Asha L. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	3,905,258	6.62	3,905,258	6.62
	Decrease in shareholding: Sale of shares by way of gift on December 17, 2014.	(300,000)	(0.51)		
	At the end of the year i.e. March 31, 2015.			3,605,258	6.12
3	Mrs. Aneesha Aditya Dalmia				
	At the beginning of the year i.e. April 1, 2014.	1,189,143	2.02	1,189,143	2.02
	Increase in shareholding: Purchase of shares by way of gift on December 17, 2014.	600,000	1.02		
	At the end of the year i.e. March 31, 2015.			1,789,143	3.04
4	Mr. Rahul L. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	209	0.0004	209	0.0004
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			209	0.0004

Sr. No.	Name of Promoters	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	Mr. Sameer L. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	1,472,858	2.50	1,472,858	2.50
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			1,472,858	2.50
6	Mrs. Amrita Vidur Bhogilal				
	At the beginning of the year i.e. April 1, 2014.	589,143	1.00	589,143	1.00
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			589,143	1.00
7	Mr. Yogendra S. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	6,500	0.01	6,500	0.01
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			6,500	0.01
8	Yogendra Kanodia HUF				
	At the beginning of the year i.e. April 1, 2014.	1,700	0.003	1,700	0.003
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			1,700	0.003
9	Smt. Chandravati S. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	36	0.0001	36	0.0001
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			36	0.0001
10	Dr. Lalit S. Kanodia HUF				
	At the beginning of the year i.e. April 1, 2014.	74,264	0.13	74,264	0.13
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			74,264	0.13
11	Delta Infosolutions Pvt. Ltd.				
	At the beginning of the year i.e. April 1, 2014.	31,813,742	53.97	31,813,742	53.97
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			31,813,742	53.97

iv) Shareholding Pattern of Top 10 Shareholders (Otherthan Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of Shareholder	Date	Shareholding		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
			No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Dr. Chandramauli Kripashankar Dwivedi holding shares on behalf of Datamatics Employees Welfare Trust					
	At the beginning of the year	01.04.2014	1,725,861	2.93	1,725,861	2.93
	ESOP Transfer	24.06.2014	(8,700)	(0.01)	1,717,161	2.91
	ESOP Transfer	24.06.2014	(6,300)	(0.01)	1,710,861	2.90
	ESOP Transfer	24.06.2014	(5,250)	(0.01)	1,705,611	2.89
	ESOP Transfer	24.06.2014	(3,360)	(0.01)	1,702,251	2.89
	ESOP Transfer	24.06.2014	(3,150)	(0.01)	1,699,101	2.88
	ESOP Transfer	24.06.2014	(2,700)	(0.0005)	1,696,401	2.88
	ESOP Transfer	25.06.2014	(4,320)	(0.01)	1,692,081	2.87
	ESOP Transfer	27.06.2014	(2,520)	(0.0004)	1,689,561	2.87
	ESOP Transfer	05.11.2014	(6,300)	(0.01)	1,683,261	2.86
	ESOP Transfer	05.11.2014	(10,500)	(0.02)	1,672,761	2.84
	ESOP Transfer	03.02.2015	(5,600)	(0.01)	1,667,161	2.83
	ESOP Transfer	10.02.2015	(4,200)	(0.01)	1,662,961	2.82
	ESOP Transfer	10.02.2015	(5,250)	(0.01)	1,657,711	2.81
	At the end of the year	31.03.2015			1,657,711	2.81
2	Mrs. Priyadarshini Kanodia					
	At the beginning of the year	01.04.2014	1,473,735	2.50	1,473,735	2.50
	Increase/decrease in Shareholding		No change during the year		No change during the year	
	At the end of the year	31.03.2015			1,473,735	2.50
3	Mr. Shaunak Jagdish Shah					
	At the beginning of the year	01.04.2014	999,149	1.69	999,149	1.69
	Increase/decrease in Shareholding		No change during the year		No change during the year	
	At the end of the year	31.03.2015			999,149	1.69
4	Mr. Jagdish Amritlal Shah					
	At the beginning of the year	01.04.2014	748,395	1.27	748,395	1.27
	Increase/decrease in Shareholding		No change during the year		No change during the year	
	At the end of the year	31.03.2015			748,395	1.27
5	Jamson Securities Pvt Ltd					
	At the beginning of the year	01.04.2014	580,660	0.99	580,660	0.99
	Increase in Shareholding	20.06.2014	500	0.0008	581,160	0.99
	Decrease in Shareholding	30.06.2014	(500)	(0.0008)	580,660	0.99
	At the end of the year	31.03.2015			580,660	0.99
6	Ms. Jagruti Shaunak Shah					
	At the beginning of the year	01.04.2014	487,598	0.83	487,598	0.83
	Increase/decrease in Shareholding		No change during the year		No change during the year	
	At the end of the year	31.03.2015			487,598	0.83

Sr. No.	Name of Shareholder	Date	Shareholding		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
			No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	Mathew Cyriac#					
	At the beginning of the year	01.04.2014	306,074	0.52	306,074	0.52
	Increase in shareholding	04.04.2014	20,549	0.03	326,623	0.55
	Decrease in Shareholding	02.05.2014	(207,000)	(0.35)	119,623	0.20
	Increase in shareholding	20.06.2014	70,926	0.12	190,549	0.32
	Increase in shareholding	30.06.2014	964	0.00	191,513	0.32
	Increase in shareholding	14.08.2014	50,000	0.08	241,513	0.41
	Decrease in Shareholding	30.09.2014	(40,000)	(0.07)		
	At the end of the year	31.03.2015			201,513	0.34
8	Infologix Bvi Limited					
	At the beginning of the year	01.04.2014	247,000	0.42	247,000	0.42
	Increase/decrease in Shareholding		No change during the year		No change during the year	
	At the end of the year	31.03.2015			247,000	0.42
9	Punjab National Bank #					
	At the beginning of the year	01.04.2014	183,390	0.31	183,390	0.31
	Decrease in Shareholding	12.09.2014	(58,901)	0.10	124,489	0.21
	Decrease in Shareholding	31.10.2014	(17,812)	0.03	106,677	0.18
	Decrease in Shareholding	07.11.2014	(2,709)	0.00	103,968	0.18
	Decrease in Shareholding	14.11.2014	(103,968)	0.18	-	-
	At the end of the year	31.03.2015			-	-
10	Mr. Ravikumar Ramkishore Sanwalka					
	At the beginning of the year	01.04.2014	133,000	0.23	133,000	0.23
	Increase/decrease in Shareholding		No change during the year		No change during the year	
	At the end of the year	31.03.2015			133,000	0.23
11	Sharekhan Financial Services Pvt Ltd. \$					
	At the beginning of the year	01.04.2014	120,000	0.20	120,000	0.20
	Decrease in Shareholding	05.09.2014	(72,000)	(0.12)	48,000	0.08
	Increase in Shareholding	20.02.2015	5,600	0.01	53,600	0.09
	Decrease in Shareholding	13.03.2015	(5,600)	(0.01)	48,000	0.08
	Increase in Shareholding	27.03.2015	162,000	0.27	210,000	0.36
	At the end of the year	31.03.2015			210,000	0.36

Ceased to be in the list of Top 10 shareholders as on March 31, 2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on April 01, 2014.

\$ Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.		Shareholding		Cumulative Shareholding during the year (April 01, 2014 to March 31, 2015)	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Dr. Lalit S. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	3,830,995	6.50	3,830,995	6.50
	Decrease in shareholding: Sale of shares by way of gift on December 17, 2014	(300,000)	(0.51)		
	At the end of the year i.e. March 31, 2015.			3,530,995	5.99
2	Mr. Rahul L. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	209	0.0004	209	0.0004
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			209	0.0004
3	Mr. Vidur V. Bhogilal				
	At the beginning of the year i.e. April 1, 2014.	1,769,821	3.00	1,769,821	3.00
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			1,769,821	3.00
4	Mr. Sameer L. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	1,472,858	2.50	1,472,858	2.50
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			1,472,858	2.50
5	Mrs. Asha L. Kanodia				
	At the beginning of the year i.e. April 1, 2014.	3,905,258	6.62	3,905,258	6.62
	Decrease in shareholding: Sale of shares by way of gift on December 17, 2014.	(300,000)	(0.51)		
	At the end of the year i.e. March 31, 2015.			3,605,258	6.12
6	Mr. R. K. Saraswat				
	At the beginning of the year i.e. April 1, 2014.	1,000	0.002	1,000	0.002
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			1,000	0.002
7	Mr. Sudhir Deshpande				
	At the beginning of the year i.e. April 1, 2014.	-	-		
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			-	-
8	Mr. Shahzaad Dalal				
	At the beginning of the year i.e. April 1, 2014.	2,000	0.003	2,000	0.003
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			2,000	0.003
9	Mr. Dilip Dandekar				
	At the beginning of the year i.e. April 1, 2014.	-	-	-	-
	Increase/decrease in Shareholding	No change during the year		No change during the year	
	At the end of the year i.e. March 31, 2015.			-	-
10	Ms. Divya Kumat				
	At the beginning of the year i.e. April 1, 2014.	5,020	0.01	5,020	0.01
	Decrease in shareholding: Sale of shares in Open Market	(4,920)	(0.01)		
	At the end of the year i.e. March 31, 2015.			100.00	0.0001

V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

(₹ In Million)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. As on April 1, 2014				
i) Principal Amount	690.91	-	-	690.91
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.90	-	-	2.90
Total (i+ii+iii)	693.81	-	-	693.81
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction (Repayment)	40.43	-	-	40.43
Net Change	40.43	-	-	40.43
Indebtedness at the end of the financial year i.e. March 31, 2015				
i) Principal Amount	650.05	-	-	650.05
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3.33	-	-	3.33
Total (i+ii+iii)	653.38	-	-	653.38

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and/or Manager:

(Amt. In ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTDs/Manager				Total Amount
		Dr. Lalit S. Kanodia, Chairman & Whole Time Director	Mr. Rahul L. Kanodia, Vice Chairman & CEO	Mr. Vidur V. Bhogilal, Executive Director & CFO	Mr. Sameer L. Kanodia, Executive Director	
1	Gross salary	4,917,371	7,366,843	2,785,920	6,338,180	21,233,314
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,542,149	7,296,399	2,427,848	6,092,796	20,359,192
b)	Value of perquisites under section 17(2) Income-tax Act, 1961	375,222	70,444	358,072	70,384	874,122
c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	30,00,000	30,00,000	-	-	6,000,000
	As % of profit	1%	1%	-	-	-
5	Others, specify					
	Total (A)	7,917,371	10,366,843	2,785,920	6,163,180	27,233,314
	Ceiling as per the Act	₹ 30,148,229/- (10% of Profits calculated under Section 198 of the Companies Act, 2013)				

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Fee for attending Board/Committee meetings	Commission	Others, please specify	Total Amount
1	Independent Directors				
	Mr. R. K. Saraswat	135,000	175,000	-	310,000
	Mr. Sudhir Deshpande	135,000	175,000	-	310,000
	Mr. Shahzaad Dalal	85,000	100,000	-	185,000
	Mr. Dilip Dandekar	95,000	125,000	-	220,000
	Mr. Dileep Choksi	65,000	125,000	-	190,000
	Total (1)	515,000	700,000	-	1,215,000
2	Other Non-Executive Directors				
	Mrs. Asha L. Kanodia	95,000	125,000	-	220,000
	Total (2)	95,000	125,000	-	220,000
	Total (B)=(1+2)	610,000	825,000		1,435,000
	Total Managerial Remuneration				
	Ceiling as per the Act	₹ 3,014,823/- (1% of Profits calculated under Section 198 of the Companies Act, 2013)			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Ms. Divya Kumari, Company Secretary (KMP)	Total
1	Gross salary		
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	5,466,072	5,466,072
b)	Value of perquisites under section 17(2) Income-tax Act, 1961.	272,400	272,400
c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
5	Others - Contribution to Provident Fund	171,840	171,840
	Total	5,910,312	5,910,312

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (Give details)
A. COMPANY					
Penalty	There were no penalties, punishment, compounding of offences during the year ended March 31, 2015.				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	There were no penalties, punishment, compounding of offences during the year ended March 31, 2015.				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	There were no penalties, punishment, compounding of offences during the year ended March 31, 2015.				
Punishment					
Compounding					

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
(DIN: 00008050)

Place : Mumbai
Date : May 27, 2015

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is an integral part of Datamatics' philosophy. It is a reflection of the culture, values and policies of the Company. As part of commitment to the various stakeholders, the Company follows global best practices. To meet its obligations towards its shareholders and other stakeholders, the Company has a corporate culture of conscience, integrity, transparency and accountability for efficient and ethical conduct of business.

Realizing the criticality of sound corporate governance practices to enhance shareholder and stakeholder trust, the Company observes the highest level of ethics in all its dealings. Apart from complying with the statutory requirements, effective systems and practices towards improving transparency; internal controls and promotion of ethics at work place have been institutionalized. The Company firmly believes that corporate governance standards should go beyond law and must satisfy the spirit of law and not just the letter of the law. This is a way of life at Datamatics and is driven relentlessly across the organization.

The names and category of Directors on Board of the Company and other Directors(s)/Committee Membership(s)/Chairmanship(s) held by them is summarized as under:

Name	Category	Directorship(s)/Committee Membership(s)/Chairmanship(s)		
		Directorship(s) ^[1]	Committee Membership(s)	Chairman-ship(s)
EXECUTIVE DIRECTORS				
Dr. Lalit S. Kanodia Chairman & Whole time Director	Promoter Non-Independent	6	-	-
Mr. Rahul L. Kanodia Vice Chairman & CEO	Promoter Non-Independent	4	-	-
Mr. Vidur V. Bhogilal Executive Director & CFO	Non-Independent	4	-	1
Mr. Sameer L. Kanodia Executive Director	Promoter Non-Independent	1	-	-
NON-EXECUTIVE DIRECTORS				
Mrs. Asha L. Kanodia	Promoter Non-Independent	-	-	-
Mr. R. K. Saraswat	Independent	4	-	1
Mr. Shahzaad S. Dalal	Independent	5	2	-
Mr. Sudhir C. Deshpande	Independent	1	-	-
Mr. Dileep C. Choksi (Note 3)	Independent	9	5	5
Mr. Dilip D. Dandekar	Independent	8	1	-

Notes:

- Directorship excludes Private Limited Companies, Foreign Companies, Alternate directorship, Companies under Section 8 of the Companies Act, 2013 and Datamatics Global Services Limited.
- This includes the Chairmanships/Memberships only in the Audit Committee and Stakeholders Relationship Committee of all listed and unlisted companies.
- Mr. Dileep C. Choksi, Non-Executive Independent Director resigned w.e.f. April 02, 2015.

None of the Directors on the Board are members of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees as specified in Clause 49 across all the Companies in which they are Directors.

BOARD MEETINGS

The Board meets atleast once in a quarter to review financial results and operations of the Company. In case of special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by the Companies Act, 2013, and are placed and confirmed before the Board at the next Board Meeting. The meetings of the Board of Directors are prescheduled and intimated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Notice of Board Meeting is given well in advance to all the Directors. Usually, meetings of the Board are held at the Registered Office of the Company.

The Companies Act, 2013 read with the relevant rules issued thereunder, now facilitate conducting meetings of Board and its Committees through permitted audio-visual means or videoconferencing.

Accordingly, during the year, the Board members were, in accordance with the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, provided with an option to participate at Board Meetings through video conferencing mode except in respect of those meetings wherein transactions are not permitted to be carried out by way of video-conferencing. Other executives and divisional heads are generally invited at the meetings on an as needed basis. The Board agenda along with comprehensive notes and detailed background information and explanatory notes are prepared and circulated well in advance to all the Board Members. The Agenda for the Board/Committee meetings are prepared by the Company Secretary in consultation with the Chairman, CEO and CFO of the Company. Every Director is free to recommend inclusion of items on the agenda. All statutory and other matters of significant importance including information as mentioned in Annexure X to Clause 49 of the Listing Agreement are tabled before the Board for their discussions and consideration. The compliance reports of applicable laws, rules and regulations and the minutes of the meetings of the Audit Committee, Stakeholders Relationship Committee and other board committees are placed before the Board.

The Minutes of the proceedings of the Meetings of the Board of Directors are noted and the draft Minutes are circulated amongst the members of the Board for their perusal. Comments, if any, received from the Directors are also incorporated in the Minutes, in consultation with the Chairman. The Minutes are approved by the members of the Board at the next Meeting.

During the financial year 2014-2015, 5 (Five) Board Meetings were held viz. on May 28, 2014; August 12, 2014; September 23, 2014; November 12, 2014 and February 12, 2015. With reference to Clause 49(l)(c) of the Listing Agreement, the gap between the two Board Meetings has not exceeded 120 days.

The attendance of each Director at the Board Meetings for the financial year 2014-2015 and last Annual General Meeting are detailed as under:

Name of the Directors	Board Meetings		Attendance at the last Annual General Meeting held on September 23, 2014
	Held	Attended	
Dr. Lalit S. Kanodia	5	5	Yes
Mr. Rahul L. Kanodia	5	4	Yes
Mr. Vidur V. Bhogilal	5	5	Yes
Mr. Sameer L. Kanodia	5	5	Yes
Mr. R. K. Saraswat	5	5	Yes
Mr. Shahzaad S. Dalal	5	3	No
Mr. Sudhir C. Deshpande	5	5	Yes
Mr. Dileep C. Choksi	5	2	No
Mr. Dilip D. Dandekar	5	4	Yes
Mrs. Asha L. Kanodia	5	4	Yes

Brief profiles of the directors seeking appointment/re-appointment:

Mr. Vinay Aggarwal (DIN:00030483)

Mr. Vinay Aggarwal has an MBA in finance from North Eastern University, USA. After a stint with Unisys in Detroit, he became Vice President of Tata Unisys Ltd. (1981- 89). Thereafter, he was appointed as CFO of TCS which position he occupied between 1990 and 2003. Mr. Vinay Aggarwal was the Chief Financial Officer at TCS for more than a decade, and also worked briefly as CFO of Flag Telecom, a subsidiary of Reliance Communications. He is now an independent Consultant.

Mr. Vinay Aggarwal does not hold any equity shares of the Company.

Dr. Lalit S. Kanodia, Chairman & Whole Time Director (DIN:00008050)

Dr. Lalit S. Kanodia, the founder and Chairman of Datamatics Group of Companies is one of the pioneers in the Indian Software and Offshore Services Industry. He founded Datamatics in 1975, prior to which he was the Founder CEO of Tata Consultancy Services.

After obtaining degree in engineering from India's premier technology institute, IIT, Bombay, Dr. Kanodia completed his MBA and Doctorate in Management from Massachusetts Institute of Technology (MIT), USA. He is the 1st recipient of the distinguished alumnus award of IIT Bombay and is also a Ford Foundation Fellow.

Dr. Kanodia was an Executive Member of NASSCOM, the apex body of the IT-BPO industry in India. In the past, he has held several eminent positions with various industry associations, which include President of the Management Consultant's Association of India, Chairman (Western Region) of the Electronics & Computer Software, President of the Indo American Chamber of Commerce and member of the Executive Committee of Indian Merchant Chamber. Dr. Kanodia has also been on the Board of Directors of several companies. He is a member of the Executive Board of MIT (USA). He was Honorary Consul General of Chile in Mumbai between 2002-2014.

As Chairman at Datamatics, Dr. Kanodia drives various strategic initiatives. His leadership has led Datamatics to be conferred with various awards over the years, including the Most Innovative Software Product Award at the hands of the Prime Minister, the Ramkrishna Bajaj National Quality Award for Services, the International Asia Pacific Quality Award and most recent awards viz. Global Achiever's Award, Fastest Growing Indian Company Excellence Awards 2014, Social Responsibilities Award in Bangkok and IMC IT Award 2015 in the category of IT Products—Large and being ranked among the top 50 best managed outsourcing vendors by 'The Black Book of Outsourcing.

Dr. Kanodia holds 3,530,995 equity shares constituting 5.99% of the total paid-up capital of the Company.

Directorship held in other companies:

Anemone Management Consultancy Services Private Limited | Santacruz Electronics Export Manufacturers Association | Delta Infosolutions Private Limited | Datamatics Direct Marketing Private Limited | Datamatics Software Services Limited | Datamatics Staffing Services Limited | RPG Life Sciences Limited | Matix Fertilizers and Chemicals Limited | Datamatics Vista Info Systems Limited | Vikrant Advisory Services Private Limited | Varsha Infrastructures Private Limited | Lumina Datamatics Limited.

Mrs. Asha L. Kanodia, Director (DIN:00008061)

Mrs. Asha L. Kanodia is a Non-Executive Non- Independent Director of the Company. She is an arts graduate in Psychology from University of Mumbai. She studied Social Psychology at Massachusetts Institute of Technology (MIT), Boston, (USA). She has also completed several part time courses while in England at the Stanhope Institute.

Mrs. Asha L. Kanodia is an Interior Designer. She has designed most of our Offices of the company. She has over 40 years of experience in Interior Designs.

Mrs. Kanodia holds 3,605,258 equity shares constituting 6.12% of the total paid-up capital of the Company.

Directorship held in other companies:

Anemone Management Consultancy Services Private Limited | Delta Infosolutions Private Limited | Amdia Impexter Private Limited | Varsha Infrastructures Private Limited.

Mr. Rahul L. Kanodia, Vice Chairman & CEO (DIN:00075801)

Rahul is the Vice Chairman and Chief Executive Officer of Datamatics Global Services. Datamatics is today a pioneer in providing next-generation Global IT & BPO solutions, and has executed projects for clients who form the crème-de-la-crème in their respective industry sectors.

An entrepreneur at heart, he established the offices of Datamatics America in 1992, in New York at the young age of twenty-five. He has also worked as a Consultant at the United Nations in New York. On his return to India, Rahul forged alliances with global leaders in networking, mobile computing and security solution, thereby stimulating growth of the company. He soon donned the role of Managing Director of Datamatics Ltd. contributing greatly to making Datamatics a pioneer in leading edge IT solutions.

Rahul initiated organisational restructuring and financial re-engineering for supporting rapid growth and innovation. Under his dynamic leadership, Datamatics has created a global footprint as a leading provider of IT & BPO services & solutions with successful deployments in over 60 countries. For the last 3 years, Datamatics has been among the fastest growing IT/BPO company amongst all the listed outsourcing companies on BSE Limited and National Stock Exchange of India Limited.

His endeavours have won him and Datamatics several accolades including the Gold medal for Management, Special Executive Magistrates' Society, the prestigious "Best Young Achiever Award" in the entrepreneurship category from Indo-American Society and the Prime Minister's Award for Excellence. Through his initiative and guidance Datamatics has won several awards and industry recognition including the "Most Valuable IT Software Company in India" award and the "Most Respected Software Company in Corporate Governance" award at the 4th and 5th Annual India Leadership Conclave & Indian Affairs Business Leadership Awards respectively, "Best HR Strategy in Line with Business" award at the 8th Employer Branding Award, conducted during the World HRD Congress, "Best Corporate Social Responsibility Practices" award at Global CSR Excellence & Leadership Awards and the prestigious "Quality Award" at the inaugural Indian Merchants' Chamber - IT awards. These are only a few among the several awards and accolades that the company has won under his guidance.

Rahul has an MBA degree from Columbia University (USA), with a major in Business Strategy & Marketing, and a minor in Mergers & Acquisitions and Turnaround Management, and two

Bachelor degrees from Babson College (USA), and H. R. College (India). 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. Rahul also serves on the Advisory Board of Columbia University's India Business Initiative.

Mr. Rahul L Kanodia holds 209 equity shares constituting 0.0004% of the total paid-up capital of the Company.

Directorship held in other companies:

Datamatics Software Services Limited I Delta Infosolutions Private Limited I Cybercom Datamatics Information Solutions Limited I Datamatics Vista Info Systems Limited I Amon Technologies Private Limited I Lumina Datamatics Limited.

COMMITTEES OF THE BOARD

The Board has constituted committees comprising of executive, non-executive and independent directors to focus on critical functions of the Company and also for smooth and efficient business operations. The Committees meet at regular intervals for deciding various matters and providing direction and authorization to the management for its implementation. The Board also takes note of the minutes of the meetings of the committees duly approved by their respective Chairman and the material recommendations/decisions of the Committees are placed before the Board for approval / information. The Company Secretary acts as the Secretary to all these Committee Meetings. During the period, the Board had four committees

viz, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

AUDIT COMMITTEE

The Company has constituted a well qualified and independent audit committee as required under Section 177 of the Companies Act, 2013 as also in fulfillment of the requirements of Clause 49 of the Listing Agreement. The Audit Committee comprises of 3 (Three) Non-executive and independent directors as members. All members are well versed with finance, accounts, corporate laws, and general business practices. Mr. R. K. Saraswat, Chairman of the Committee is an independent director and has related financial and accounting knowledge.

The meetings of Audit Committee are also attended by the Chief Executive Officer, Chief Financial Officer, Partner of Statutory Auditors and representatives of the internal auditors as special invitees. The Company Secretary of the Company acts as the Secretary of the Audit Committee. Minutes of the Committee meetings are circulated to the Members and placed before the Board meetings for noting.

4 (Four) Audit Committee meetings were held on May 28, 2014; August 12, 2014; November 12, 2014 and February 12, 2015 during the financial year. The Chairman of the Audit Committee attended the last 26th AGM held on September 23, 2014.

The Composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of the Members	Category	Designation	No. of Meetings	
			Held	Attended
Mr. R. K. Saraswat	Independent	Chairman	4	4
Mr. Shahzaad S. Dalal	Independent	Member	4	3
Mr. Sudhir C. Deshpande	Independent	Member	4	4

The terms of reference of the Audit Committee are as under:

- i. Review of financial statements before they are submitted to the Board for adoption;
- ii. Recommending the appointment or removal of statutory auditors, fixation of audit fees, terms of auditors, and approval for payment for other services provided by the auditors;
- iii. Review of quarterly, half yearly and yearly financial statements and audit report before they are presented to the Board, focusing inter-alia upon:
 - Accounting Policies and any changes thereto;
 - Ensuring compliance with the Accounting Standards;
 - Compliance with the laws, rules, regulations and notification issued by the Stock Exchanges and other regulatory authorities relating to the preparation and disclosure of financial statements;
 - Significant issues arising out of audit;
 - The going concern assumption;
 - Major accounting entries based upon exercise of judgement by the management;
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large;

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 314 of the Companies Act, 2013;
- iv. Review with the management, auditors on the adequacy of internal control systems;
- v. Discussion with the Statutory Auditors before commencement of the audit, nature and scope of audit, as well as post audit discussion to ascertain any area of concern;
- vi. Review of the Company's financial and risk management policies;
- vii. Examine reasons for default in payment of interest and repayment of principal amounts to depositors and debenture holders, payment of dividend, payments to creditors and payment of all statutory dues in the prescribed time period;
- viii. Investigating the reasons for substantial defaults, if any, in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors;
- ix. Review and monitor auditor's independence and performance and effectiveness of the audit process;
- x. Scrutiny of inter corporate loans and investments;
- xi. Valuation of undertaking and assets;
- xii. Monitoring of end use of funds of the public offers;
- xiii. Audit Committee to call for comments of the auditors about internal control systems, scope of audit including the observations of the auditors and review of the financial statements before submission to the board;
- xiv. Adequate safeguards against victimization of person who use Vigil Mechanism and make provision for direct access to the CEO/Chairman of the Audit Committee in appropriate or exceptional cases;
- xv. Authority to investigate into any matter in relation to the items specified above or referred to it by the board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the Company;
- xvi. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- xvii. Any other terms of references as may be included from time to time in clause 49 of the Listing Agreement.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement as amended from time to time. The Nomination and Remuneration Committee (N&RC) comprises of 3 (Three) Non-Executive Directors and 1 (One) Executive Director, the Chairman being Non-Executive and Independent director. The Company Secretary acts as the Secretary of the Committee.

4 (Four) N&RC meetings were held on May 28, 2014; August 12, 2014; November 12, 2014 and February 12, 2015 during the financial year.

The Composition of the N&RC and the details of meetings attended by its members are given below:

Name of the Members	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Sudhir C. Deshpande	Independent	Chairman	4	4
Dr. Lalit S. Kanodia	Non- Independent	Member	4	4
Mr. Shahzaad S. Dalal	Independent	Member	4	3
Mr. R. K. Saraswat	Independent	Member	4	4

The terms of reference of the N&RC are as under:

- i. Determines, reviews and recommends remuneration payable to executive directors/whole time directors in addition to reviewing overall compensation structure and policies of the Company with a view to attract, retain and motivate employees, consider granting of stock options to employees, reviewing compensation levels of the Company's employees vis-à-vis other companies and industry in general;
- ii. All matters relating to the compensation (including annual increments, incentives and revision in salary) payable by the Company to the senior executives in the Company's grade M12 and above as also the remuneration payable to the Directors;
- iii. Appointment and transfers of employees in the Company's grade M12 and above shall require approval of the Committee;

- iv. Administration of ESOP schemes of Company and issue/transfer of shares under the ESOP schemes;
- v. To lay down criteria such as qualifications, positive attributes and independence for appointment of persons as directors or in the senior management (one level below the Board) ;
- vi. To recommend to the Board such appointment and removal of the Directors including independent directors;
- vii. To carry out evaluation of every directors performance;
- viii. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. While formulating the policy, the Committee shall ensure that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Remuneration Policy

In terms of the Section 178 of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, entered with the Stock Exchanges, the Remuneration Policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company had been formulated by the N&RC of the Company and approved by the Board of Directors. The N&RC has designed the remuneration policy in order to attract, motivate and retain the executive talent needed to achieve superior performance in a competitive market. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis.

The role of the N&RC shall inter-alia, include the following:

- Formulate criteria for determining qualifications, positive attributes and independence of a director;
- Identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Key Managerial Personnel or at Senior Management level and recommend to the Board his / her appointment;
- Recommend to the Board the appointment and removal of Key Managerial Personnel and Senior Management.

- Carry out evaluation of Director's performance at regular interval and recommend to the Board appointment /removal based on his / her performance;
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- To recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and incentive;
- To consider any other matters as may be requested by the Board.

Remuneration to Whole-time Directors, other Executive Directors and Non-Executive Directors

The Whole-time Directors and other Executive Directors are paid remuneration by way of salary, commission, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time. Non-Executive Independent Directors are entitled for sitting fees for attending meetings of the Board of Directors. Non-Executive Directors are also paid remuneration by way of commission upto limit of 0.25% of net profits of the Company, as approved by the Members of the Company.

The details of remuneration paid to the directors during the financial year 2014-15 are given as under:

Name	Salary, Allowances, Perquisites, Incentives/ Commission*	Sitting Fees	Total
Dr. Lalit S. Kanodia	10,821,197	-	10,821,197
Mr. Rahul L. Kanodia	13,452,480	-	13,452,480
Mr. Vidur V. Bhogilal	6,126,662	-	6,126,662
Mr. Sameer L. Kanodia	7,973,732	-	7,973,732
Mr. R. K. Saraswat	175,000	135,000	310,000
Mr. Sudhir Deshpande	175,000	135,000	310,000
Mr. Shahzaad Dalal	100,000	85,000	185,000
Mr. Dilip Dandekar	125,000	95,000	220,000
Mr. Dileep Choksi	50,000	65,000	115,000
Mrs. Asha Kanodia	125,000	95,000	220,000

* Commission related to the financial year ended March 31, 2014, which was paid during the year 2014-15.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board of Directors comprises of 2 (Two) Non-Executive Directors. Mr. R. K. Saraswat, being Non-Executive and an Independent Director is the Chairman of the Committee. The Company Secretary acts as the Secretary of the Committee.

The Composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Name of the Members	Category	Designation	No. of Meetings	
			Held	Attended
Mr. R. K. Saraswat	Independent	Chairman	4	4
Mr. Sudhir C. Deshpande	Independent	Member	4	4

During the year under review, the Committee met on 4 (Four) times on May 23, 2014; September 24, 2014; November 12, 2014 and January 29, 2015.

The terms of reference of the Stakeholders Relationship Committee are as under:

- Meets regularly to consider requests of share transfer/transmission/split/consolidation/duplicate share certificate etc;
- Oversees performance of the Registrars and Transfer Agents of the Company and looks into matters which can facilitate better investor services and relations;
- Consider and resolve the grievances of the security holders including the shareholders, debenture-holders, deposit holders etc. of the Company;
- To monitor redressal of stakeholders complaints/grievances including relating to non-receipt of allotment/refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

Name, Designation and Address of Compliance Officer

Ms. Divya Kumart, Sr. VP. - Legal & Company Secretary
Datamatics Global Services Limited
Knowledge Centre, Plot No. 58, Street No. 17,
MIDC, Andheri (East), Mumbai – 400 093.
Tel: +91-22-6102 0000 | Fax: +91-22-28343669
Email: investors@datamatics.com

The details of shareholder grievances received and resolved during FY2014-15 is given below:

S r. No.	Nature of Complaints	Received	Resolved
1.	Non-receipt of Dividend	39	39
2.	Non-receipt of Annual Reports/Notices	4	4
3.	Non-receipt of Share Certificates	3	3
3.	Complaints from SEBI, Stock Exchanges	2	2
4.	Others	1	1
	Total	49	49

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility [CSR] Committee of directors was constituted on May 28, 2014 in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Rules framed thereunder. The Committee's responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy' and to suggest remedial measures wherever necessary. During the year, 1 (One) CSR Committee meeting was held on May 28, 2014.

The Composition of the CSR Committee and the details of meetings attended by its members are given below:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Rahul L. Kanodia	Non - Independent	Chairman	1	1
Mr. R. K. Saraswat	Independent	Member	1	1
Mr. Vidur V. Bhogilal	Non - Independent	Member	1	1
Mr. Sameer L. Kanodia	Non - Independent	Member	1	1

The terms of reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a CSR Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder;
- Recommend the amount of expenditure to be incurred on the CSR activities;
- Monitor the implementation of the CSR Policy of the Company from time to time;
- Prepare a transparent monitoring mechanism for ensuring implementation of the projects / programmes/activities proposed to be undertaken by the company.

Further, the brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company during the financial year 2014-15 are set out in this Annual Report in the format prescribed in the Companies (Corporate Social Responsibility Policy), Rules, 2014.

GENERAL BODY MEETINGS

A. Details of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

Year	Date of Meeting	Time	Place of Meeting	Details of Special Resolution(s) passed
2011-12	September 26, 2012	11.00 a.m.	Indian Merchants' Chamber Hall, IMC Building, IMC Marg, Churchgate, Mumbai- 400 020.	No special resolution was passed.
2012-13	September 24, 2013	3.30 p.m.		Amendment in the existing ESOP Schemes in accordance with SEBI (ESOS & ESPS) Guidelines and SEBI circulars.
2013-14	September 23, 2014	11.30 a.m.		<ul style="list-style-type: none"> Payment of Commission to Non-Executive Director of the Company. Alteration of Articles of Association of the Company.

B. Extraordinary General Meeting:

No Extraordinary General Meeting of the members was held during the year.

C. Postal Ballot:

- During the year, no special resolution has been passed through the postal ballot.
- There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

DISCLOSURES

A) Materially significant related party transactions:

During the financial year 2014-15, the Company had not entered into any material transactions with any of its related parties that may have potential conflict with the interests of the Company at large. The related party transactions entered into with the related parties as defined under Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and the same have been approved by the Audit Committee. The disclosure of transactions with related parties is disclosed in the Notes to Accounts of the Standalone Financial Statements. The Board of Directors have approved a policy for related party transactions which has been uploaded on the Company's website: <http://www.datamatics.com/investors/corporate-governance>.

Agreement and is also available on the Company's website: <http://www.datamatics.com/investors/corporate-governance>. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company.

B) Details of non-compliance/penalties/strictures imposed on the Company by the Statutory Authorities:

There were no instances of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter relating to the capital market during the last three years.

D) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Agreement:

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. In addition, the Company has also adopted the non-mandatory requirement, of the constitution of the Nomination and Remuneration Committee.

C) Whistleblower/Vigil Mechanism:

The Board of Directors have formulated a Whistleblower Policy/Vigil Mechanism in compliance with the provisions of Section 177(10) of the Act and Clause 49 of the Listing

E) CEO & CFO Certification:

As required under Clause 49 of the Listing Agreement, the CEO and CFO certification on the Financial Statements and other matters have been obtained from Mr. Rahul L. Kanodia, Vice Chairman & CEO and Mr. Vidur V. Bhogilal, Executive Director & CFO.

F) Code of Conduct:

The Company has laid down a code of conduct, namely, "Datamatics - Code of Conduct" to ensure compliance with the standards of business conduct and ethics. It serves as a guideline in critical areas such as conflict of interest,

confidentiality, etc. It applies to all Board Members, senior employees and its subsidiaries worldwide. All Board members and the Senior Management personnel have affirmed compliance with the code for the year 2014-2015. A declaration to this effect signed by the Vice Chairman & Chief Executive Officer is given in this report. The Code has also been posted on the Company's website: www.datamatics.com.

G) Code for Independent Directors:

The Company and Independent Directors shall abide by the Code for Independent Directors ("Code") as outlined in Schedule IV of the Companies Act, 2013. The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors. According to Schedule IV and provisions of the Listing Agreement, the Independent directors of the Company shall hold at least one meeting in year, without the presence of non-independent directors and members of the management. Accordingly, 1 (One) meeting of the independent directors of the Company was held on February 12, 2015.

SUBSIDIARIES

Clause 49 of the Listing Agreement relating to Corporate Governance defines a 'material non-listed Indian Subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year. As good corporate governance, the Company has nominated two of its non-executive independent directors viz. Mr. R. K. Saraswat and Mr. Sudhir C. Deshpande, on the Board of Datamatics Software Services Limited, the wholly-owned subsidiary of the Company. The Audit Committee reviews the Consolidated Financial Statements of the Company. The Board of Directors reviews every quarter the financial statements of the subsidiary companies. The minutes of the Board of Directors of the subsidiary companies are periodically placed before the Board of Directors of the Company, thereby bringing to their attention all significant transactions and arrangements entered into by the subsidiary companies.

MEANS OF COMMUNICATION

Financial Results: The quarterly/half yearly/ annual financial results are published in the English daily 'Financial Express' and

in a vernacular language newspaper 'Mumbai Lakshadweep'. The financial results and the official news releases are also displayed on the Company's website: www.datamatics.com.

Website: The Company's website: www.datamatics.com contains a separate section 'Investor' where shareholders' information is available. The Company's financial results and Annual Reports are also available on the Company's website in the downloadable form.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, press releases and others are also filed electronically on the Listing Centre. The Company is regular in posting its Shareholding Pattern, Corporate Governance Report and Corporate Announcements electronically at <https://listing.bseindia.com>.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report press releases and others are filed electronically on NEAPS. The Company is regular in posting its Shareholding Pattern, Corporate Governance Report and Corporate Announcements electronically at <https://www.connect2nse.com/LISTING>.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Exclusive email-id: The Company has an exclusive email-id – investors@datamatics.com dedicated for prompt redressal of shareholders' queries, grievances etc.

Voluntary e-mail: The Company voluntarily sends corporate announcements, official news releases and other communications to those shareholders whose email-id has been registered with the Company and depositories.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the financial year 2014-15, as per the requirements of the Listing Agreement, is given in a separate section forming part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

a) 27th Annual General Meeting:

Day : Friday
 Date : August 28, 2015
 Time : 11.00 A.M.
 Venue : Indian Merchants' Chamber Hall, IMC Building, IMC Marg, Churchgate, Mumbai- 400 020.

b) Financial Year:

The financial year of the Company starts from April 1 of every year to March 31 of the next year.

c) Date of Book Closure

The books will remain closed from Monday, August 24, 2015 to Friday, August 28, 2015 for dividend purposes.

d) Dividend Payment Date:

The Board of Directors of your Company have recommended a final dividend of ₹ 0.65/- per equity share i.e. @ 13% for the financial year 2014-15. Date of payment of the dividend would be within 30 days from the date of AGM i.e. September 27, 2015.

e) Listing on Stock Exchange:

The equity shares of the Company are listed at BSE Limited [BSE] and National Stock Exchange of India Limited [NSE].

f) Stock Code and Other related Information:

BSE LIMITED	The National Stock Exchange of India Limited	ISIN	CIN
532528; DATAMGLOB	DATAMATICS	INE365B01017	L72200MH1987PLC045205

g) Annual Listing Fees and Custodial Fees:

The listing fees and custodial fees for the financial year 2015-16 have been paid by your Company within the stipulated time.

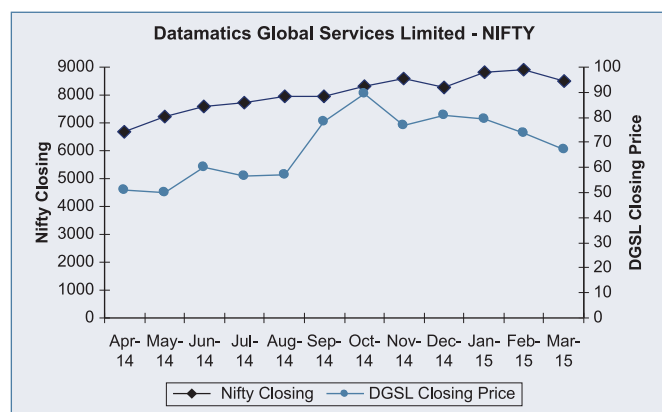
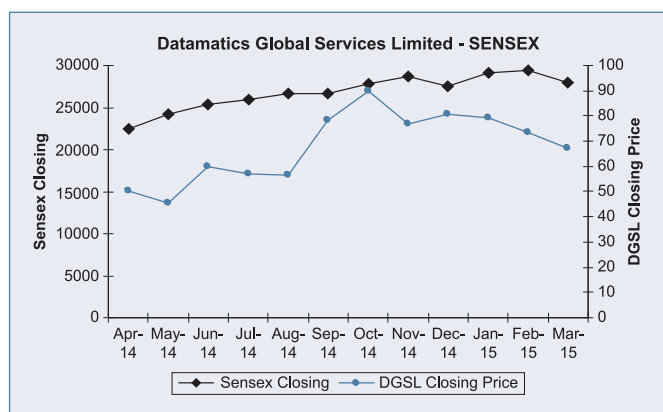
h) Market Price Data:

Details of high and low price and the number of shares traded during each month in the last financial year on BSE Limited and National Stock Exchange of India Limited are as under:

(₹ per share)

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April – 2014	57.40	47.50	57.15	48.05
May – 2014	58.25	45.50	58.40	45.85
June – 2014	63.85	48.10	63.90	48.10
July – 2014	62.65	51.25	62.45	51.20
August – 2014	61.70	52.25	61.85	52.60
September – 2014	96.00	54.10	96.00	54.15
October – 2014	95.00	69.00	95.00	68.85
November – 2014	94.95	74.00	94.50	73.85
December – 2014	87.50	70.00	87.50	69.90
January – 2015	88.50	75.30	89.00	76.10
February – 2015	98.80	72.00	99.00	72.00
March – 2015	80.55	59.90	80.30	59.00

Source: www.bseindia.com and www.nseindia.com



i) Unpaid/Unclaimed Dividend:

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

Shareholders of the Company who have not received or encashed their dividend warrants for the financial years, as mentioned below, are requested to claim the unpaid/unclaimed dividend from the Company before its transfer to the above mentioned Fund:

Year of Declaration	Date of Declaration	Interim/Final	Percentage of Dividend	Date of Transfer to IEPF
2007-2008	September 30, 2008	Final	15%	October 28, 2015
2008-2009	September 15, 2009	Final	₹1.25 per share	October 14, 2016
2009-2010	August 12, 2010	Final	₹1.25 per share	September 11, 2017
2010-2011	September 15, 2011	Final	₹0.75 per share	October 14, 2018
2011-2012	September 26, 2012	Final	₹0.75 per share	October 25, 2019
2012-2013	September 24, 2013	Final	₹1 per share	October 23, 2020
2013-2014	September 23, 2014	Final	₹1.25 per share	October 22, 2021
2014-2015	September 23, 2014	Interim	₹0.35 per share	October 22, 2021

j) Registrar and Transfer Agent:

Datamatics Financial Services Limited
 Plot No. B-5, MIDC, Part B, Cross lane, Andheri (East), Mumbai 400 093.
 Tel: 91-22-6671 2151; Fax: 91-22-6671 2250
 E-mail: depository@dfssl.com

k) Share Transfer System:

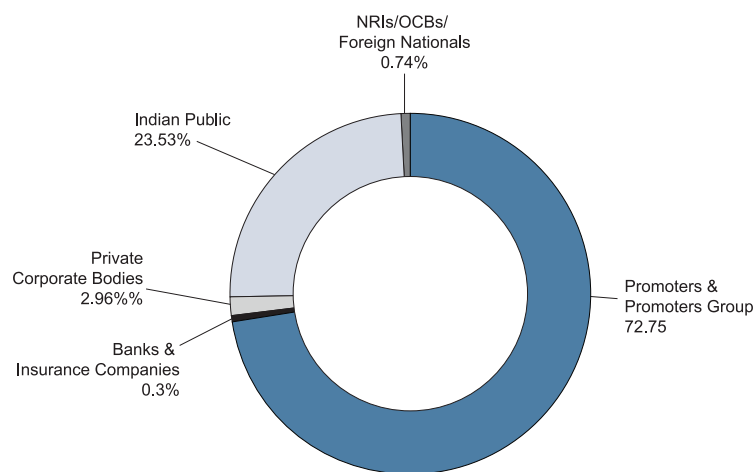
The Company's equity shares which are in compulsory dematerialized (demat) form are transferable through the depository system. Equity Shares in physical form are processed by the Registrar and Share Transfer Agents, Datamatics Financial Services Limited and approved by the Stakeholders Relationship Committee of the Board of the Company. The share transfers are normally processed within 15 days from the date of receipt of the documents, if they are complete in all respects.

l) Distribution of Shareholding as on March 31, 2015:

Sr. No.	Shareholding No. of Shares		Shares	% To Capital	No. of Holders	% to No. of Holders
	From	To				
1	1	1000	2,560,691	4.34	14,313	93.46
2	1001	2000	735,010	1.25	475	3.10
3	2001	4000	725,077	1.23	250	1.63
4	4001	6000	562,964	0.96	112	0.73
5	6001	8000	209,297	0.36	30	0.20
6	8001	10000	319,464	0.54	34	0.22
7	10001	20000	672,097	1.14	49	0.32
8	20001	999999999	53,164,737	90.19	51	0.33
TOTAL			58,949,337	100.00	15,314	100.00

Ownership Pattern as on March 31, 2015

Category	No. of Shareholders	No. of shares	% of Shareholding
Promoters & Promoters Group	11	42,883,848	72.75
Banks & Insurance Companies	3	173,20	0.03
Private Corporate Bodies	291	1,745,191	2.96
Indian Public	14,638	13,869,186	23.53
NRIs/OCBs/ Foreign Nationals	146	433,792	0.74
Total	15,089	58,949,337	100.00


m) Dematerialization of shares and liquidity:

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of both the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The International Security Identification Number (ISIN) is an identification number of traded shares. This number is to be quoted in each transaction relating to the dematerialized shares of the Company. The ISIN of the Company is mentioned above. As at March 31, 2015, 58,949,337 Equity Shares out of 58,539,165 Equity Shares of the Company, constituting 99.30% of the Company's paid-up capital is held in the dematerialized form. Share dematerialized upto March 31, 2015 are as under.

Particulars	As on March 31, 2015	
	No. of Shares	%
Shares in Demat form	58,539,165	99.30
- NSDL	19,897,063	33.75
- CDSL	38,642,102	65.55
Shares in Physical Form	4,10,172	0.70
Total	58,949,337	100

n) ADRs/GDRs/Warrants:

The Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments.

o) Plant Locations:

INDIA OFFICES	
Regd. Office: Knowledge Centre, Plot 58, Street No.17, MIDC, Andheri (E), Mumbai-400 093, Maharashtra, INDIA. Tel: + 91 (22) 6102 0000/05 Fax:- +228343669	Unit No. 189-190-, SDF VI, SEEPZ-SEZ, Andheri (E), Mumbai-400 096, Maharashtra, INDIA. Tel: +91 (22) 61021172/1361/1362 Fax:- +228291368
Unit No. 110, SDF IV, SEEPZ-SEZ, Andheri (E), Mumbai-400 096 Maharashtra, INDIA. Tel: + 91 (22) 6102 0801/02 Fax:- +228292330	701 & 702, Tower II, SEEPZ ++, SEEPZ-SEZ, Andheri (East), Mumbai- 400 096, INDIA Tel: +91(22)61021401-02
Unit No. 155, SDF V, SEEPZ-SEZ, Andheri (E), Mumbai-400 096, INDIA. Tel: + 91 (22) 6102 0920/0933 Fax:- +228290755	The Great Oasis, 5 th Floor, Plot No,D-13, Road No, 21 MIDC, Andheri (E), Mumbai-400 093. Tel: +22 61098900
Suyojit Datamatics Knowledge Centre, Unit No.S-1 to S-3, Mumbai Naka, Nashik - 422 009, INDIA. Tel: +91-253-6102222	RR Towers III, 3 rd floor, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai - 600 032. INDIA. Tel: +91 44 4229 7100
Cessna Business Park, Embassy Singnet Building, IV Floor, Sy No.13/1, Kadubeesanahalli,Varthur Hobli, Outer Ring Road, Bangalore – 560103, INDIA. Tel: +91 (80) 67018101/04	Unit No. 117-120, SDF IV, SEEPZ-SEZ, Andheri (E), Mumbai 400 096, INDIA. Tel: + 91 (22) 6102 0501/503 Fax:- 2228291673
12 th & 13 th Floor,Phase II, Ascendas Internation Tech Park, Taramani Road,Chennai 600113, INDIA. Tel: +91-44-66046000/1/2	Crompton House # 3,M.G.R.Salai 2 nd & 3 rd Floor, (K.H.Road), Nungambakkam, Chennai 600034, INDIA. Tel: +91-44-66083000
Unit No. 172-, SDF VI, SEEPZ-SEZ, Andheri (E), Mumbai 400 096, INDIA. Tel: +91 (22) 02261021001-1002	Plot No 29-34,East Coast Road, (100 Feet Road), Saram Revenue Village, Oulgaret Municipality, Lawspet Post,Puducherry-605008, INDIA. Tel: 413-6604 500/01
Knowledge Boulevard Complex, 9 th Floor Office # 11, Ground Floor,Tower - 1, Stellar IT Park.C-25, Sector - 62. Noida- 201301, INDIA. Tel: 0120-4940 999	Ground Floor, President Plaza Cross Roads, S.G Highway, Ahmedabad -380 054, Gujarat, INDIA. Tel: +91 79 4020 7999 Fax: + 91 79 4020 7900
Office No 5,Second Floor, Tower-I, C-25,Sterler IT Park,Sector-62 Noida – 201301, INDIA.	Silver Soft Building, Floor No 1, & 2, Plot no 23 - 24 EPIP Phase I, KIADB Whitefield, Bengaluru – 560 066, INDIA. Tel: +91 (80) 67106400
Unit No. 105, Multistoried Bldg, 1 st Flr., Seepz –SEZ, Andheri(E), Mumbai-400 096, INDIA. Tel No +91 (22)61021515/1706 Fax No+91 (22)61021516	

OVERSEAS OFFICES

Suite #100 & 400, 31572 Industrial Road, Livonia, MI – 48150. Tel: +1 (800) 717 9153 Fax: +1 (734) 525 4455	Suite #220 & 240, 56 Middlesex Turnpike Burlington, MA – 01803. Tel: +1 (888) 772 5532 Fax: +1 (781) 425 5242
Suite #100, 510 Thornall Street, Edison, NJ – 08837. Tel: +1 (888) 772 5532 Fax: +1 (732) 635 0600	8 The Square, Stockley Park, Uxbridge, Middlesex, UB11 1FW, 1. Tel: +44 (208) 610 6105 Fax: +44 (208) 610 6870
Im Leuschnerpark 3 64347, Griesheim. Tel: +49 (6155) 79537-0 Fax: +49 (6155) 79537-19	Office 3201, Shatha Tower Dubai Media City, Dubai UAE. PO Box: 5000 69 Tel : +971 4 431 0172
3 rd Floor, Harbour Front Building, President John Kenngdy Street, Port Louis, Republic of Mauritius. Tel: +230 212 5150 Fax: +230 212 7375	4 th Floor, 2350 Mission College Boulevard, Suite 475 - 490, Santa Clara, CA 95054. Work: +1 408 327 9900 Sales: +1 408 656 6493 Fax: +1 408 273 6785
345, 7 th Avenue , 4 th Floor, New York, NY 10001.	33 South Country, Side drive, Ashland Ohio 44805.
150 West, 30 th Street, 18 th Floor, New York, NY 10001.	4 Collins Avenue, Plymouth MA 02360.
33 Wood Avenue South, Suite 400 Iselin, NJ 08830. Work: +1 732 603 3852 Sales: +1 408 656 6493 Fax: +1 408 273 6785	Portcullis TrustNet (BVI) Limited, Portcullis TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands.
4 Shenton Way, #08-03 SGX CENTRE II, Singapore 068807.	

p) Address for Correspondence

Investors Correspondence/Compliance Officer

Ms. Divya Kumat
Sr. VP. - Legal & Company Secretary
Datamatics Global Services Limited
Knowledge Centre, Plot No. 58,
Street No. 17, MIDC, Andheri (East),
Mumbai – 400 093.
Tel: 91-22-6102 0000/1/2 | Fax: 91-22-2834 3669
E-mail: investors@datamatics.com

Registrar and Transfer Agent

Datamatics Financial Services Limited
Plot No. B-5, MIDC, Part B,
Cross lane, Andheri (East),
Mumbai 400 093.
Tel: 91-22-6671 2151
Fax: 91-22-6671 2250
E-mail: depository@dfssl.com

Declaration by the CEO as required under Clause 49 of the Listing Agreement

I hereby declare that all Directors and Senior Management personnel of the Company have affirmed compliance with the Datamatics – Code of Conduct for the financial year ended March 31, 2015.

Mumbai, May 27, 2015

Rahul L. Kanodia
Vice Chairman & CEO

AUDITORS' CERTIFICATE

To,
The Members of
Datamatics Global Services Limited

We have examined the compliance of conditions of Corporate Governance by Datamatics Global Services Limited (the Company) for the year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreement entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kanu Doshi Associates
Chartered Accountants
Firm Regn No.: 104746W

Jyoti Kawa
Partner
Membership No.: 105654

Place : Mumbai
Date : May 27, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF THE INDUSTRY

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 52% of the cross border software services. The industry employs over 3 million Indians and continues to contribute significantly to the social and economic transformation of the country.

The Indian Information Technology (IT) & IT-enabled Services (ITeS) industry is divided into three segments, IT services, Business Process Management, (BPM) and Software Products and Engineering Services. I. T. and ITeS are the single largest contributor to India's Services exports. India continues to consolidate its position as the global hub for the IT & ITeS industry, by developing capabilities around traditional and emerging markets, expanding delivery capabilities and increasing focus on high value services for product development and technology incubation. The new government's focus on technology-enabled growth through the 'Digital India' and 'Make in India' campaigns has significantly boosted overall market prospects and investor sentiment. Recognizing the need for greater penetration of IT Services domestically, the Survey notes that the Government's "Make in India" mission include IT and BPM among the 25 focus sectors.

The Economic Survey 2014-15 says the IT and ITeS sector continues to be one of the largest employers in the country, directly employing nearly 35 lakh people. IT-ITeS sector has generated revenues of US dollar 130 billion in 2014-15. This sector now contributes about 6.5% of India's GDP.

OVERVIEW OF THE BUSINESS

Datamatics' next-generation solutions and the services span across a section of industries including Banking & Finance, Healthcare, Insurance, Manufacturing, Market Research, Publishing, Retail and International Organizations. The Company is focused on delivering value through integrated solutions for data intensive business processes that help enterprises across the world overcome their business challenges. These solutions leverage innovations in technology, knowledge of business processes, and domain expertise to provide clients a competitive edge. Datamatics provides varied business processes that transcend F&A, Enterprise Document Management, Enterprise Content Management, Collaboration and Portals, BIDW & Analytics, Big Data, Application Development, Support & Testing, Engineering & Embedded solutions and Mobility. As a strategic partner, Datamatics helps its clients transform into a truly digital, data-driven enterprise and empowers them to take advantage of the digital revolution to innovate, differentiate and grow. Leveraging cutting-edge technology, Datamatics' solutions radically improve performance and reach of client enterprises; delivering accelerated time-to-market for new products and services, enhanced customer responsiveness, maximized productivity and efficiency in business processes, and lower total cost of ownership.

Datamatics is a trusted partner to several Fortune 500 Companies globally for managing their end-to-end Application Life Cycle and Business Critical Processes.

In FY 2014-15, the Company operating in the BPO and Software lines of businesses, generated revenues of ₹ 8,280 million.

OUTLOOK

The Indian IT & ITeS industry is expected to maintain a growth of 13-15% in FY2015-16 and to achieve revenue target of USD 225 billion by 2020 for which the industry needs to grow by about 13% on a Y-o-Y basis upto 2020. The 2020 vision of USD 225 billion will be driven by new business models, service lines and talent structures. Business models have been shifting from traditional labour-based onsite-offshore model to cloud-based and off-premise solutions. These changing models will bring compelling business innovations with greater breadth and specialization across key verticals - BFSI, telecom, healthcare, social entrepreneurship etc. To sustain growth in the coming years, there will be greater focus on verticalization, operational excellence and expanding global delivery model.

Export revenues for FY2016 are expected to grow at 12 to 14 percent to \$110-112 bn vs. about 10% last year. Domestic revenues are expected to grow at 15-17 percent to \$45-50 billion during the year.

In the coming years, emerging technologies including SMAC and digitization will continue to fuel growth in the IT sector. The need to collaborate and connect will create further business opportunities for the IT industry. To achieve higher growth, the IT industry leaders will need to focus on innovation, developing industry specific solutions, flexible global delivery models and a focus on increased operational excellence. Inorganic growth is one component in our strategy. We shall continue to build partnerships with companies that can complement Datamatics' core offerings to offer better value to the customers. Mobility, Analytics and BPM are a few of the areas under consideration.

RISKS AND CONCERNS

Your Company recognizes that risk is an integral part of business and is committed to managing business risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans. Datamatics has a 'Risk Management Policy', to identify, evaluate, categorize and prioritize the risks, from its early stage and across the life cycle, develop and implement a risk mitigation plan to proactively reduce the potential impact of risk occurrence by providing adequate resources and monitoring continuously. Datamatics has always focused on risk mitigation, thereby strengthening its sustainability. Some of the key risks and risk mitigation strategies have been highlighted below:

Global Economic Risk

Datamatics' derived 89% of its revenues during FY2014-15 from the US, Europe and other countries. The changing economic conditions in these markets could enhance cost pressure on clients and thus may affect the Company adversely in a number

of ways. The Company may witness a reduction in prices, or the loss of key projects and customers, in turn affecting the financial performance. Datamatics mitigate global economic risk by focusing on new market segments, faster growth in geographies other than the US and Europe.

Employee Related Risks

Datamatics' business is dependent on the quality of the workforce. Failure to attract, retain and motivate key employees would impair the Company's ability to offer the right quality of service to the clients.

Datamatics manages employee related and attrition risks by following ways:

- Practices world class HR policies.
- Engaging skilled professionals at the right time across locations.
- Datamatics has strong in-house and external Training programs, providing the latest technology and soft skills interventions.
- Datamatics has a competitive remuneration structure and various employee friendly initiatives.
- The performance of employees is linked directly to quality of work delivered, customer satisfaction, increasing sales of the Company.
- Datamatics provides an opportunity to connect all of its employees through the Employee Connect initiative and surveys.

Business Continuity & Information Security

Datamatics maintains, develops and operates information for various customers. Any natural or man-made catastrophe may halt business activities and cause irreparable damage to the brand reputation of the Company. Similarly, the vital need for confidentiality and security of confidential data both belonging to clients as well as the Company itself also pose risks of leaks, loss or compromise of information.

Datamatics is ISO 27001 certified and complies with the Information Security related standards. Datamatics is committed to maintain an effective information security management system. This enables dissemination of information throughout the organization; sharing with its associates and its customers, as required for the business, while ensuring, its confidentiality, integrity and availability. Datamatics Information Security Policy and control mechanisms ensure that these risks are kept in control. The Information Security team assess and manage information security and data privacy and related risks by leveraging on People, Processes & Technology.

Additionally, our employees in Mumbai, Nashik, Bengaluru, Chennai and Puducherry have received cross functional training and serve as backup.

Competition risk

New competitors may enter the markets the Company operates in, or current competitors could decide to focus more on these

markets, and thereby intensify the competition. They could also offer new technologies or offer a different service models or offer similar services at reduced prices. Such developments could harm the Company's business and results of operations.

Datamatics manages to mitigate the competition risk by way of adopting following ways:

- Datamatics has been quick to respond to the changing competitive dynamics.
- Datamatics has deep domain knowledge, skilled professionals, delivery capabilities and are efficient sales force and relationship managers to help retain its competitive positioning amongst peers.

Legal & Regulatory Compliance Risk

Datamatics operates globally, in developed as well as developing countries with complex and varied requirements for legal and regulatory compliance and is continuously adding new geographies. There is thus a risk of non-compliance. Datamatics mitigates the Legal & Regulatory compliance risk by using the services of professional consultants to ensure compliance with domestic and overseas laws and regulations. The Company has established a strong process for legal review of all contracts and documentation.

Currency Risk

We derived 89% of our revenues in US dollars and other currencies. Adverse changes in foreign exchange rates can have a negative impact on the Company's financial performance. Datamatics manages this risk through appropriate hedging policy. The Company continues to constantly review the economic scenario and update strategies accordingly.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Good governance, well defined systems and processes, a vigilant finance function and an independent internal audit function are the foundation of the internal control systems. These systems provide a reasonable assurance with respect to providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Your Company is committed to ensure that its operations are carried out within a well defined internal control framework. Datamatics's internal financial control systems are commensurate with its size and nature of operations of the Company.

The Company has appointed, M/s. BDO India LLP, Chartered Accountants, an internal auditor to carry out the internal audit, which commensurate with the size, nature, and complexity of its operations. During the year, the internal auditor has carried out their audit on the significant areas viz.,

- 1) Expenditures;
- 2) Document Management Solutions;
- 3) Revenue Assurance and Operations;

- 4) HR and Payroll Review;
- 5) Statutory Compliances – Direct Tax and Indirect Tax;
- 6) Compliances related to Foreign Exchange Management Act, 1999 (FEMA) and
- 7) Compliance to Contract Labour (Regulation and Abolition) Act in the Company.

The Audit Committee periodically reviews the performance of the internal audit function. The Company's Audit committee, comprising of three independent directors, reviews adherence to the internal control systems, internal audit reports and legal compliances. The Audit Committee reviews internal audit reports submitted by the internal auditor. Suggestions for improvement are considered. This Committee reviews all quarterly, half yearly and yearly financial results of the Company and recommends them to the Board for approval.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

I. OPERATIONS RESULTS:

The following table provides an overview of the consolidated financial results of the Company.

(₹ in Million)

Particulars	FY2014-2015	FY2013-2014
Income from Operations	8,280	7,338
Other Income	67	73
Total Revenue	8,347	7,411
Operating Expenses	6,663	5,825
EBITDA	918	976
Depreciation and amortization	210	161
Earnings before Exceptional Items, Interest & Tax	708	815
Taxes	155	194
Net Profit after Tax	485	581

a. Income:

Income from Operations

Income from operations increased from ₹ 7,338 million in the previous year to ₹ 8,280 million in the current year, registering a growth of 12.8%, which is in line with the overall IT industry growth forecasts as projected by NASSCOM.

Other Income

Other income comprises of dividend from current and non-current investments, interest from Banks & Others and Profit on sale of current and non-current investments. Other income decreased to ₹ 67 million in the year under review from ₹ 73 million in the previous year, as we invested funds into our business for expansion.

b. Expenditure

Operating expenses comprise of purchase of IT Products and Licenses, employee costs and other expenses. The total operating expenses increased from ₹ 6,435 million in the previous year to ₹ 7,429 million in the current year, registering a growth of 15.43%. Operating expenses as a percentage to revenue has increased from 87.69% of revenue to 89.72% of revenue, a increase of 2% on the revenue.

Employee costs increased to ₹ 4,542 million in the year under review from ₹ 3,635 million in the previous year, primarily due to increase in head count. Other Operating expenses increased to ₹ 2,887 million in the year under review from ₹ 2,800 million. Other Operating expenses have decreased from 38.15% of revenue to 34.86% of revenue, a decrease of 3.29% on revenue.

c. Depreciation

Depreciation charge has increased to ₹ 210 million in the year under review from ₹ 161 million in the previous year. Pursuant to the notification of Schedule II to the Companies Act, 2013, with effect from April 1, 2014, the Company has revised the estimated useful life of relevant assets to align the useful life with those specified in Schedule II. Consequent to the change in the useful life of the assets, the depreciation expense for the year is higher by ₹ 45 million.

d. Income Tax Expenses

The Company's consolidated tax expense (including deferred taxes) decreased to ₹ 155 million in the year under review from ₹ 194 million in the previous year.

e. Net Profit After Tax

Net Profit after Tax decreased to ₹ 485 million in the year under review from ₹ 581 million in the previous year.

II. FINANCIAL CONDITION

The below mentioned financial condition gives an overview of the consolidated financial strength of the Company.

a. Share Capital

The Company has authorized capital (standalone) of ₹ 800 million as on March 31, 2015. The issued, subscribed and paid up capital ₹ 294 million which comprises of 58,949,337 equity share of ₹ 5 each. There is no increase in paid up equity share capital during the year.

b. Reserves & Surplus

The Reserves and Surplus of the Company increased to ₹ 3,521 million in the year under review from ₹ 3,067 million in the previous year.

c. Provisions

Long term provisions increased to ₹ 114 million as on March 31, 2015 from ₹ 101 million as on March 31, 2014, primarily due to increase in employee head count.

Short term provisions decreased to ₹ 80 million in the current year as compared to ₹ 180 million in previous year, primarily due to interim dividend pay out made during the year.

d. Other Current Liabilities

Other current liabilities which comprise of unclaimed dividend, advance from customers, interest accrued but not due, statutory dues and other payables, increased to ₹ 237 million as on March 31, 2015 from ₹ 102 million as on March 31, 2014, primarily due to the current maturity of External Commercial Borrowings of 118 million outstanding as on March 31, 2015.

e. Fixed Assets

The gross block of fixed assets as on March 31, 2015 was ₹ 3,679 million (₹ 3,523 million as on March 31, 2014) and the accumulated depreciation and amortization amounted to ₹ 1,297 million as on March 31, 2015 (₹ 1,056 million as on March 31, 2014). Additions to fixed assets made during the year were ₹ 136 million comprising of buildings, leasehold improvements, computer equipments, furniture & fixtures, vehicles and computer software.

f. Loans and advances

Long term loans and advances increased to ₹ 294 million as on March 31, 2015 from ₹ 174 million as on March 31, 2014, due to security deposits, advance taxes and fair value of outstanding forward contracts.

Short term loans and advances increased to ₹ 294 million as on March 31, 2015 from ₹ 251 million as on March 31, 2014, due to security deposits, MAT credit and service tax receivable balances, and fair value of outstanding forward contracts maturing within one year.

g. Current Investments

Investment represents surplus funds of the Company parked with mutual fund schemes that can be recalled at very short notice. Investment in mutual funds decreased to ₹ 570 million during the year under review from ₹ 614 million in the previous year, due to investment of surplus funds in business during the year.

h. Trade Receivables

Debtors increased to ₹ 1,648 million as on March 31, 2015 from ₹ 1,519 million as on March 31, 2014. The Debtor outstanding days has reduced from 76 days in the previous year to 73 days in the current year.

i. Cash and Bank Balances

The Cash and bank balances increased to ₹ 716 million as on March 31, 2015 from ₹ 473 million as on March 31, 2014.

HUMAN RESOURCES MANAGEMENT

Datamatics as a Company considers human resources as a strong function which supports the delivery and performance with its ability to maintain to a large extent its strength in attracting, developing, motivating and retaining talent. We believe that people are the most valuable asset of the Company as they contribute individually as well as collectively to the achievement of business objectives. Our Company's endeavor is to provide a work environment that encourages a positive attitude and superior performance. The key elements of your Company's human resource management strategy include a comprehensive approach to managing people and the workplace culture and environment. Effectively, HR supports employees at every step in their career which enables employees to grow professionally, contribute effectively and productively to the overall company direction and the accomplishment of the organization's goals and objectives.

The total global manpower strength of your Company is approximately 7,945 employees.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation.

Readers are advised to exercise their own judgment in assessing risks associated with the Company, inter-alia, in view of discussion on risk factors herein and disclosures in regulatory filings, as applicable.

Independent Auditors' Report on Consolidated Financial Statements

To the Members of DATAMATICS GLOBAL SERVICES LIMITED (formerly known as DATAMATICS TECHNOLOGIES LIMITED)

We have audited the accompanying consolidated financial statements of Datamatics Global Services Limited (formerly known as Datamatics Technologies Limited) ("the Company"), and its subsidiaries and its joint ventures (collectively referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements to give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated financial statements by the Board of Directors of the Company.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on our audit and on consideration of reports of other auditors on the separate financial statements / consolidated financial statements of the subsidiaries referred to point number 1 below in the Other Matters Paragraph and based on the consideration of unaudited financial statements furnished by the management for subsidiaries as explained in point number 2 below in Other Matters paragraph, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2015;
- in the case of the consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- in the case of consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

1. We did not audit the financial statements / consolidated financial statements of twelve subsidiaries (including five step down subsidiaries), whose financial statements / consolidated financial statements reflect total assets of ₹ 7,110,505,560 as at March 31, 2015, total revenue of ₹ 6,883,439,501 and net cash inflows amounting to ₹ 254,899,475 for the year then ended. These financial statements / consolidated financial statements have been audited by other auditors whose reports have been furnished to us by the management, and our opinion, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of the other auditors.
2. Further, we have relied on the unaudited financial statements furnished by the management with respect to one subsidiary and three step down subsidiaries whose financial statements reflects total assets ₹ 261,270,301 as at March 31, 2015, total revenue of ₹ 164,674,200 and net cash outflows of ₹ 35,553,173 for the year then ended. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the management and our report in so far as it relates to the amounts included in respect of the consolidated financial statements is based solely on such approved unaudited financial statements.

Our opinion is not qualified in respect of Other Matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, based on the comments in the auditors' report of the Company and on the auditors' reports issued in accordance with the Order on subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the Directors of the Company as on March 31, 2015, taken on record by the Board of Directors of the Company and the reports of the auditors of its subsidiary companies incorporated in India, none of the Directors of the Company and its subsidiaries, incorporated in India is disqualified as on March 31, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Group has disclosed the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements as of March 31, 2015.
 - ii) The Group has made provisions in its consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For Kanu Doshi Associates

Chartered Accountants

Firm Registration Number: 104746W

Jyoti Kawa

Partner

Membership No: 105654

Place : Mumbai

Date : May 27, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Our reporting on the Order includes subsidiary companies incorporated in India on which the auditors have reported on in accordance with the Order. Our report in respect of these subsidiaries is based solely on the reports of their auditors.

1. In respect of the fixed assets of the Company and its aforesaid subsidiaries:
 - a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a regular programme of verification which, in our opinion and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, no material discrepancies were noticed on such verification.
2. The Company and its subsidiaries' nature of operations do not require it to hold inventories. Consequently, clause 3(ii) of the order is not applicable
3. As per information and explanations given to us and based on the auditors' reports issued in accordance with the Order, the Company and its aforesaid subsidiaries have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Registers maintained under Section 189 of the Act by the respective entities. Consequently, sub clause (a) and (b) of clause 3(iii) of the order is not applicable
4. In our opinion and according to the information and explanations given to us and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries incorporated in India, there is an adequate internal control system commensurate with the size of the Company and its aforesaid subsidiaries and the nature of their business respectively with regard to purchase of fixed assets and the sale of goods and services. During the course of our audits and based on auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. In our opinion and according to the information and explanations given to us and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, the Company and its aforesaid subsidiaries have not accepted deposits during the year and do not have any unclaimed deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company and its aforesaid subsidiaries.
6. The provisions of clause 3 (vi) of the Order are not applicable to the Company and its aforesaid subsidiaries as the respective entities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. According to the information and explanations given to us and based on auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, in respect of statutory dues of the Company and its aforesaid subsidiaries:
 - a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax and Value Added Tax, Wealth Tax, Service Tax, duty of Customs, duty of Excise, Cess and other material statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
 - b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax and Value Added Tax, Wealth Tax, Service Tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - c) Details of dues of Income Tax and Sales Tax which have not been deposited as at March 31, 2015 aggregating to ₹ 6,634,045 on account of dispute are given below:

Sr. No.	Particulars	Period to which the amount relates	Forum where the dues is pending	Amount in ₹
1	Sales Tax Act	F.Y. 2003-04 to 2004-05	Asst. Commissioner of Sales Tax	5,024,525
2	Income Tax Act, 1961	A.Y. 2012-13	Commissioner Income Tax (Appeals)	891,740
3	Income Tax Act, 1961	F.Y. 2007-08 to 2013-14	Income Tax Officer (TDS)	717,780
			Total	6,634,045

- d) The Company and its aforesaid subsidiaries have been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made thereunder within time.

8. The Group does not have accumulated losses. The Group has not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, the respective entities have not defaulted in repayment of dues to a bank during the year and did not have any amount outstanding to financial institutions or debenture holders.
10. In our opinion and according to the information and explanations given to us and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, the Company and its aforesaid subsidiaries have not given guarantees for loans taken by others from banks and financial institutions. Therefore, the provisions of the clause 3 (x) of the Order are not applicable to the Group.
11. In our opinion and according to the information and explanations given to us, the term loans availed by the Company were, prima facie, applied for the purpose for which the loans were raised, other than temporary deployment in deposits with banks, pending application of those loans.

Based on the auditors' report of aforesaid subsidiaries incorporated in India, all subsidiaries have not taken any term loan during the year.

12. To the best of our knowledge and belief and according to the information and explanations given to us and based on the auditors' reports issued in accordance with the Order on the aforesaid subsidiaries, no fraud by the Company and its aforesaid subsidiaries and no material fraud on the Company and its aforesaid subsidiaries has been noticed or reported during the year.

For Kanu Doshi Associates

Chartered Accountants

Firm Registration Number: 104746W

Jyoti Kawa

Partner

Membership No: 105654

Place : Mumbai

Date : May 27, 2015

Consolidated Balance Sheet

Particulars	Note No.	As at March 31, 2015 ₹	As at March 31, 2014 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3(i)	294,746,685	294,746,685
Reserves and Surplus	3(ii)	3,521,448,729	3,067,263,210
		3,816,195,414	3,362,009,895
Preference Shares issued by Subsidiary Companies	4	771,758,060	791,758,060
Minority Interest		369,841,819	344,781,744
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	387,500,000	520,018,800
Deferred Tax Liabilities (Net)	6	74,469,914	81,845,538
Other Long-Term Liabilities	7	473,895	6,465,226
Long-Term Provisions	8	114,239,820	100,709,985
		576,683,629	709,039,549
CURRENT LIABILITIES			
Short-Term Borrowings	9	379,665,480	355,435,021
Trade Payables		530,334,467	663,489,375
Other Current Liabilities	10	237,139,037	101,666,287
Short-Term Provisions	11	80,196,435	179,819,878
		1,227,335,419	1,300,410,561
TOTAL		6,761,814,341	6,507,999,809
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	12		
- Tangible		1,122,419,794	1,204,644,069
- Intangible		1,259,146,172	1,262,589,942
Capital Work in Progress		109,694,871	109,839,074
Non-Current Investments	13	268,693,257	252,699,453
Amount recoverable from ESOP Trust		62,687,467	63,286,830
Long-Term Loans and Advances	14	294,324,954	174,159,221
Other Non-Current Assets	15	14,113,580	10,982,605
		3,131,080,095	3,078,201,194
CURRENT ASSETS			
Current Investments	16	570,722,857	614,040,465
Trade Receivables	17	1,647,635,288	1,519,272,989
Cash and Bank Balances	18	716,444,473	472,646,884
Short-Term Loans and Advances	19	294,521,211	251,347,408
Other Current Assets	20	401,410,417	572,490,869
		3,630,734,246	3,429,798,615
TOTAL		6,761,814,341	6,507,999,809
Significant accounting policies and notes forming part of the financial statements	1 - 40		

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

Dr. Lalit S. Kanodia
Chairman

Jyoti Kawa
Partner
Membership No. 105654

R. K. Saraswat
Director

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Divya Kumat
Sr. VP. - Legal & Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Consolidated Statement of Profit & Loss

Particulars	Note No.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
REVENUE FROM OPERATIONS	21	8,279,947,869	7,338,061,723
Other Income	22	66,630,314	73,279,720
Total Revenue		8,346,578,183	7,411,341,443
EXPENSES			
Purchase of IT Products and Licenses		98,600,589	116,176,616
Employee Benefit Expenses	23	4,541,987,283	3,635,720,191
Finance Costs	24	67,536,853	39,837,114
Depreciation and Amortization Expenses		209,858,779	160,643,724
Other Expenses	25	2,788,052,813	2,683,181,571
Total Expenses		7,706,036,317	6,635,559,216
Profit / (Loss) Before Tax		640,541,866	775,782,227
Tax Expenses			
- Current Tax and Wealth Tax		169,462,630	213,649,362
- MAT Credit Entitlement		(19,209,104)	(24,642,439)
- Deferred Tax		4,150,357	2,578,063
- Tax Adjustment of earlier years		997,151	2,135,079
Profit / (Loss) After Tax		485,140,832	582,062,162
Share of Minority Interest in Profit for the year		53,034,673	95,095,445
Net Profit / (Loss) After Minority Interest		432,106,159	486,966,717
Earnings per share (Face Value ₹ 5 each (P.Y. ₹ 5 each)) in ₹	33		
- Basic		7.33	8.26
- Diluted		7.30	8.12
Significant accounting policies and notes forming part of the financial statements	1 - 40		

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

Dr. Lalit S. Kanodia
Chairman

Jyoti Kawa
Partner
Membership No. 105654

R. K. Saraswat
Director

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Divya Kumat
Sr. VP. - Legal & Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Significant Accounting Policies and Notes Forming part of the Consolidated Financial Statements

1 COMPANY OVERVIEW

Datamatics Global Services Limited (DGSL) was incorporated on November 3, 1987 as Interface Software Resources Private Limited. The name of the Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On December 27, 1999, the Company converted itself from a Private Limited Company into a Public Limited Company and the name of the Company was changed to Datamatics Technologies Limited on January 13, 2000. The name of the Company was changed from "Datamatics Technologies Limited" to "Datamatics Global Services Limited" (DGSL) with effect from January 17, 2009.

Datamatics, a trusted partner to several Fortune 500 Companies is a global provider of Information Technology (IT) and Business Process Outsourcing (BPO) and Consulting services. The Company provides business aligned next-generation solutions to a wide range of industry verticals that help enterprises across the world overcome their business challenges and achieve operational efficiencies. These solutions leverage innovations in technology, knowledge of business processes, and domain expertise to provide clients a competitive edge.

2 SIGNIFICANT ACCOUNTING POLICIES

i Basis of Preparation of Financial Statements:

The Consolidated financial statements have been prepared on the basis of Going Concern concept and under the historical cost convention except for certain Fixed Assets which are revalued. The Company adopts accrual basis in preparation of its Consolidated financial statements to comply in all material aspects with applicable accounting principles generally accepted in India. These consolidated financial statements are prepared in accordance with the principles and procedures prescribed by AS - 21 namely "Consolidated Financial Statements" as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable.

Management believes that the estimates used in the preparation of the Consolidated financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, unless otherwise mentioned in the notes.

ii Basis of Consolidation:

These Consolidated financial statements include the financial statements of Datamatics Global Services Limited and its subsidiaries. The Subsidiaries considered in the consolidated financial statements as at March 31, 2015 and as at March 31, 2014 are summarized below:

Name of the Subsidiary	2014 - 15		2013 - 14	
	Country of incorporation	% of shareholding	Country of incorporation	% of shareholding
Datamatics Global Services Inc.	USA	100	USA	100
Datamatics Global Services GmbH	Germany	100	Germany	100
Datamatics Technologies UK Ltd. (DTUK)	UK	100	UK	100
Datamatics Software Services Ltd. (DSSL)	India	100	India	100
Datamatics Infotech Ltd. (DIL)	UK	100	UK	100
Datamatics Global Services Pty. Ltd.	Australia	100	Australia	100
Datamatics Global Technologies Ltd. (DGTL)	Mauritius	100	Mauritius	100
Datamatics Global Technologies AG (DGTAG) *	Switzerland	100	Switzerland	100

Significant Accounting Policies and Notes Forming part of the Consolidated Financial Statements

Name of the Subsidiary	2014 - 15		2013 - 14	
	Country of incorporation	% of shareholding	Country of incorporation	% of shareholding
Datamatics Global Technologies GmbH (DGTG) *	Germany	100	Germany	100
Datamatics Global Holding Corporation (Dissolved w.e.f March 23, 2015)	BVI	80	BVI	80
Datamatics Vista Info Systems Ltd.	India	100	India	100
Cignex Datamatics Corporation	BVI	60.78	BVI	75.98
Cignex Datamatics Inc.	USA	60.78	USA	75.98
Cignex Datamatics Inc. (Incorporated on December 30, 2014)	Michigan	60.78	-	-
Cignex Datamatics Technologies Ltd.	India	60.78	India	75.98
Cignex Datamatics Pte. Ltd.	Singapore	60.78	Singapore	75.98
Cignex Datamatics GmbH (Incorporated on April 4, 2014)	Germany	60.78	-	-
Cybercom Datamatics Information Solutions Ltd. (CDISL)	India	50.50	India	50.50
Datamatics Global Solutions GmbH	Germany	100	Germany	100
Lumina Datamatics Ltd. (Formerly known as Lexicon Publishing Services Pvt. Ltd.)	India	73.12	India	73.12
Datamatics Global Services FZ-LLC	U.A.E	100	U.A.E	100
Lumina Datamatics Inc. (Formerly known as Premedia Global Inc.)	USA	73.12	USA	73.12
Lumina Datamatics GmbH (Formerly known as Datamatics eRetail & Publishing GmbH)	Germany	73.12	Germany	73.12

* Under Liquidation

The financial statements of the Parent Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealized profits in full. The amounts shown in respect of accumulated reserves comprises the amount of the relevant reserves as per the balance sheet of the Parent Company and its share in the post acquisition increase / decrease in the relevant reserves / accumulated deficit of its subsidiaries.

Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Parent Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.

The Parent Company & its Indian subsidiaries maintain their records and prepare their financial statement under the Historical Cost Convention except for certain Fixed Assets which are revalued, in accordance with generally accepted accounting principals in India while the foreign subsidiaries maintain their records and prepare their financial statement in conformity with GAAP prevalent in their respective countries of domicile.

Consolidated financial statements has been prepared using uniform accounting policies for like transactions and other events in similar circumstances except in case of charge of depreciation on fixed assets and other insignificant items for which the accounting treatment is given on the basis of local laws applicable in the respective country, for which using uniform accounting policies for the purpose of consolidation is impracticable.

Significant Accounting Policies and Notes Forming part of the Consolidated Financial Statements

iii Tangible assets, Intangible assets and Capital work-in-progress:

Fixed Assets are stated at acquisition cost, except for certain Fixed Assets which have been stated at revalued amounts as determined by approved independent valuer, less accumulated depreciation. Direct Costs are capitalised until the assets are ready to use and include financing costs relating to any specific borrowing attributable to the acquisition of fixed assets. Intangible assets consist of expenses incurred / paid for development and acquisition of computer software. Capital work-in-progress includes where assets not put to use before the year end.

Depreciation is provided on Straight Line Method except for leasehold and freehold land by the Parent Company and its Indian Subsidiary as stated in the significant accounting policies forming integral part of the financial statement. Whereas the foreign subsidiaries have provided depreciation on the assets over their estimated useful life as required / permissible by the local laws. The aggregate Gross Block of ₹ 1,190,232,691 (P.Y. ₹ 735,369,281) of foreign subsidiaries have charged depreciation as per the useful life other than those prescribed in Schedule II to Companies Act, 2013. Intangible assets including internally developed intangible assets are amortized over a period of three years for which the Company expects the benefits to accrue. Leasehold Premises is amortized on the Straight Line method over the period of the Lease.

iv Goodwill / Capital Reserve:

The excess of cost to the Parent Company of its investment in subsidiaries over the Parent Company's portion of equity in the subsidiaries at the respective dates on which investments in subsidiaries were made, is recognised in the consolidated financial statements as goodwill. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the Parent Company, it is recognised as 'Capital Reserve (on Consolidation)' and shown under the head 'Reserves and Surplus', in the consolidated financial statements. The Parent Company's portion of equity in the subsidiaries is determined on the basis of the book value of assets and liabilities as per the financial statements of the subsidiaries as on the date of investment.

The Goodwill recorded in these consolidated financial statements has been recognised as "Goodwill on Consolidation" and is grouped with Fixed Assets in the Consolidated Financial Statements. The carrying value of Goodwill arising on consolidation for acquisitions during the previous year is tested for impairment as at the end of the reporting period.

v Operating Lease:

The leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating lease. Operating lease payments are recognised as expenses in the Profit and Loss Statement.

vi Revenue Recognition:

Revenue from services is recognised based on time and material and billed to the clients as per the terms of the contract. In the case of fixed price contracts, revenue is recognised on periodical basis based on units executed and delivered.

Revenue / Income from sale of traded goods is recognised on dispatch of goods. Sales are exclusive of taxes, wherever applicable.

Interest on deployment of funds is recognised on accrual basis. Dividend income is recognised when right to receive payment is established. Profit on sale of investment is recognised on sale of investments.

Revenue from software development on a time and material basis is recognised based on software developed and billed on clients as per the terms of specific contracts.

Cost and earnings in excess of billings are classified as Unbilled revenue while Billings in excess of Cost and earnings are classified as Unearned revenue. Discount is recognised on Cash basis in accordance with the contractual term of the agreement with the customers.

vii Employee Benefits:

In case of Parent Company and its Indian Subsidiaries (i) Defined Contribution Plan - Contribution to defined contribution plans are recognised as expense in the Profit and Loss Statement, as they are incurred. (ii) Defined Benefit Plan - Companies liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at Balance Sheet date. Actuarial gains / losses are recognised immediately in the Profit and Loss Statement. Long term compensated absences are provided for based on actuarial valuation.

Foreign subsidiaries maintain a defined contribution retirement plan, which covers substantially all the employees of the foreign subsidiaries and qualifies as a deferred salary arrangement under laws of respective countries. The Company matches employees' contributions at the discretion of the Company.

Significant Accounting Policies and Notes Forming part of the Consolidated Financial Statements

viii Foreign Exchange Transactions:

Transactions in foreign currency are recorded at the rates of exchange prevailing at the date of the transactions.

Monetary items denominated in foreign currencies at the balance sheet date are translated at the balance sheet date rates.

Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognised in Profit and Loss Statement in the year in which it arises.

ix Foreign Currency Translation:

The consolidated financial statements are reported in Indian rupees. The translation of the local currency of each foreign subsidiary within the Group into Indian rupees is performed in respect of assets and liabilities including fixed assets, depreciation and stock in trade using the exchange rate in effect at the balance sheet date and for revenue and expense items other than depreciation costs and stock in trade, using a monthly simple average exchange rate for the period.

Net exchange difference resulting from the above translation of financial statements of foreign subsidiaries is recognised in Foreign Currency Fluctuation Reserve.

Exchange Difference arising on investment in subsidiaries is recognised in Foreign Currency Fluctuation Reserve.

x Derivative Instruments and Hedge Accounting:

The Parent Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. Such forward contracts are utilised against the inflow of funds under firm commitments. The Company does not use the forward contract for speculative purposes. The Company designates these hedging instruments as cash flow hedge. The use of hedging instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised directly in shareholders' funds and the ineffective portion is recognised immediately in the statement of profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the statement of profit and loss as they arise.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in shareholders' funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in shareholders' funds is transferred to the statement of profit and loss for the period.

xi Investments:

Investments classified as long term investments are stated at cost. Provision is made to recognise any diminution, other than temporary, in the carrying value of each investment. Current investments are carried at lower of cost and fair value of each investment.

xii Taxation:

Provision for Current Income Tax is made after taking into consideration various benefits / exemption available under the laws of the respective countries.

xiii Deferred Tax:

The Parent Company and its Indian Subsidiaries: Tax expense comprises of current tax and deferred tax. Current tax and Deferred tax are accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income taxes reflect the impact of the current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier years / period. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available except that deferred tax asset arising on account of unabsorbed depreciation and losses are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

Significant Accounting Policies and Notes Forming part of the Consolidated Financial Statements

Tax expense relating to overseas operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

xiv **Borrowing Cost:**

Borrowing costs, which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as expenses in the period in which they are incurred.

xv **Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

xvi **Earnings Per Share:**

In determining earnings per share, the Company considers the net profit after tax after reducing the preference dividend and tax thereon and includes the post-tax effect of any extra-ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

xvii **Employee Stock Option Scheme:**

Employee Compensation in the form of stock options, granted under various schemes have been charged to Profit and Loss Statement, based on Intrinsic value method, over the vesting period.

xviii **Impairment of Assets:**

At each balance sheet date, the Parent Company assesses whether there is any indication that an assets may be impaired. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and Value-in-Use. In assessing Value-in-use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

xix **Provision, Contingent Liabilities and Contingent Assets:**

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Contingent Assets are neither recognised, nor disclosed.

xx **Cash and Cash Equivalents:**

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from date of purchase to be cash equivalents.

xxi **Segment Reporting:**

Primary Segment is identified based on the nature of products and services, the different risk and returns and the internal business reporting system. Secondary segment is identified based on geographical area in which major operating divisions of the Company operate.

xxii **Prior period adjustments, Extra-ordinary items and Changes in accounting policies:**

Prior period adjustments, extra-ordinary items and changes in accounting policies, if any, having material impact on the financial affairs of the Company are disclosed.

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
3 SHAREHOLDERS' FUNDS		
(i) SHARE CAPITAL		
a) AUTHORISED		
100,000,000 (P.Y. 100,000,000) Equity shares of ₹ 5 each	500,000,000	500,000,000
30,000,000 (P.Y. 30,000,000) Redeemable Preference Shares of ₹ 10 each	300,000,000	300,000,000
TOTAL	800,000,000	800,000,000
b) ISSUED, SUBSCRIBED & PAID UP		
58,949,337 (P.Y. 58,949,337) Equity Shares of ₹ 5 each fully paid up	294,746,685	294,746,685
TOTAL	294,746,685	294,746,685
c) Reconciliation of Number of Shares		
	As at March 31, 2015 Number of Shares ₹	As at March 31, 2014 Number of Shares ₹
Equity Shares:		
Shares outstanding at the beginning of the year	58,949,337 294,746,685	58,949,337 294,746,685
Shares Issued during the year	- -	- -
Shares bought back during the year	- -	- -
Shares outstanding at the end of the year	58,949,337 294,746,685	58,949,337 294,746,685
d) Rights, preferences and restrictions attached to shares		
Equity Shares: The Company has one class of equity shares having a par value of ₹ 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
e) Shares held by holding Company		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Equity Shares:		
31,813,742 (P.Y. 31,813,742) Equity Shares of ₹ 5 each held by Delta Infosolutions Pvt. Ltd., the Holding Company	159,068,710	159,068,710
Preference Shares issued by Subsidiary Company:		
Nil (P.Y. 2,000,000) 8% Optionally Convertible Non - Cumulative Redeemable Preference Shares of ₹ 10 each, held by Delta Infosolutions Pvt. Ltd., the Holding Company	-	20,000,000
f) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:		
	As at March 31, 2015 Number of Shares % of aggregate number of shares	As at March 31, 2014 Number of Shares % of aggregate number of shares
Equity Shares:		
Delta Infosolutions Pvt. Ltd., the Holding Company	31,813,742 53.97%	31,813,742 53.97%
Lalit Surajmal Kanodia	3,530,995 5.99%	3,830,995 6.50%
Asha Lalit Kanodia	3,605,258 6.12%	3,905,258 6.62%

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(ii) RESERVES AND SURPLUS		
a) CAPITAL RESERVE		
Balance as per last Balance Sheet	3,524,880	3,524,880
	3,524,880	3,524,880
b) CAPITAL REDEMPTION RESERVE		
Balance as per last Balance Sheet	250,441,250	250,441,250
	250,441,250	250,441,250
c) SECURITIES PREMIUM RESERVE		
Balance as per last Balance Sheet	1,080,078,716	1,080,078,716
	1,080,078,716	1,080,078,716
d) EMPLOYEE STOCK OPTION OUTSTANDING		
Employee Stock Option Outstanding	6,282,800	6,282,800
Less: Deferred Employee Compensation	-	(59,791)
Less: Amount transferred to General Reserve (Refer Note no. 31)	(6,282,800)	-
	-	6,223,009
e) FOREIGN EXCHANGE FLUCTUATION RESERVE		
Balance as per last Balance Sheet	93,941,204	11,767,909
Add / (Less): Exchange fluctuation for current year	46,560,057	82,173,295
	140,501,261	93,941,204
f) HEDGING RESERVE ACCOUNT		
Balance as per last Balance Sheet	(6,127,504)	4,787,844
Add: Gain / (Loss) on cash flow hedging derivatives (Refer Note no. 27)	83,313,131	(10,915,348)
	77,185,627	(6,127,504)
g) GENERAL RESERVE		
Balance as per last Balance Sheet	748,877,508	701,477,508
Add: Transferred from Statement of Profit & Loss during the year	29,610,000	47,400,000
Add: Amount transferred from the Employee Stock Options Outstanding Account	6,282,800	-
	784,770,308	748,877,508
h) SURPLUS IN PROFIT AND LOSS STATEMENT		
Balance brought forward from last year	900,096,986	586,080,137
Profit for the year	432,106,159	486,966,717
Amount Available for Appropriations	1,332,203,145	1,073,046,854
Less: Depreciation pursuant to the Transitional Provisions as per Companies Act, 2013	25,273,639	-
Less: Appropriations		
- Dividend on Equity Shares	38,317,069	115,682,471
- Interim Dividend on Equity Shares	39,534,518	-
- Tax on Dividend	14,521,232	19,660,236
- Transfer to General Reserve	29,610,000	47,400,000
Closing Balance	1,184,946,687	890,304,147
TOTAL	3,521,448,729	3,067,263,210

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
4 PREFERENCE SHARES ISSUED BY SUBSIDIARY COMPANIES		
Nil (P. Y. 2,000,000) 8% Optionally Convertible Non Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up (Refer Note 4(a) below)	-	20,000,000
77,175,806 (P. Y. 77,175,806) Compulsorily Convertible Preference Shares of ₹ 10 each with voting rights (Refer Note 4(b) below)	771,758,060	771,758,060
TOTAL	771,758,060	791,758,060

Additional Information:

- a) **Optionally Convertible Preference Shares:** Datamatics Software Services Limited (DSSL) has Optionally Convertible Non - Cumulative Redeemable Preference Shares having a par value of ₹ 10 per share and dividend rate of 8%. The Shares have been redeemed during the year.
- b) **Compulsorily Convertible Preference Shares:** Lumina Datamatics Limited (LDL) (Formerly known as Lexicon Publishing Services Private Limited) has issued compulsorily convertible preference shares having a par value of ₹ 10 each. Each holder of the compulsorily convertible preference shares has the right to entitle an annual non-cumulative per share dividend equal to 0.000001% of the price of the preference shares.

Voting Rights: Each holder of compulsorily convertible preference share is entitled to vote only in respect of those resolutions which directly affect the rights attached to preference shares.

Conversion / Exit terms: In call option, the holders of the compulsorily convertible preference shares at any time after expiry of the lock in period and prior to September 30, 2015 (call option period), Datamatics Global Services Limited (DGSL) shall be entitled (but not be obligated) to exercise an option either by itself or through any affiliate to call upon the investors to sell all (and not less than all) their respective preference shares to DGSL and/or its Affiliate, which shall be a price per share which will yield an IRR of 16% per annum on the investor amount.

In put option, in the event of DGSL does not exercise the call option prior to the completion of the call option period, the investors shall have (1) the right to convert their respective preference shares into equity shares of LDL at conversion price determined based on the conversion ratio as specified in the Articles of association or (2) at any time after expiry of the call option period, but prior to December 31, 2015 (put option period), the right to exercise an irrevocable option (the put option) to require DGSL to purchase, either directly or through an Affiliate, all (and not less than all) their outstanding preference shares held by the investors at a price per share which will yield an IRR of 9% per annum on the investor amount.

Notwithstanding anything contained herein preference shares shall be compulsorily converted into equity shares of LDL after a period of 20 years from the date of issue of such preference shares.

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
5 LONG TERM BORROWINGS		
From Banks		
Secured Loans	387,500,000	520,018,800
(External Commercial Borrowing from Citi Bank N.A. is secured by way Creation of Mortgage and exclusive charge in favour of Citibank N.A. ("the Security Trustee") by deposit of Title deeds with Bank, in respect of its Immovable properties being all the piece & parcel of the land bearing Plot No. 58 in MIDC at Mumbai and 2nd Floor and 3rd Floor in Suyojit Commercial Complex, at Nashik). (Terms of Repayment: Repayable in 15 equal quarterly installments of USD 620,000 over a period of 5 years starting from January 2015 upto July 2018. Rate of Interest: Libor plus 3.25%)		
TOTAL	387,500,000	520,018,800
6 Deferred Tax balances:		
Major components of deferred tax balances consist of the following:		
a) Deferred Tax Liabilities		
Depreciation	30,902,867	39,310,318
Others	108,062,914	93,202,473
Total	138,965,781	132,512,791
b) Deferred Tax Assets		
Disallowance under Income Tax	(64,495,867)	(50,667,253)
Total	(64,495,867)	(50,667,253)
Deferred Tax Liabilities (Net)	74,469,914	81,845,538
7 OTHER LONG-TERM LIABILITIES		
Other Payables:		
For Capital Goods (Refer Note no. 35)	473,895	302,722
Fair Value of Outstanding Forward Contracts (Refer Note no. 27)	-	6,162,504
TOTAL	473,895	6,465,226
8 LONG TERM PROVISIONS		
Provision for employee benefits (Refer Note no. 28):		
For Gratuity (Unfunded)	78,019,783	65,254,799
For Leave Encashment	36,220,037	35,455,186
TOTAL	114,239,820	100,709,985

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
9 SHORT TERM BORROWINGS		
Other Loans and Advances		
From Banks		
Secured Loans	379,665,480	355,435,021
(Working Capital loan from Standard Chartered Bank is secured by way of First Pari Passu Charge on Hypothecation of Stock, Book Debts and Movable Fixed Assets of the Company both past and present. Working Capital loan from Citibank N.A. is secured by way of First Pari Passu Charge on Hypothecation of Current Assets and Movable Fixed Assets of the Company both present and future)		
TOTAL	379,665,480	355,435,021
10 OTHER CURRENT LIABILITIES		
Current Maturity of Long Term Borrowings - Secured	155,000,000	37,144,200
Interest Accrued but not due	3,385,598	3,032,472
Unearned Revenue	7,230,889	7,594,290
Advance received from Customers	1,415,484	547,931
Unclaimed Dividend	1,628,192	1,596,599
Statutory Liabilities	61,595,189	45,171,401
Other Payables	6,883,685	6,579,394
TOTAL	237,139,037	101,666,287
11 SHORT TERM PROVISIONS		
Provision for employee benefits (Refer Note no. 28):		
For Gratuity (Unfunded)	13,174,719	6,984,095
For Leave Encashment	20,904,211	11,421,867
Others:		
Proposed Dividend on Equity Shares	38,317,069	115,682,471
Tax on Equity Dividend	7,800,436	19,659,896
Direct Tax	-	26,071,549
TOTAL	80,196,435	179,819,878

12 FIXED ASSETS

Notes Forming part of the Consolidated Financial Statements

Description	GROSS BLOCK				DEPRECIATION/AMORTISATION						NET BLOCK		(Amount in ₹)
	Balance as on 1-Apr-2014	Additions during the year / Added on Amalgamation (Refer note, No. 39)	(Deductions) / Adjustments during the Year	Effect of foreign currency exchange differences	Balance as on 31-Mar-2015	Balance upto 1-Apr-2014	Depreciation Adjusted Against General Reserve (Refer Note no. 38)	Additions during the year / Added on Amalgamation (Refer note, No. 39)	(Deductions) / Adjustments during the year	Effect of foreign currency exchange differences	Balance upto 31-Mar-2015	Balance as on 31-Mar-2015	
TANGIBLE ASSETS													
LAND*	607,400,546	-	-	-	607,400,546	-	-	-	-	-	-	607,400,546	607,400,546
BUILDINGS	163,657,823	1,654,963	-	-	165,312,786	22,560,665	1,016,902	4,451,097	-	-	28,028,664	137,284,122	141,097,158
LEASEHOLD PREMISES	42,189,319	-	-	-	42,189,319	1,776,396	-	444,099	-	-	2,220,495	39,968,824	40,412,923
LEASEHOLD IMPROVEMENTS	32,621,641	1,736,737	(1,500)	660,318	35,017,196	14,828,793	2,694	891,140	(1,500)	506,542	16,227,669	18,789,527	17,792,848
MACHINERY & EQUIPMENTS	143,608,959	13,007,209	(4,687,132)	109,422,520	261,351,556	71,568,750	14,631,758	33,694,591	(3,054,053)	46,324,117	163,165,163	98,186,393	72,040,209
COMPUTER EQUIPMENTS	535,423,378	56,100,512	(3,597,439)	(104,771,286)	483,155,165	371,143,756	9,481,708	57,695,386	(3,597,074)	(43,342,675)	391,381,101	91,774,064	164,279,622
FURNITURE & FIXTURES	291,365,205	6,085,768	(9,849,598)	1,790,622	289,391,997	146,877,646	10,924,955	21,198,772	(5,121,151)	2,396,820	176,277,042	113,114,955	144,487,559
VEHICLES	28,354,088	3,728,797	(2,072,866)	54,899	30,064,918	11,220,884	202,306	4,265,351	(1,573,605)	48,619	14,163,555	15,901,363	17,133,204
TANGIBLE ASSETS TOTAL (A)	1,844,620,959	82,313,986	(20,208,535)	7,157,073	1,913,883,483	639,976,890	36,260,323	122,640,436	(13,347,383)	5,933,423	791,463,689	1,122,419,794	1,204,644,069
PREVIOUS YEAR TOTAL (1)	1,701,117,820	369,088,803	(246,624,390)	21,038,726	1,844,620,959	567,050,694	-	209,646,647	(153,995,452)	17,275,001	639,976,890	1,204,644,069	-
INTANGIBLE ASSETS													
INTERNAL DEVELOPED SOFTWARE	20,560,900	-	-	387,141	20,948,041	20,560,900	-	-	-	387,141	20,948,041	-	-
OTHER SOFTWARE	413,002,130	53,520,742	-	19,165,577	485,688,449	327,598,034	1,239,008	40,109,067	-	20,055,942	389,002,051	96,686,398	85,404,096
CUSTOMER CONTRACTS	127,414,265	-	-	20,133,312	147,547,577	29,053,023	-	41,113,918	-	18,557,338	88,724,279	58,823,298	98,361,242
OTHER INTANGIBLE ASSETS (GOODWILL)	49,298,399	-	-	(13,899,917)	35,398,482	38,940,237	-	5,995,358	-	(37,746,161)	7,189,434	28,209,048	10,358,162
GOODWILL ON CONSOLIDATION	1,068,466,442	-	-	6,960,986	1,075,427,428	-	-	-	-	-	-	1,075,427,428	1,068,466,442
INTANGIBLE ASSETS TOTAL (B)	1,678,742,136	53,520,742	-	32,747,099	1,765,009,977	416,152,194	1,239,008	87,218,343	-	1,254,260	505,863,805	1,259,146,172	1,262,589,942
PREVIOUS YEAR TOTAL (2)	870,777,469	1,372,586,585	(94,729,010)	(469,892,908)	1,678,742,136	346,976,317	-	138,609,757	(87,475,329)	18,041,449	416,152,194	1,262,589,942	-
GRAND TOTAL (A+B)	3,523,363,095	135,834,728	(20,208,535)	39,904,172	3,678,893,460	1,056,129,084	37,499,331	209,858,779	(13,347,383)	7,187,683	1,297,327,494	2,381,565,966	2,467,234,011
PREVIOUS YEAR TOTAL (1+2)	2,571,895,289	1,741,675,388	(341,353,400)	(448,854,182)	3,523,363,095	914,027,011	-	348,256,404	(241,470,781)	35,316,450	1,056,129,084	2,467,234,011	-
CAPITAL WORK-IN-PROGRESS												109,694,871	109,839,074

* Note:

- (1) The above amount includes Freehold land of ₹ 267,050,214 (P.Y. ₹ 267,050,214) and Leasehold land of ₹ 340,350,332 (P.Y. ₹ 340,350,332) which is considered as perpetual lease.
- (2) Gross Block includes ₹ 317,231,030 (P.Y. ₹ 317,231,030) being the amount added on revaluation of Land in the F.Y. 2008-09, based on report issued by approved independent valuer.
- (3) Immovable properties being all the piece & parcel of the land bearing Plot No. 58 in MIDC at Mumbai and 2nd Floor and 3rd Floor at Nashik is secured by way Creation of Mortgage and exclusive charge in favour of Citibank NA ("the Security Trustee") by deposit of Title deeds with Bank.

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
13 NON CURRENT INVESTMENTS		
UNQUOTED (Non-Trade) (At Cost)		
-Investments in Debentures		
5,000 (P.Y. 5,000) debentures of ₹ 1,000 each of IISL @11.70%	5,000,000	5,000,000
30 (P.Y. Nil) debentures of ECL Finance Ltd. - E6F401 - NCD	3,050,562	-
200 (P.Y. Nil) debentures of ₹ 100,000 each of Edelweiss Finance & Investments Ltd. @ 10.25% 15M - NCD	20,000,000	-
QUOTED (Non-Trade) (At Cost)		
- Investment in units of Mutual Funds fully paid		
1,000,000 (P.Y. 1,000,000) Units of Birla Sun Life Fixed Term Plan - Series GI (1185 Days) - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
Nil (P.Y. 2,270,051) Units of Kotak Bond Scheme Plan A - Growth (Face Value of ₹ 10 each)	-	76,453,326
2,322,330 (P.Y. 2,322,330) Units of HDFC Short Term Opportunities Fund - Growth (Face Value of ₹ 10 each)	32,022,154	32,022,154
2,000,000 (P.Y. 2,000,000) Units of ICICI Prudential FMP Series73 -1140 Days Plan E Growth (Face Value of ₹ 10 each)	20,000,000	20,000,000
1,018,717 (P.Y. 1,018,717) Units of IIFL Income opportunities fund - AIF - Growth (Face Value of ₹ 10 each)	10,500,000	10,500,000
1,000,000 (P.Y. 1,500,000) Units of Reliance FHF XXIV Series 3 - Growth (Face Value of ₹10 each)	10,000,000	15,000,000
2,500,000 (P.Y. 2,500,000) Units of Reliance FHF XXIV Series 11 - Growth (Face Value of ₹ 10 each)	25,000,000	25,000,000
1,000,000 (P.Y. 1,000,000) Units of ICICI Prudential Fixed Maturity Plan - Series 69 - 366 days Plan A (Face Value of ₹ 10 each)	10,000,000	10,000,000
2,500,000 (P.Y. 2,500,000) Units of Birla Sun Life Interval Income fund-Annual Plan-X-Growth (Face Value of ₹ 10 each)	25,000,000	25,000,000
1,000,000 (P.Y. 1,000,000) Units of TATA Fixed Maturity Plan Series - 43 Scheme A - Growth (370 days) (Face Value of ₹ 10 each)	10,000,000	10,000,000
893,974 (P.Y. Nil) Units of Birla Sun Life India Reforms Fund Growth (Face Value of ₹ 10 each)	13,250,000	-
58,813 (P.Y. Nil) Units of HDFC Prudence Fund - Growth (Face Value of ₹ 10 each)	22,635,229	-
54,737 (P.Y. Nil) Units of Tata Balanced Fund - Growth (Face Value of ₹ 100 each)	9,387,089	-
448,764 (P.Y. Nil) Units of L&T India Prudence Fund - Growth (Face Value of ₹ 10 each)	8,750,000	-
-Investment in Equity Shares		
a. 900 (P. Y. 900) fully paid Equity Shares of ₹ 10 each of Cybertech Ltd.	510,767	510,767
Less: Provision for diminution in value	494,297	494,297
	16,470	16,470
b. 6,838 (P. Y. 6,838) fully paid Equity Shares of ₹ 2 each of Wipro Ltd.	3,739,473	3,739,473
Less: Provision for diminution in value	1,152,035	1,152,035
	2,587,438	2,587,438

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
c. 5,000 (P. Y. 5,000) fully paid equity shares of ₹ 1 each of Vikas WSP Ltd. Less: Provision for diminution in value	552,950 496,800 56,150	552,950 389,950 163,000
d. Nil (P. Y. 800) fully paid Equity Shares of ₹ 10 each of Reliance Industries Ltd.	-	807,621
e. 400 (P. Y. 400) fully paid Equity Shares of ₹ 5 each of Mahindra and Mahindra Ltd.	205,649	205,649
f. 56 (P. Y. 56) fully paid Equity Shares of Dana Holding Corporation	370,681	355,320
g. 8,998 (P. Y. 8,998) fully paid Equity Shares of ₹ 10 each of Coal India Ltd.	2,204,510	2,204,510
h. 38,767 (P. Y. 38,767) fully paid Equity Shares of ₹ 10 each of Powergrid Corporation.	3,489,030	3,489,030
i. Nil (P. Y. 50,000) fully paid Equity Shares of ₹ 10 each of GSS America Less: Provision for diminution in value	- - -	8,607,206 7,157,206 1,450,000
j. 5,000 (P.Y. 1,000) fully paid Equity Shares of ₹ 2 each of Axis Bank Ltd.	1,216,774	1,216,774
k. 1,200 (P.Y. 800) fully paid Equity Shares of ₹ 2 each of Larsen & Toubro Ltd.	1,228,161	1,228,161
l. 35,200 (P.Y. Nil) fully paid Equity Shares of ₹ 10 each of Global Offshore Services Ltd. Less: Provision for diminution in value	28,336,000 5,612,640 22,723,360	- - -
TOTAL NON-CURRENT INVESTMENTS	268,693,257	252,699,453
Aggregate of Quoted Investments	240,642,695	247,699,453
Market Value of Quoted Investments	268,835,619	253,766,290
Aggregate of Unquoted Investments	28,050,562	5,000,000
Aggregate of Provision for diminution in value	7,755,772	9,193,488
14 LONG TERM LOANS AND ADVANCES (Unsecured, considered good for value to be received in Cash or in Kind, unless otherwise specified)		
Advance Income Tax (Net)	47,963,481	-
Advance Tax - FBT (Net)	105,172	497,593
MAT Credit Entitlement	67,606,184	61,548,361
Security Deposits	83,082,976	58,251,605
Service tax receivable	66,200,642	44,791,544
Prepaid Expenses	1,155,131	2,143,742
Advance to Employees	618,670	3,204,120
Other Receivables	1,767,040	3,722,256
Fair Value of Outstanding Forward Contracts (Refer Note no. 27)	25,825,658	-
TOTAL	294,324,954	174,159,221
15 OTHER NON-CURRENT ASSETS (Unsecured, considered good)		
Non-Current Bank Deposits (original maturity of more than 12 months)	11,800,870	9,666,071
Interest accrued but not due on deposits with bank	2,312,710	1,316,534
TOTAL	14,113,580	10,982,605
All the above ₹ 11,800,870 (P.Y. ₹ 9,666,071) are marked as Lien for Guarantees issued by Banks on behalf of the Company		

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
16 CURRENT INVESTMENTS		
QUOTED (Non-Trade) (At Cost or Fair Value, whichever is lower)		
- Investment in Liquid Mutual Funds fully paid		
Nil (P.Y. 2,000,000) Units of IDFC FTP Series 16 Regular Plan - Growth (Face Value of ₹ 10 each)	-	20,000,000
Nil (P.Y. 3,000,000) Units of Reliance FHF XXIII Series 4 - Growth (Face Value of ₹ 10 each)	-	30,000,000
Nil (P.Y. 750,378) Units of DWS Short Maturity Fund - Growth (Face Value of ₹ 10 each)	-	9,033,199
Nil (P.Y. 461,270) Units of Birla Sun Life Income Plus - Growth (Face Value of ₹ 10 each)	-	25,000,000
986,236 (P.Y. 1,035,150) Units of ICICI Prudential Short Term Regular Plan - Growth (Face Value of ₹ 10 each)	26,103,659	25,000,000
131 (P.Y. 244,998) Units of Birla Sun Life Floating Rate Fund - STP - DDR (Face Value of ₹ 100 each)	13,100	24,541,710
Nil (P.Y. 849,667) Units of SBI Magnum Income Fund - Growth (Face Value of ₹ 10 each)	-	25,000,000
30,668 (P.Y. 13,739) Units of Reliance Liquid fund TP - DDR (Face Value of ₹ 1,000 each)	46,883,117	223,153,122
Nil (P.Y. 1,000,000) Units of ICICI Prudential Interval Fund II - Quarterly Interval Plan A - Regular - Dividend Payout (Face Value of ₹ 10 each)	-	10,000,000
Nil (P.Y. 94,727) Units of ICICI Prudential Flexible Income Plan - Regular Plan - DDR (Face Value of ₹ 10 each)	-	10,016,207
660,925 (P.Y. 660,925) Units of ICICI Prudential Income Opportunities Fund - Retail - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
418,520 (P.Y. 418,520) Units of Birla Sun Life Short Term Fund - Growth (Face Value of ₹ 10 each)	19,209,882	19,209,882
1,000,000 (P.Y. 1,000,000) Units of HDFC FMP Series 29-447 Days - Reg - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
1,000,000 (P.Y. 1,000,000) Units of DWS Fixed Maturity Plan Series 54-392 days Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
1,890,623 (P.Y. 1,890,623) Units of Kotak FMP Series 145-390 days - Growth (Face Value of ₹ 10 each)	18,906,230	18,906,230
8,730 (P.Y. 8,730) Units of Templeton India STIP - Growth (Face Value of ₹ 1,000 each)	19,942,342	19,942,342
1,284,891 (P.Y. Nil) Units of Birla Sun Life Short Term Opportunities Fund Growth (Face Value of ₹ 10 each)	27,000,000	-
490,259 (P.Y. Nil) Units of HDFC Corporate Debt Opportunities Fund -Reg Growth (Face Value of ₹ 10 each)	5,000,000	-
Nil (P.Y. 979,089) Units of DWS Treasury - Invest Plan - Reg - DDR (Face Value of ₹ 10 each)	-	10,014,909
2,000,000 (P.Y. 2,000,000) Units of ICICI Prudential FMP Series 73-376 Days Plan Q Growth (Face Value of ₹ 10 each)	20,000,000	20,000,000
Nil (P.Y. 2,000,000) Units of IDBI FMP-Series III 385D (March 2013) - C - Growth (Face Value of ₹ 10 each)	-	20,000,000
Nil (P.Y. 561) Units of Reliance Liquid fund - TP - Growth (Face Value of ₹ 1,000 each)	-	1,722,864
500,000 (P.Y. 500,000) Units of ICICI Prudential FMP Series 72-823 Days Plan H Growth (Face Value of ₹ 10 each)	5,000,000	5,000,000

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
250,000 (P.Y. 250,000) Units of HDFC Fixed Maturity Plans 840 Days - Series 29 - Growth (Face Value of ₹ 10 each)	2,500,000	2,500,000
Nil (P.Y. 1,000,000) Units of ICICI Prudential FMP Series 72-366 Days Plan M Reg Growth (Face Value of ₹ 10 each)	-	10,000,000
Nil (P.Y. 445,816) Units of Birla sun Life Short Term Fund - Reg - Growth (Face Value of ₹ 10 each)	-	20,000,000
Nil (P.Y. 889,738) Units of Templeton India Ultra Short Bond Fund - SI - Growth (Face Value of ₹ 10 each)	-	15,000,000
500,000 (P.Y. 500,000) Units of DWS Fixed Maturity Plan - Series 57-384 Days Growth (Face Value of ₹ 10 each)	5,000,000	5,000,000
26,764 (P.Y. Nil) Units of Birla Sun Life Floating Rate Fund - STP - IP Growth (Face Value of ₹ 100 each)	4,970,533	-
Nil (P.Y. 566,090) Units of Reliance Short Term Fund - Growth (Face Value of ₹ 10 each)	-	12,500,000
1,139,627 (P.Y. 212,071) Units of Birla Sun Life Short Term Fund - Reg - MDR (Face Value of ₹ 10 each)	13,426,951	2,500,000
1,444,398 (P.Y. Nil) Units of Templeton India Ultra Short Bond Fund - Super - IP -Growth (Face Value of ₹ 10 each)	25,181,497	-
17,579 (P.Y. Nil) Units of Birla Sunlife Saving fund - Growth (Face Value of ₹ 100 each)	4,614,026	-
2,236,780 (P.Y. Nil) Units of HDFC Short Term Opportunities Fund - MDR (Face Value of ₹ 10 each)	22,700,193	-
1,018,990 (P.Y. Nil) Units of Birla Sunlife Short Term Opportunities Fund - Growth (Face Value of ₹ 10 each)	21,500,000	-
579,971 (P.Y. Nil) Units of Birla Sunlife Saving Fund - DDR (Face Value of ₹ 100 each)	62,399,566	-
54,708 (P.Y. Nil) Units of Axis Bank Debt Fund - Direct Plan - Growth (Face Value of ₹ 1,000 each)	70,000,000	-
5,936,358 (P.Y. Nil) Units of Axis Short Term Fund - WDR (Face Value of ₹ 10 each)	60,219,007	-
4,986,049 (P.Y. Nil) Units of ICICI Prudential Short Term Plan - Reg - FDR (Face Value of ₹ 10 each)	60,152,754	-
TOTAL CURRENT INVESTMENTS	570,722,857	614,040,465
Aggregate of Quoted Investments	570,722,857	614,040,465
Market Value of Quoted Investments	597,690,201	631,703,648
17 TRADE RECEIVABLES		
Unsecured		
Over six months from the date they were due for payment		
- Considered good	189,666,712	140,596,872
- Considered doubtful	34,932,205	23,717,422
Others		
- Considered Good	1,457,968,576	1,378,676,117
	1,682,567,493	1,542,990,411
Less: Provision for Doubtful Debts	34,932,205	23,717,422
TOTAL	1,647,635,288	1,519,272,989
(Refer Note no. 36)		

Notes Forming part of the Consolidated Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
18 CASH AND BANK BALANCES		
CASH AND CASH EQUIVALENTS		
BANK BALANCES		
- In Current Accounts	531,622,317	456,314,399
- In Fixed Deposit Accounts	239,928	-
- In Exchange Earner's Foreign Currency Account	115,230,066	6,110,141
- In Margin Accounts (original maturity of less than 3 months)*	1,165,877	315,160
Cash on Hand	1,393,074	1,520,256
Foreign Currency on hand	1,068	614,689
TOTAL	649,652,330	464,874,645
OTHER BANK BALANCES		
- In Margin Accounts (original maturity of more than 3 months and less than 12 months)*	65,187,019	6,169,774
- In Unclaimed Dividend Accounts	1,605,124	1,602,465
TOTAL	66,792,143	7,772,239
GRAND TOTAL	716,444,473	472,646,884
* All the above ₹ 66,352,896 (P.Y. ₹ 6,484,934) are marked as Lien for Guarantees issued by Banks on behalf of the Company		
19 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good for value to be received in Cash or in Kind, unless otherwise specified)		
Security Deposits	8,036,750	23,612,521
MAT Credit Entitlement	13,563,641	1,243,871
Inter-Corporate Deposits	37,000,000	47,000,000
Service Tax Receivable	27,062,797	24,753,765
Prepaid Expenses	109,899,450	109,820,869
Advance to Vendors	1,186,953	951,713
Advance to Employees	18,358,227	16,865,118
Other Receivables	23,610,073	22,938,014
Fair Value of Outstanding Forward Contracts (Refer Note no. 27)	53,080,009	35,000
Other Advances		
- Considered Doubtful	4,150,000	5,096,208
- Others, Considered Good	9,723,311	11,126,537
	305,671,211	263,443,616
Less: Provision for Bad & Doubtful Advances	11,150,000	12,096,208
TOTAL	294,521,211	251,347,408
20 OTHER CURRENT ASSETS		
Interest accrued on Investments	850,377	4,147,914
Interest accrued but not due on deposits with bank	188,371	535,137
Unbilled Revenue	399,077,952	567,206,076
Contractually reimbursable expenses	1,293,717	601,742
TOTAL	401,410,417	572,490,869

Notes Forming part of the Consolidated Financial Statements

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
21 REVENUE FROM OPERATIONS		
- Sale of Products	127,445,932	144,104,768
- Sale of Services	8,152,501,937	7,193,956,955
TOTAL	8,279,947,869	7,338,061,723
22 OTHER INCOME		
Interest from banks & others	10,796,026	16,429,755
Dividend Income:		
- Current Investments - Non Trade	18,427,681	15,406,918
- Non-Current Investments - Non Trade	397,717	484,678
Profit on Sale of Current Investments - Non Trade	17,798,160	5,721,420
Profit on Sale of Non-Current Investments - Trade	8,615,610	21,631,488
Refund from service tax	6,973,183	-
Miscellaneous Income	2,146,150	2,580,733
Exchange Fluctuation (Net)	526,946	9,297,379
Sundry Balances Written back (Net)	948,841	1,727,349
TOTAL	66,630,314	73,279,720
23 EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages, Bonus & Allowances	4,092,168,742	3,293,009,021
Contribution to Provident Fund and Other Funds (Refer Note no. 28)	193,461,013	131,616,257
Share Based Compensation (Refer Note no. 31)	679,154	1,901,093
Staff Welfare Expenses	156,008,046	129,663,180
Directors Remuneration (Refer Note no. 30)	99,670,328	79,530,640
TOTAL	4,541,987,283	3,635,720,191
24 FINANCE COST		
Interest Expense		
- To Financial Institutions and Banks	56,551,912	27,775,214
- To Others	10,984,941	12,061,900
TOTAL	67,536,853	39,837,114

Notes Forming part of the Consolidated Financial Statements

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
25 OTHER EXPENSES		
Knowledge Associates / Vendor Charges (Refer Note no. 30)	399,799,854	274,426,585
Consultancy Charges / Consumables	34,800,299	17,472,967
Electricity Expenses	108,473,602	92,165,818
Technical Fees	1,065,690,667	1,236,452,852
Partnership Fees	-	204,899
Travelling Expenses	383,182,585	422,470,121
Link Charges	31,107,732	30,569,417
Rent (Refer Note no. 34)	173,860,422	143,631,259
Rates and Taxes	20,286,507	19,219,720
Communication Expenses	67,180,759	53,397,002
Legal and Professional Charges	117,915,058	85,255,499
Remuneration to Auditors	11,919,066	11,186,266
Repairs and Maintenance:		
- Building	16,506,445	10,421,891
- IT & Machinery	76,572,894	44,369,482
Repair Others	45,818,892	30,359,860
Insurance Premium	23,845,800	18,009,206
Sales Commission and Marketing Expenses	18,873,728	9,693,233
Board Sitting Fees	610,000	435,000
Advertisement and Sales Promotion Expenses	35,028,450	44,498,002
Lease Rent and Hire Charges	21,593,753	13,076,353
Entertainment Expenses	3,979,626	5,879,736
Miscellaneous Expenses	11,796,472	14,188,099
Expenditure on CSR Activity	2,320,169	-
Provision for Doubtful Investment	-	1,338,906
Provision for Doubtful Debts	6,718,000	12,280,616
Loss on Sale of Fixed Assets	4,735,949	6,457,420
Bad Debts Written Off	6,904,682	2,476,942
Provision for doubtful Receivables / Advances	-	7,053,584
Provision for diminution in value of Investments	5,719,490	7,157,206
Bank & Other Charges	5,471,923	6,602,876
Recruitment Expenses	32,229,142	18,479,898
Subscription Charges	14,794,252	11,695,491
Printing & Stationery	25,789,935	20,174,328
Security Charges	14,526,660	12,081,037
TOTAL	2,788,052,813	2,683,181,571

Notes Forming part of the Consolidated Financial Statements

26 CONTINGENT LIABILITY:

Provision is made in the accounts if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Contingent Liabilities to the extent not provided for:

	March 31, 2015 ₹	March 31, 2014 ₹
(a) Claims against the Company not acknowledged as debt:		
(i) Income Tax matters	4,510,680	29,710,966
(ii) Sales Tax matters	5,074,525	5,074,525
(iii) Fringe benefits Tax Liability	-	30,739
(iv) Service Tax Matters	6,927,756	-
(b) Details of guarantees and sureties outstanding as at:		
(i) Guarantees given by Banks to Embassy Centre Premises Co-operative Society Ltd.	425,930	425,930
(ii) Guarantees given by Banks to the Assistant Commissioner of Central Excise and Customs department	421,875	800,875
(iii) Guarantees given by Banks to UNFCCC, BONN, Germany for Euro 84,398.70	-	6,118,000
(iv) Guarantees given by Banks to Directorate of Information Technology	630,000	2,720,000
(v) Corporate guarantees provided to Banks against credit facilities extended to Subsidiaries	191,750,000	262,752,500
(vi) Guarantees given by Banks to Chief Accounts Officer, Aurangabad Municipal Corporation.	1,052,000	1,052,000
(vii) Guarantees given by Banks to Navi Mumbai Municipal Corporation	-	330,000
(viii) Guarantees given by Banks to The Tender Manager, NICS	500,000	500,000
(ix) Guarantees given by Banks to Senior Accounts Officer, Electricity Department Puducherry	-	785,840
(x) Guarantees given by Banks to The Municipal Commissioner Greater Mumbai	-	2,103,379
(xi) Guarantees given by Banks to United Nations	250,000	-
(c) Capital and other commitments:		
(i) Estimated amount of contracts on capital account remaining to be executed and not provided for (net of advances)	-	-
(ii) Estimated amount payable under business development agreement USD 256,000 equivalent to ₹ 16,000,000 (P.Y. USD 256,000 equivalent to ₹ 15,336,960) to business consultant.		

Notes Forming part of the Consolidated Financial Statements

- 27** The Company in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rates. The counter party is generally a bank. The foreign exchange forward contracts mature within a period of one month and two years.

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Particulars	March 31, 2015 ₹	March 31, 2014 ₹
Not later than one month	101,339,300	33,005,191
Later than one month and not later than three months	201,075,300	66,326,132
Later than three months and not later than one year	860,279,225	270,934,273
Later than one year	635,580,555	55,281,200
Total	1,798,274,380	425,546,796

The following are outstanding foreign exchange forward contracts, which have been designated as Cash Flow Hedges, as at:

Foreign Currency	March 31, 2015			March 31, 2014		
	No. of Contracts	Notional amount of Currency Forward contracts	Fair Value (₹) gain / (loss)	No. of Contracts	Notional amount of Currency Forward contracts	Fair Value (₹) gain / (loss)
U.S. Dollar	212	18,585,000	17,905,911	96	6,360,000	(5,359,150)
Euro	67	3,810,000	34,844,965	6	180,000	(78,654)
Sterling Pound	44	2,200,000	26,154,791	6	180,000	(689,700)
Total			78,905,667			(6,127,504)

Net profit / (loss) on derivative instruments of ₹ 78,905,667 (P.Y. ₹ (6,127,504)) recognised in Hedging reserve as of March 31, 2015, is expected to be reclassified to the statement of profit and loss by March 31, 2017. The foreign currency exposures that are not hedged by a derivative instrument or otherwise is ₹ 328,227,090 (P.Y. ₹ 1,096,973,795).

The Company has applied the principles of Cash Flow Hedge Accounting as per Accounting Standard (AS) - 30, Financial Instrument: Recognition and Measurement, along with limited revision to other accounting standards, issued by the Institute of Chartered Accountants of India. AS-30, along with limited revision to the other accounting standards, have not currently been notified by the National Advisory Council for Accounting Standard (NACAS) pursuant to the Companies(AS) rules, 2006 as per section 211(3C) of the Companies Act, 1956.

Notes Forming part of the Consolidated Financial Statements

28 EMPLOYEE BENEFITS

	March 31, 2015 ₹	March 31, 2014 ₹
Defined Contribution Plan		
I. Charge to the Profit and Loss Statement based on contributions:		
Employers Contribution to Provident Fund	90,358,065	53,473,786
Employers Contribution to Other Foreign Defined Contribution Plans	80,119,463	62,101,931
Employers Contribution to Employees' State Insurance	15,724,766	8,931,467
Employers Contribution to Employees' Pension Scheme 1995	6,140,641	6,525,934
Employers Contribution to Labour Welfare Fund & Others	1,118,078	583,139
Included in Contribution to Provident Fund and Other Funds (Refer Note no. 23)	193,461,013	131,616,257
Defined Benefit Plan		
I. Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015:		
A. Change in Defined Benefit Obligation:		
Present Value of Defined Benefit Obligation as at the beginning of the year	73,722,675	48,571,607
Interest Cost	6,716,603	3,885,729
Current Service Cost	11,797,134	7,324,057
Liability Transferred out	-	15,189,953
Benefits Paid	(11,041,258)	(13,313,953)
Actuarial (gain) / loss	11,616,669	12,065,282
Present Value of Defined Benefit Obligation as at the end of the year	92,811,823	73,722,675
Included in Long-Term & Short-Term Provisions (Refer Note no. 8 & 11)		
B. Changes in Fair Value of Assets:		
Fair Value of Plan Asset as at beginning of the year	1,483,781	1,389,959
Expected return on Plan Assets	129,089	120,926
Contributions by the employer	11,041,258	13,313,953
Benefits Paid	(11,041,258)	(13,313,953)
Actuarial gain / (loss)	4,451	(27,104)
Fair Value of Plan Asset as at end of the year	1,617,321	1,483,781
C. Amount recognised in the Balance Sheet:		
Present value of defined benefit obligation as at end of the year	(92,811,823)	(73,722,675)
Fair Value of Plan Assets at the end of the year	1,617,321	1,483,781
Net Asset / (Liability) recognised in Balance Sheet (Refer Note no. 8 & 11)	(91,194,502)	(72,238,894)
D. Expenses recognised in Profit and Loss Statement:		
Current Service Cost	11,797,134	7,324,057
Interest Cost	6,716,603	3,885,729
Expected return on Plan Assets	(129,089)	(120,926)
Actuarial gain / (loss)	11,612,218	12,065,282
Total Expenses / (Income) recognised in Profit and Loss Statement	29,996,866	23,154,142
Included in Salaries, Wages, Bonus & Allowances (Refer Note no. 23)		
E. Principal Actuarial Assumptions used:		
1. Discount Rate (per annum)	8.04%	9.03%
2. Salary Escalation	4.50%	3.50%
3. Mortality table	Indian Assured Lives Mortality (2006-2008)	Indian Assured Lives Mortality (2006-2008)
F. Experience Adjustments:		
Experience Adjustments on Plan Liability (gain)/loss	7,753,370	7,697,247

Note:

Provision towards liability for Leave Encashment made on the basis of actuarial valuation as per Accounting Standard 15 (Revised). Actuarial value liability is ₹ 57,124,248 (P.Y. ₹ 46,877,053) based upon following assumptions:

	March 31, 2015	March 31, 2014
Discount Rate	8.04%	9.03%
Salary Escalation	4.50%	3.50%

Notes Forming part of the Consolidated Financial Statements

29 SEGMENTAL INFORMATION:

The Management Information System of DGSL group identifies and operates in a single primary business segment. In the opinion of the management these activities are governed by the same set of risk and returns as per AS-17 dealing with segmental reporting. Secondary segmental reporting is on the basis of geographical location of customers.

Performance of Business Segment is as follows:

	March 31, 2015 ₹	March 31, 2014 ₹
Revenue		
Sale to External Customers	8,279,947,869	7,338,061,723
Segment result profit	573,911,552	702,502,507
Other Income	66,630,314	73,279,720
Direct Taxes	155,401,034	193,720,065
Profit from Ordinary Activities	485,140,832	582,062,162
Net Profit	485,140,832	582,062,162
Other Segment Information		
Capital Expenditure (Net)	155,386,163	885,842,582
Depreciation and Amortisation	209,858,779	160,643,724
Non Cash Expenses other than depreciation (Net)	23,129,280	35,037,325
Particulars of Segment Assets and Liabilities		
Segment Assets	5,531,216,339	5,443,895,181
Investments	839,416,114	866,739,918
Bank Deposits	78,393,694	16,151,005
Other Assets	312,788,194	181,213,705
Total Assets	6,761,814,341	6,507,999,809
Segment Liabilities	1,681,803,437	1,764,594,057
Other Liabilities	122,215,611	244,856,053
Total Liabilities	1,804,019,048	2,009,450,110

Geographic Segment

Revenue attributable to the location of the customers is as follows:

Geographic Location	March 31, 2015 ₹	March 31, 2014 ₹
USA	6,101,475,124	4,943,242,235
Europe	1,753,438,256	1,504,390,182
Others	425,034,488	890,429,306
Total	8,279,947,869	7,338,061,723

Notes Forming part of the Consolidated Financial Statements

30 RELATED PARTY DISCLOSURES:

- (i) As per Accounting Standard 18, as notified by the rules the disclosures of Related Parties and transactions during the year as deemed in the Accounting Standard are given below:

(A) Key Managerial Personnel

Dr. Lalit S. Kanodia
 Mr. Rahul L. Kanodia
 Mr. Sameer L. Kanodia
 Mr. Vidur V. Bhogilal
 Mr. Michael Thuleweit
 Mr. Munwar Shariff
 Mr. Vijay Iyer
 Mrs. Sivakameswari V. Narayan
 Mr. Kapilanandan Viswanathan
 Mr. Krishna Tewari
 Ms. Divya Kumat
 Mr. Ashish Jain
 Mr. Jayaprakash Kalappan

(B) Relatives Of Key Managerial Personnel and Enterprise owned by Key Managerial Personnel

Mrs. Asha L. Kanodia
 Mrs. Priyadarshini R. Kanodia
 Datamatics Staffing Services Ltd.
 Datamatics Employees Welfare Trust
 Datamatics Financial Services Ltd.
 Amon Technologies Pvt. Ltd.
 Datamatics Management Services LLP
 Anemone Management Consultancy Pvt. Ltd.
 Datascan Services

(C) Holding Company

Delta Infosolutions Pvt. Ltd.

(D) Enterprise having significant influence

JM Financial Trustee Company Pvt. Ltd.
 NEAAndo - US Venture Capital LLC

Notes Forming part of the Consolidated Financial Statements

(ii) Details of transactions with the related parties stated in (i) above:

(Amount In ₹)

Nature of transaction	Refer to (i) A above		Refer to (i) B above		Refer to (i) C above		Refer to (i) D above	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Sales - Technical Services	-	-	-	125,705	-	-	-	-
Datamatics Financial Services Ltd.	-	-	-	125,705	-	-	-	-
Technical Fees	-	-	10,569,025	19,012,789	-	-	-	-
Datamatics Staffing Services Ltd.	-	-	10,569,025	19,012,789	-	-	-	-
Managerial Remuneration	92,920,328	68,424,056	-	-	-	-	-	-
Dr. L. S. Kanodia	5,831,597	5,326,502	-	-	-	-	-	-
Mr. Rahul L. Kanodia	8,462,880	8,104,914	-	-	-	-	-	-
Mr. Vidur V. Bhogilal	5,036,755	6,792,714	-	-	-	-	-	-
Mr. Sameer L. Kanodia	4,934,132	4,216,219	-	-	-	-	-	-
Mr. Michael Thuleweit	15,289,504	15,385,306	-	-	-	-	-	-
Mr. Manish Sheladia	-	362,650	-	-	-	-	-	-
Mr. Munwar Shariff	4,194,319	15,525,542	-	-	-	-	-	-
Mr. Vijay Iyer	23,920,069	-	-	-	-	-	-	-
Mrs. Sivakameswari V. Narayan	8,888,032	5,286,207	-	-	-	-	-	-
Mr. Kapilnandan Viswanathan	8,638,032	4,942,874	-	-	-	-	-	-
Mr. Krishna Tewari	7,725,008	2,481,128	-	-	-	-	-	-
Commission	6,000,000	9,906,584	-	-	-	-	-	-
Dr. L. S. Kanodia	3,000,000	4,953,292	-	-	-	-	-	-
Mr. Rahul L. Kanodia	3,000,000	4,953,292	-	-	-	-	-	-
Proposed Dividend	4,598,024	8,842,354	3,496,381	6,723,809	20,678,932	39,767,178	-	-
Interim Dividend	2,475,859	-	1,882,666	-	11,134,810	-	-	-
Sitting Fees	-	-	95,000	-	-	-	-	-
Mrs. Asha L. Kanodia	-	-	95,000	-	-	-	-	-
Salaries	12,754,138	-	1,899,154	1,747,800	-	-	-	-
Mrs. Priyadarshini Kanodia	-	-	1,899,154	1,747,800	-	-	-	-
Ms. Divya Kumari	4,072,658	-	-	-	-	-	-	-
Mr. Ashish Jain	6,172,564	-	-	-	-	-	-	-
Mr. Jayaprakash Kalappa	2,508,916	-	-	-	-	-	-	-
Recruitment Expenses	-	-	418,223	57,483	-	-	-	-
Datamatics Staffing Services Ltd.	-	-	418,223	57,483	-	-	-	-
Training Expenses	-	-	-	10,000	-	-	-	-
Datamatics Staffing Services Ltd.	-	-	-	10,000	-	-	-	-
Miscellaneous Expenses	-	-	285,232	342,237	-	-	-	-
Datamatics Financial Services Ltd.	-	-	285,232	342,237	-	-	-	-
Preference Share at the end of the Year	-	-	-	-	-	-	771,758,060	771,758,060
JM Financial Trustee Company Pvt. Ltd.	-	-	-	-	-	-	600,284,640	600,284,640
NEA Ando - US Venture Capital LLC	-	-	-	-	-	-	171,473,420	171,473,420
Loans and Advances Repaid during the year	-	-	619,363	1,725,861	-	-	-	-
Datamatics Employees Welfare Trust	-	-	619,363	1,725,861	-	-	-	-
Loans and Advances Given during the year	-	-	20,000	60,000	-	-	-	-
Datamatics Employees Welfare Trust	-	-	20,000	60,000	-	-	-	-
Payables	6,004,760	9,906,584	-	-	-	-	-	-
Dr. L. S. Kanodia	3,000,000	4,953,292	-	-	-	-	-	-
Mr. Rahul L. Kanodia	3,000,000	4,953,292	-	-	-	-	-	-
Mr. Vidur V. Bhogilal	4,760	-	-	-	-	-	-	-
Receivables	-	-	62,891,682	63,491,045	-	-	-	-
Datamatics Financial Services Ltd.	-	-	204,215	204,215	-	-	-	-
Datamatics Employees Welfare Trust	-	-	62,687,467	63,286,830	-	-	-	-

Note:

Related parties are identified by the management and relied upon by the auditors.

Notes Forming part of the Consolidated Financial Statements

31 EMPLOYEE STOCK OPTION SCHEME:

The Datamatics Employees Welfare Trust (Trust) had purchased 1,753,261 shares of Company for granting stock options to the employees. The purchases are financed by loans from the Company. Amount recoverable from Trust (unsecured) as on March 31, 2015 is ₹ 62,687,467 (P.Y. ₹ 63,286,830).

(i) Key Employee Stock Option Plan, 2006

Under the Key Employee Stock Option Plan, 2006, 116,000 options were granted at exercise price of ₹ 5 per option and the third vesting period falls during the current F.Y. 2014-15. During the year no options have been vested and exercised. Upon vesting and exercise of the stock options, equity shares will be granted to the employees from the shares held by the Trust. During the F.Y. 2012-13 6,440 shares have been vested and exercised and 70,000 stock options have lapsed.

(ii) Key Employee Stock Option Plan, 2007

Under the Key Employee Stock Option Plan, 2007, 300,000 options were granted at exercise price of ₹ 5 per option and the third vesting period falls during current F.Y. 2014-15. During the year 25,900 options have been vested and exercised. Upon vesting and exercise of the stock options, equity shares will be granted to the employees from the shares held by the Trust. During the year 103,240 stock options have lapsed.

During the year, an amount of ₹ 679,154 (P.Y. ₹ 1,901,093) has been expensed out considering the proportionate vesting period, which has been included in Salaries, Wages, Bonus & Allowances and the balance has been disclosed under Reserves and Surplus as reduction from Employee Stock Option Outstanding.

32 DURING THE YEAR:

- (i) The Step-down Subsidiary Company Datamatics Global Holding Corp "DGHC" had filed on February 24, 2015 for liquidation proceedings before the Registrar of Corporate Affairs, British Virgin Islands. "DGHC" was subsequently dissolved and the name has been struck off by the Certificate of Registrar of Corporate Affairs dated March 23, 2015.
- (ii) Datamatics Global Technologies AG, Zug, Switzerland has applied for voluntary liquidation and winding up proceedings.

33 EARNING PER SHARE

The Components of basic and diluted earnings per share were as follows:

	March 31, 2015	March 31, 2014
(a) Net Profit / (Loss) after taxation attributable to equity shareholders (in ₹)	432,106,159	486,966,717
(b) Weighted average number of Outstanding equity shares considered for Basic EPS (Nos.)	58,949,337	58,949,337
(c) Dilutive Impact on Net Profit after Minority Interest on potential conversion of outstanding Preference Shares (in ₹)	1,704,500	8,271,946
(d) Net Profit / (Loss) after taxation attributable to equity shareholders on potential conversion of outstanding Preference Shares (in ₹)	430,401,659	478,694,771
(e) Earnings per share		
(Nominal value per share ₹ 5 each)		
Basic earning per share (in ₹) (a/b)	7.33	8.26
Diluted earning per share (in ₹) (a/c)	7.30	8.12

34 Leases:

The Company's significant leasing arrangements are mainly in respect of residential and office premises. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses" in Note 25. These leasing arrangements are for a period not exceeding five years and are in most cases renewable by mutual consent, on mutually agreeable terms.

Notes Forming part of the Consolidated Financial Statements

Future lease rentals payable in respect of residential and office premises:

	March 31, 2015 ₹	March 31, 2014 ₹
Amount due within one year from the balance sheet date	136,859,284	123,879,821
Amount due in the period between one year and five years	191,152,692	85,462,810
Amount due later than five years	26,234,653	-

The Following Lease payments are recognised in Profit and Loss Statement:

Lease Rent	173,860,422	143,631,259
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Note:

- (a) Future lease payments are determined on the basis of terms of the lease agreement.
 - (b) At the expiry of term of the agreement, the Company has an option either to return the leased assets or extend the term by giving a notice in writing.
- 35 In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act 2006, the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of the information about registration of the enterprises under the above Act, the required information could not be furnished.
 - 36 The Company has received confirmations from few Trade receivables, Other receivables and for majority of loans and advances. Remaining Trade receivables, Other receivables, Trade payables and loans and advances are subject to confirmation and reconciliation, and consequent impact if any will be adjusted as and when determined.
 - 37 In the opinion of the Company, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known Liabilities and for Depreciation is adequate and not in excess of the amount reasonably necessary.
 - 38 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013, with effect from April 1, 2014, the Company revised the estimated useful life of relevant assets to align the useful life with those specified in Schedule II. Pursuant to the transitional provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of the assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on April 1, 2014, and adjusted an amount of ₹ 37,499,331 (net of deferred tax asset of ₹ 12,225,677) against the opening balance in the Statement of Profit and Loss under Reserves and Surplus.

Consequent to the change in the useful life of the assets, the depreciation expense in the Statement of Profit and Loss for the year is higher by ₹ 45,612,923 and profit before tax for the year is lower by the like amount.

39 PRIOR PERIOD COMPARATIVES:

During the year ended March 31, 2014:

The Company had acquired controlling interest in Datamatics eRetail and Publishing Limited (now known as Lumina Datamatics Limited ("LD")) on September 5, 2013. Thereafter, the Hon'ble High Court, Madras has passed an order sanctioning the Scheme of Arrangement/Amalgamation ["Scheme"] of Premedia Global Private Limited (wholly owned subsidiary of LD) and Datamatics eRetail and Publishing Limited (wholly owned subsidiary of the Company) with and into LD on March 17, 2014. The Appointed Date for the said Scheme was January 1, 2014 and the Effective Date was March 31, 2014. Pursuant to the sanctioned Scheme, the Company holds 73.12% of equity share capital in LD. The Consolidated financial results for the year ended March 31, 2015 are not comparable with the corresponding previous year ended March 31, 2014, as it includes 100% income and expenses of LD from September 5, 2013 to March 31, 2014.

Previous year figures have been appropriately regrouped/reclassified and rearranged wherever necessary to confirm to the current year's presentation.

40 Figures are rounded off to the nearest rupees.

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi Associates

Chartered Accountants
Firm Registration No. 104746W

Dr. Lalit S. Kanodia
Chairman

Jyoti Kawa

Partner
Membership No. 105654

R. K. Saraswat
Director

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Divya Kumat
Sr. VP. - Legal & Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Consolidated Cash Flow Statement

Particulars	2015 ₹	2014 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	640,541,866	775,782,227
Adjusted for:		
Provision for Retirement benefits	45,236,838	48,189,164
Depreciation and Amortization	209,858,779	160,643,724
Finance Costs	67,536,853	39,837,114
Loss on sale of Fixed Assets	4,735,949	6,457,420
Interest on Fixed Deposit & Others	(10,796,026)	(16,429,755)
Dividend Received	(18,825,398)	(15,891,596)
Profit on sale of Investments	(26,413,770)	(27,352,908)
Provision for diminution in the value of investment	5,719,490	7,157,206
Bad Debts Written off	6,904,682	2,476,942
Provision for doubtful Investment	-	1,338,906
Provision for doubtful Debts	6,718,000	12,280,616
Provision for doubtful Receivables / Advances	-	7,053,584
Employee Stock Option Expenses	679,154	1,901,093
Exchange difference on translation of foreign currency monetary items	8,786,473	4,504,845
	300,141,024	232,166,355
Operating Profit before Working Capital Changes	940,682,890	1,007,948,582
Adjusted for:		
(Increase) in Sundry Debtors	(128,362,299)	(953,545,825)
Decrease / (Increase) in Loans and Advances	141,321,677	(122,181,808)
(Decrease) / Increase in Current Liabilities	(131,400,820)	300,495,890
	(118,441,442)	(775,231,743)
Cash Generated from Operations	822,241,448	232,716,839
Tax Paid (Net of tax refund received)	244,102,390	155,289,895
Net Cash From Operating Activities	578,139,058	77,426,944
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(179,946,282)	(947,304,522)
Purchase of Investments	(21,096,737)	(93,577,063)
Interest on Fixed Deposit & Others	10,796,026	16,429,755
Profit Loss on sale of Investments	26,413,770	27,352,908
Dividend Received	18,825,398	15,891,596
Net Cash from Investing Activities	(145,007,825)	(981,207,326)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issuance of Preference Share Capital	-	771,758,060
Proceeds from Borrowings	9,567,459	522,559,496
Finance Costs	(67,536,853)	(39,837,114)
Final Equity Dividend Paid	(115,682,471)	(92,885,337)
Tax paid on dividend	(19,659,896)	(12,873,940)
Interim Dividend Paid	(39,534,518)	-
Tax paid on Interim dividend	(6,720,796)	-
Net Cash Flow from Financing Activities	(239,567,075)	11,48,721,165
Net Increase in Cash and Cash Equivalent during the year	193,564,158	244,940,783
Cash and Cash Equivalents as at beginning of the year	464,874,645	224,438,707
Exchange difference on translation of foreign currency Cash and Cash Equivalents	(8,786,473)	(4,504,845)
Cash and Cash Equivalents as at the end of the year	649,652,330	464,874,645
Earmarked balances with banks	66,792,143	7,772,239
Cash and Bank balances at the end of the year	716,444,473	472,646,884

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

Dr. Lalit S. Kanodia
Chairman

Jyoti Kawa
Partner
Membership No. 105654

R. K. Saraswat
Director

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Divya Kumat
Sr. VP. - Legal & Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Independent Auditors' Report

To the Members of DATAMATICS GLOBAL SERVICES LIMITED (formerly known as DATAMATICS TECHNOLOGIES LIMITED)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of DATAMATICS GLOBAL SERVICES LIMITED (formerly known as DATAMATICS TECHNOLOGIES LIMITED) ("the Company"), which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We conducted our audit in accordance with the provisions of the Act, the Accounting and Auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

With reference to note number 41 to the financial statements regarding the Company's investments aggregating ₹ 995,976,964 in five of its wholly owned subsidiaries and loans and advances aggregating ₹ 323,408,544 to these subsidiaries, net worth has declined and two of these have incurred losses. As explained in the said note, these investments are for long term and of strategic nature. Accordingly, the said investments and loans and advances are considered good and recoverable by the Company. In view of this, we are unable to comment on whether provision, if any, for the diminution in the value of investments is required to be made. Our opinion is not qualified in respect of this matter.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the order") issued by the Central Government of India in terms of sub-section (11) of 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors, as on March 31, 2015 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us. In our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 26 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Kanu Doshi Associates

Chartered Accountants

Firm Registration Number: 104746W

Jyoti Kawa

Partner

Membership No: 105654

Place : Mumbai

Date : May 27, 2015

Annexure to the Auditors' Report

Referred to in paragraph 1 of Report on other legal and regulatory requirement of the Auditor's report of even date to the members of DATAMATICS GLOBAL SERVICES LIMITED (formerly known as DATAMATICS TECHNOLOGIES LIMITED) for the year ended March 31, 2015;

1. In respect of the fixed assets of the Company:
 - (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, all fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
2. The Company's nature of operations does not require it to hold inventories. Consequently, clause 3(ii) of the order is not applicable.
3. As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Hence sub clauses (a) & (b) of clause 3(iii) of the order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and do not have any unclaimed deposits. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company. .
6. We have been informed that the Central Government has not prescribed maintenance of cost records under section 148 (1) of the Act.
7. According to the information and explanations given and on the basis of records produced before us:
 - (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (b) The disputed statutory dues aggregating ₹ 5,024,525/- pending before the appropriate authorities are as under:

Sr. No.	Name of the Statute	Nature of the dues	Forum where the dues is pending	Amount in ₹
1	Sales Tax Act	Sales Tax	Asst. Commissioner of Sales Tax	5,024,525
			Total	5,024,525

8. The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
10. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by its subsidiaries from banks are not prima facie, prejudicial to the interest of the Company.
11. The term loans have been used for the purpose they were applied for.
12. To the best of our knowledge and belief and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Kanu Doshi Associates

Chartered Accountants

Firm Registration Number: 104746W

Jyoti Kawa

Partner

Membership No: 105654

Place : Mumbai

Date : May 27, 2015

Balance Sheet

Particulars	Note No.	As at March 31, 2015 ₹	As at March 31, 2014 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	294,746,685	294,746,685
Reserves and Surplus	4	3,861,994,942	3,616,107,849
		4,156,741,627	3,910,854,534
NON-CURRENT LIABILITIES			
Long-Term Borrowings	5	387,500,000	520,018,800
Deferred Tax Liabilities (Net)	6	-	10,481,164
Other Long-Term Liabilities	7	473,895	5,703,376
Long-Term Provisions	8	61,159,926	55,503,145
		449,133,821	591,706,485
CURRENT LIABILITIES			
Short-Term Borrowings	9	128,087,880	126,147,547
Trade Payables		98,201,104	96,112,014
Other Current Liabilities	10	194,291,579	191,933,269
Short-Term Provisions	11	66,076,044	100,550,312
		486,656,607	514,743,142
TOTAL		5,092,532,055	5,017,304,161
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	12		
- Tangible Assets		906,165,606	950,113,717
- Intangible Assets		57,514,028	54,307,493
Capital Work-in-progress		109,694,871	109,839,074
Deferred Tax Assets (Net)	6	8,945,030	-
Non-Current Investments	13	2,631,511,348	2,641,370,222
Amount recoverable from ESOP Trust		62,687,467	63,286,830
Long-Term Loans and Advances	14	439,773,517	309,237,479
Other Non-Current Assets	15	14,113,580	10,982,605
		4,230,405,447	4,139,137,421
CURRENT ASSETS			
Current Investments	16	151,841,524	242,548,367
Trade Receivables	17	427,220,301	414,032,384
Cash and Bank Balances	18	99,731,655	42,214,904
Short-Term Loans and Advances	19	140,477,329	68,882,020
Other Current Assets	20	42,855,799	110,489,065
		862,126,608	878,166,740
TOTAL		5,092,532,055	5,017,304,161
Significant accounting policies and notes forming part of the financial statements	1-48		

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi AssociatesChartered Accountants
Firm Registration No. 104746W**Dr. Lalit S. Kanodia**
Chairman**Jyoti Kawa**Partner
Membership No. 105654**R. K. Saraswat**
Director**Rahul L. Kanodia**
Vice Chairman & CEOPlace: Mumbai
Dated: May 27, 2015**Divya Kumat**
Sr. VP. - Legal & Company Secretary**Vidur V. Bhogilal**
Executive Director
& Chief Financial Officer

Statement of Profit & Loss Account

Particulars	Note No.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
REVENUE FROM OPERATIONS	21	1,885,738,651	2,039,254,049
Other Income	22	79,395,983	184,494,768
Total Revenue		1,965,134,634	2,223,748,817
EXPENSES			
Purchase of IT Products & Licenses		-	1,873,922
Employee Benefits Expenses	23	1,019,976,299	1,103,256,608
Finance Costs	24	51,236,814	16,298,779
Depreciation and Amortization Expenses	12	84,198,016	65,295,072
Other Expenses	25	518,837,558	552,698,248
Total Expenses		1,674,248,687	1,739,422,629
Profit / (Loss) before Tax		290,885,947	484,326,188
Tax Expense			
- Current Tax		64,750,000	90,700,000
- MAT Credit entitlement		(19,209,104)	(13,533,203)
- Deferred Tax	6	(10,157,046)	(6,875,100)
- Wealth Tax		135,370	134,997
- Tax Adjustment of earlier years		1,992,296	-
Profit / (Loss) after Tax for the year		253,374,431	413,899,494
Earnings per share (Face value ₹ 5 each, (P.Y. ₹ 5 each)) in ₹	37		
- Basic		4.30	7.02
- Diluted		4.30	7.02
Significant accounting policies and notes forming part of the financial statements	1-48		

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

Dr. Lalit S. Kanodia
Chairman

Jyoti Kawa
Partner
Membership No. 105654

R. K. Saraswat
Director

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Divya Kumat
Sr. VP. - Legal & Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Notes forming part of the Financial Statements

1 COMPANY OVERVIEW

Datamatics Global Services Limited (DGSL) was incorporated on November 3, 1987 as Interface Software Resources Private Limited. The name of the Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On December 27, 1999, the Company converted itself from a Private Limited Company into a Public Limited Company and the name of the Company was changed to Datamatics Technologies Limited on January 13, 2000. The name of the Company was changed from "Datamatics Technologies Limited" to "Datamatics Global Services Limited" (DGSL) with effect from January 17, 2009.

Datamatics, a trusted partner to several Fortune 500 Companies is a global provider of Information Technology (IT) and Business Process Outsourcing (BPO) and Consulting services. The Company provides business aligned next-generation solutions to a wide range of industry verticals that help enterprises across the world overcome their business challenges and achieve operational efficiencies. These solutions leverage innovations in technology, knowledge of business processes, and domain expertise to provide clients a competitive edge.

2 SIGNIFICANT ACCOUNTING POLICIES

I. Basis of Preparation of Financial Statements:

The financial statements have been prepared on the basis of Going Concern concept and under the historical cost convention except for certain Fixed Assets which are revalued. The Company adopts accrual basis in preparation of its financial statements to comply in all material aspects with applicable accounting principles generally accepted in India, the Accounting Standards as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year, unless otherwise mentioned in the notes.

II. Use of Estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amounts of the assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialized.

III. Revenue Recognition:

Revenue from services is recognised based on time and material and billed to the clients as per the terms of the contract. In the case of fixed price contracts, revenue is recognised on periodical basis based on units executed and delivered.

Revenue / Income from sale of traded goods is recognised on dispatch of goods. Sales are exclusive of taxes, wherever applicable.

Interest on deployment of funds is recognised on accrual basis. Dividend income is recognised when right to receive payment is established. Profit on sale of investment is recognised on sale of investments.

Revenue from software development on a time and material basis is recognised based on software developed and billed on clients as per the terms of specific contracts.

Cost and earnings in excess of billings are classified as Unbilled revenue while Billings in excess of Cost and earnings are classified as Unearned revenue. Discount is recognised on Cash basis in accordance with the contractual term of the agreement with the customers.

IV. Tangible assets, Intangible assets and Capital work-in-progress:

Fixed Assets are valued at cost, except for certain Fixed Assets which have been stated at revalued amounts as determined by approved independent valuer, after reducing accumulated depreciation until the date of the balance sheet. Direct Costs are capitalised until the assets are ready to use and include financing costs relating to any specific borrowing attributable to the acquisition of fixed assets. Intangible assets are recognised, only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any. Capital work-in-progress includes where assets not put to use before the year end.

Notes forming part of the Financial Statements

V. Depreciation and Amortization:

Depreciation on tangible fixed assets is provided on the Straight Line Method except for leasehold and freehold land as per the useful life and in the manner prescribed in Schedule II to Companies Act, 2013. (Refer Note no. 44) Intangible assets including internally developed intangible assets are amortized over a period of three years for which the Company expects the benefits to accrue. Leasehold Premises is amortized on the Straight Line method over the period of the 15 years.

VI. Valuation of Inventories:

Inventory, if any, is valued at cost (arrived on FIFO basis) or net realizable value, whichever is lower. Custom Duty on the goods where title has passed to the Company is included in the value of inventory.

VII. Investments:

Investments classified as long term investments are stated at cost. Provision is made to recognise any diminution, other than temporary, in the carrying value of each investment. Current investments are carried at lower of cost and fair value of each investment.

VIII. Employee Benefits:

(i) Defined Contribution Plan

Contribution to defined contribution plans are recognised as expense in the Profit and Loss Statement, as they are incurred.

(ii) Defined Benefit Plan

Companies liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at Balance Sheet date. Actuarial gains / losses are recognised immediately in the Profit and Loss Statement. Long term compensated absences are provided for based on actuarial valuation.

IX. Foreign Exchange Transactions:

- (i) Transactions in foreign currency are recorded at the rates of exchange prevailing at the date of the transactions.
- (ii) Monetary items denominated in foreign currencies at the balance sheet date are translated at the balance sheet date rates. Non monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.
- (iii) Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognised in Profit and Loss Statement in the year in which it arises.

X. Derivative Instruments and Hedge Accounting:

The Company uses foreign currency forward contracts to hedge it's risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. Such forward contracts are utilised against the inflow of funds under firm commitments. The Company does not use the forward contract for speculative purposes. The Company designates these hedging instruments as cash flow hedge. The use of hedging instruments is governed by the Company's policies approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised directly in shareholders' funds and the ineffective portion is recognised immediately in the statement of profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the statement of profit and loss as they arise.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument

Notes forming part of the Financial Statements

recognised in shareholders' funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in shareholders' funds is transferred to the statement of profit and loss for the period.

XI. Leases:

Lease under which the Company assumes substantially all the risk and rewards of ownership are classified as Finance Leases. The leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating lease. Operating lease payments are recognised as expenses in the Profit and Loss Statement.

XII. Taxation:

Current Income tax expense comprises taxes on income from operations in India. Income tax payable in India is determined in accordance with the provision of Income Tax Act, 1961.

The Company comprises of business units established under the Software Technology Park Scheme & Special Economic Zones Act. These units enjoy a tax holiday as per rules framed under the above schemes and as per the Income-tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefit in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax after the tax holiday period.

The difference that result between the profit considered for income taxes and the profit as per the financial statement are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the difference that originate in one accounting period and reverse in another based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.

XIII. Borrowing Cost:

Borrowing costs, which are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as expenses in the period in which they are incurred.

XIV. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

XV. Earnings Per Share:

In determining earnings per share, the Company considers the net profit after tax after reducing the preference dividend and tax thereon and includes the post-tax effect of any extra-ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

XVI. Employee Stock Option Scheme:

Employee Compensation in the form of stock options, granted under various schemes are charged to Profit and Loss Statement, based on Intrinsic value method, over the vesting period.

Notes forming part of the Financial Statements

XVII. Impairment of Assets:

The carrying value of assets is reviewed for impairment, when events or changes in circumstance indicate that the carrying values may not be recoverable. In addition, at each balance sheet date, the Company assesses whether there is any indication that an assets may be impaired. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and Value-in-Use. In assessing Value-in-use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

XVIII. Provision, Contingent Liabilities and Contingent Assets:

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Contingent Assets are neither recognised, nor disclosed.

XIX. Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from date of purchase to be cash equivalents.

XX. Segment Reporting:

Primary Segment is identified based on the nature of products and services, the different risk and returns and the internal business reporting system. Secondary segment is identified based on geographical area in which major operating divisions of the Company operate.

XXI. Prior period adjustments, extra-ordinary items and changes in accounting policies:

Prior period adjustments, extra-ordinary items and changes in accounting policies, if any, having material impact on the financial affairs of the Company are disclosed.

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
3 SHARE CAPITAL		
a) AUTHORISED		
100,000,000 (P.Y. 100,000,000) Equity shares of ₹ 5 each	500,000,000	500,000,000
30,000,000 (P.Y. 30,000,000) Redeemable Preference Shares of ₹ 10 each	300,000,000	300,000,000
TOTAL	800,000,000	800,000,000
b) ISSUED		
58,949,337 (P.Y. 58,949,337) Equity Shares of ₹ 5 each fully paid up	294,746,685	294,746,685
TOTAL	294,746,685	294,746,685
c) SUBSCRIBED & PAID UP		
58,949,337 (P.Y. 58,949,337) Equity Shares of ₹ 5 each fully paid up	294,746,685	294,746,685
TOTAL	294,746,685	294,746,685
d) Reconciliation of Number of Shares		
	As at March 31, 2015 Number of Shares ₹	As at March 31, 2014 Number of Shares ₹
Equity Shares:		
Shares outstanding at the beginning of the year	58,949,337 294,746,685	58,949,337 294,746,685
Shares Issued during the year	- -	- -
Shares bought back during the year	- -	- -
Shares outstanding at the end of the year	58,949,337 294,746,685	58,949,337 294,746,685
e) Rights, preferences and restrictions attached to shares		
Equity Shares: The Company has one class of equity shares having a par value of ₹ 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The Board of Directors, in their meeting held on May 27, 2015 proposed a Final Dividend of ₹ 0.65 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held on August 28, 2015. The total dividend appropriation for the year ended March 31, 2015 amounted to ₹ 58,949,337 and corporate dividend tax of ₹ 8,032,881.		
f) Shares held by holding Company		
	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Equity Shares:		
31,813,742 (P.Y. 31,813,742) Equity Shares of ₹ 5 each held by Delta Infosolutions Private Limited, the Holding Company	159,068,710	159,068,710
g) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company		
	As at March 31, 2015 Number of Shares % of aggregate number of shares	As at March 31, 2014 Number of Shares % of aggregate number of shares
Equity Shares:		
Delta Infosolutions Private Limited, the Holding Company	31,813,742 53.97%	31,813,742 53.97%
Lalit Surajmal Kanodia	3,530,995 5.99%	3,830,995 6.50%
Asha Lalit Kanodia	3,605,258 6.12%	3,905,258 6.62%

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
4 RESERVES AND SURPLUS		
a) CAPITAL RESERVE		
Balance as per last Balance Sheet	3,524,880	3,524,880
	3,524,880	3,524,880
b) CAPITAL REDEMPTION RESERVE		
Balance as per last Balance Sheet	244,281,250	244,281,250
	244,281,250	244,281,250
c) SECURITIES PREMIUM RESERVE		
Balance as per last Balance Sheet	1,080,078,716	1,080,078,716
	1,080,078,716	1,080,078,716
d) EMPLOYEE STOCK OPTION OUTSTANDING		
Employee Stock Option Outstanding	6,282,800	6,282,800
Less: Deferred Employee Compensation Expenses	-	(59,791)
Less: Amount transferred to General Reserve	(6,282,800)	-
	-	6,223,009
(Refer Note no. 39)		
e) HEDGING RESERVE ACCOUNT		
Balance as per last Balance Sheet	(5,365,654)	4,903,578
Add: Gain / (Loss) on cash flow hedging derivatives	77,566,121	(10,269,232)
	72,200,467	(5,365,654)
(Refer Note no. 28)		
f) GENERAL RESERVE		
Balance as per last Balance Sheet	1,045,457,362	1,004,057,362
Add: Transferred from Profit and Loss Statement	25,400,000	41,400,000
Add: Transferred from the Employee Stock Options Outstanding Account	6,282,800	-
	1,077,140,162	1,045,457,362
g) SURPLUS IN PROFIT AND LOSS STATEMENT		
Balance brought forward from last year	1,241,908,286	948,337,141
Add: Profit for the year	253,374,431	413,899,494
Amount Available for Appropriations	1,495,282,717	1,362,236,635
Less: Depreciation pursuant to the Transitional Provisions as per Companies Act, 2013	18,131,032	-
Less: Appropriations		
Proposed Dividend on Equity Shares	38,317,069	73,686,671
Interim Dividend on Equity Shares	20,632,268	-
Tax on Equity Dividend	8,032,881	5,241,678
Transfer to General Reserve	25,400,000	41,400,000
Closing Balance	1,384,769,467	1,241,908,286
TOTAL	3,861,994,942	3,616,107,849

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
5 LONG TERM BORROWINGS		
From Banks		
Secured Loans	387,500,000	520,018,800
(External Commercial Borrowing from Citibank N.A. is secured by way Creation of Mortgage and exclusive charge in favour of Citibank N.A. ("the Security Trustee") by deposit of Title deeds with Bank, in respect of its Immovable properties being all the piece & parcel of the land bearing Plot No. 58 in MIDC at Mumbai and 2nd Floor and 3rd Floor in Suyojit Commercial Complex, at Nashik). (Terms of Repayment: Repayable in 15 equal quarterly installments of USD 620,000 over a period of 5 years starting from January 2015 upto July 2018. Rate of Interest: Libor plus 3.25%)		
TOTAL	387,500,000	520,018,800
6 DEFERRED TAX BALANCES:		
Major components of deferred tax balances consist of the following:		
a) Deferred Tax Liabilities		
Depreciation & Amortisation	19,949,702	30,973,345
Total	19,949,702	30,973,345
b) Deferred Tax Assets		
Employee Benefits	(24,863,810)	(18,007,804)
Provision for Doubtful Receivables, Loans and Advances	(4,030,922)	(2,484,377)
Total	(28,894,732)	(20,492,181)
Deferred Tax Liabilities / (Assets) (Net)	(8,945,030)	10,481,164
Provided upto previous year	10,481,164	17,356,264
Deferred Tax impact on WDV adjusted against P & L (Refer Note no. 46)	9,269,148	-
(Reversal) / Provision for Deferred Tax Liability	(10,157,046)	(6,875,100)
7 OTHER LONG-TERM LIABILITIES		
Other Payables:		
Capital Creditor (Refer Note no. 44)	473,895	302,722
Fair Value of Outstanding Forward Contracts (Refer Note no. 28)	-	5,400,654
TOTAL	473,895	5,703,376
8 LONG TERM PROVISIONS		
Provision for employee benefits (Refer Note no. 33):		
For Gratuity (Unfunded)	44,635,083	39,428,699
For Leave Encashment	16,524,843	16,074,446
TOTAL	61,159,926	55,503,145

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
9 SHORT TERM BORROWINGS		
Other Loans and Advances		
From Banks		
Secured Loans - Packing Credit	128,087,880	126,147,547
(Working Capital loan from Standard Chartered Bank is secured by way of First Pari Passu Charge on Hypothecation of Stock, Book Debts and Movable Fixed Assets of the Company both past and present. Working Capital loan from Citibank N.A. is secured by way of First Pari Passu Charge on Hypothecation of Current Assets and Movable Fixed Assets of the Company both present and future)		
TOTAL	128,087,880	126,147,547
10 OTHER CURRENT LIABILITIES		
Current Maturity of Long Term Borrowings - Secured	155,000,000	37,144,200
Interest Accrued but not due on Borrowings	3,328,611	2,959,647
Unearned Revenue	7,230,889	7,594,290
Advance received from Customers	1,035,832	547,931
Unpaid Dividends	1,628,192	1,596,599
Statutory Liabilities	19,488,661	15,876,677
Other Payables	6,579,394	126,213,925
TOTAL	194,291,579	191,933,269
11 SHORT TERM PROVISIONS		
Provision for employee benefits (Refer Note no. 33):		
For Gratuity (Unfunded)	9,121,251	2,978,984
For Leave Encashment	8,279,256	5,605,292
Others:		
For Proposed Dividend on Equity Shares	38,317,069	73,686,671
For Tax on Proposed Equity Dividend	7,800,436	5,241,338
For Direct Taxes (Net)	2,558,032	13,038,027
TOTAL	66,076,044	100,550,312

12. FIXED ASSETS

Notes forming part of the Financial Statements

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION					NET BLOCK		(Amount In ₹)
	Balance as on 1-Apr-14	Additions during the Year	(Deductions) / Adjustments during the Year	Balance as on 31-Mar-15	Balance upto 1-Apr-14	Depreciation Adjusted Against General Reserve (Refer Note No. 46)	Additions during the Year	(Deductions) / Adjustments during the Year	Balance upto 31-Mar-15	Balance as on 31-Mar-15	
TANGIBLE ASSETS											
LAND*	607,400,546	-	-	607,400,546	-	-	-	-	-	607,400,546	607,400,546
BUILDINGS	163,657,823	1,654,963	-	165,312,786	22,560,665	1,016,902	4,451,124	-	28,028,691	137,284,095	141,097,158
PLANT & EQUIPMENT	11,277,030	-	-	11,277,030	2,583,576	-	890,957	-	3,474,533	7,802,497	8,693,454
FURNITURE & FIXTURES	133,875,149	2,804,908	(1,804,116)	134,875,941	70,153,877	5,956,617	11,500,058	(1,701,078)	85,909,474	48,966,467	63,721,272
VEHICLES	26,608,702	3,600,000	(2,072,856)	28,135,846	10,090,176	202,306	4,215,759	(1,573,605)	12,934,636	15,201,210	16,518,526
OFFICE EQUIPMENTS	32,605,275	977,647	(40,515)	33,542,407	14,520,783	8,887,952	3,463,838	(40,836)	26,831,737	6,710,670	18,084,492
COMPUTERS	238,264,478	28,462,891	(3,597,439)	263,129,930	205,695,616	2,862,133	20,957,297	(3,597,065)	225,917,981	37,211,949	32,568,862
AIR CONDITIONERS	32,265,450	2,133,717	(821,698)	33,577,469	11,780,319	3,503,238	3,518,383	(821,728)	17,980,212	15,597,257	20,485,131
ELECTRICAL FITTINGS	53,298,806	-	-	53,298,806	17,456,246	4,968,338	6,318,418	-	28,743,002	24,555,804	35,842,560
LEASEHOLD IMPROVEMENTS	8,988,310	-	-	8,988,310	3,286,594	2,694	263,911	-	3,553,199	5,435,111	5,701,716
TANGIBLE ASSETS TOTAL (A)	1,308,241,569	39,634,126	(8,336,624)	1,339,539,071	358,127,852	27,400,180	55,579,745	(7,734,312)	433,373,465	906,165,606	950,113,717
PREVIOUS YEAR TOTAL (1)	1,399,257,043	87,591,278	(178,606,752)	1,308,241,569	410,885,474	-	37,297,733	(90,055,355)	358,127,852	950,113,717	
INTANGIBLE ASSETS											
COMPUTER SOFTWARE											
INTERNAL DEVELOPED SOFTWARE	9,563,000	-	-	9,563,000	9,563,000	-	-	-	9,563,000	-	-
OTHER SOFTWARE	216,597,542	31,824,806	-	248,422,348	162,290,049	-	28,618,271	-	190,908,320	57,514,028	54,307,493
INTANGIBLE ASSETS TOTAL (B)	226,160,542	31,824,806	-	257,985,348	171,853,049	-	28,618,271	-	200,471,320	57,514,028	54,307,493
PREVIOUS YEAR TOTAL (2)	232,822,509	63,571,312	(70,233,279)	226,160,542	205,923,323	-	27,997,339	(62,067,613)	171,853,049	54,307,493	
GRAND TOTAL (A+B)	1,534,402,111	71,458,932	(8,336,624)	1,597,524,419	529,980,901	27,400,180	84,198,016	(7,734,312)	633,844,785	963,679,634	1,004,421,210
PREVIOUS YEAR TOTAL (1+2)	1,632,079,552	151,162,590	(248,840,031)	1,534,402,111	616,808,797	-	65,295,072	(152,122,968)	529,980,901	1,004,421,210	
CAPITAL WORK-IN-PROGRESS										109,694,871	109,839,074

* Note:

- The above amount includes Freehold land of ₹ 267,050,214 (P.Y. ₹ 267,050,214) and Leasehold land of ₹ 340,350,332 (P.Y. ₹ 340,350,332) which is considered as perpetual lease.
- Gross Block includes ₹ 317,231,030 (P.Y. ₹ 317,231,030) being the amount added on revaluation of Land in the F.Y. 2008-09, based on report issued by approved independent valuer.
- Immovable properties being all the piece & parcel of the land bearing Plot No. 58 in MIDC at Mumbai and 2nd Floor & 3rd Floor at Nashik is secured by way Creation of Mortgage and exclusive charge in favour of Citibank N.A. ("the Security Trustee") by deposit of Title deeds with Bank.

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
13 NON-CURRENT INVESTMENTS		
UNQUOTED (TRADE) (AT COST)		
Investment in Equity Shares		
- In Subsidiary Companies		
300,001 (P.Y. 300,001) fully paid equity shares of Datamatics Technologies UK Limited, a Company incorporated in United Kingdom of UKP 1 each	23,886,584	23,886,584
1,000 (P.Y. 1,000) no par value fully paid common stock in Datamatics Global Services Inc., a Company incorporated in USA.	644,042,966	644,042,966
50,000 (P.Y. 50,000) fully paid equity shares of Datamatics Global Services Pty Ltd of AUD 1 each	1,562,846	1,562,846
20,000 (P.Y. 20,000) fully paid equity shares of Datamatics Infotech Limited, UK of UKP 1 each	1,711,255	1,711,255
218,605 (P.Y. 218,605) fully paid equity shares of Datamatics Software Services Limited of ₹ 10 each	2,040,324	2,040,324
1,000,000 (P.Y. 1,000,000) fully paid equity shares of Datamatics Global Technologies Limited, a Company incorporated in Mauritius of USD 1 each	46,049,125	46,049,125
50,000 (P.Y. 50,000) fully paid equity shares of Datamatics Global Technologies AG, a Company incorporated in Switzerland of CHF 1 each	2,255,000	2,255,000
428,390 (P.Y. 428,390) fully paid equity shares of Cybercom Datamatics Information Solutions Limited of ₹ 10 each	7,937,900	7,937,900
162,957 (P.Y. 162,957) fully paid equity shares of Lumina Datamatics Limited (Formerly known as Lexicon Publishing Services Private Limited) of ₹ 10 each	577,600,000	577,600,000
50 (P.Y. 50) fully paid equity shares of Datamatics Global Services FZ-LLC of AED 1,000 each	855,000	855,000
2,025,000 (P.Y. 2,025,000) fully paid equity shares of Datamatics Global Services GmbH, a Company incorporated in Germany of EURO 1 each	195,952,090	195,952,090
Investment in Preference Shares		
- In Subsidiary Companies		
12,920,000 (P. Y. 12,920,000) fully paid 8% Optionally Convertible Non - Cumulative Redeemable Preference Shares Datamatics Software Services Limited of ₹ 10 each	129,200,000	129,200,000
4,250,000 (P.Y. 5,250,000) fully paid Series II Non Cumulative Redeemable 8% Preference shares of Datamatics Global Technologies Ltd., a Company incorporated in Mauritius of USD 1 each	194,713,750	240,528,750
9,300,000 (P.Y. 9,300,000) fully paid Series III Convertible Non-Cumulative Redeemable 8% Preference Shares of Datamatics Global Technologies Ltd., a Company incorporated in Mauritius of USD 1 each	562,904,250	562,904,250
UNQUOTED (NON-TRADE) (AT COST)		
Investments in Debentures		
5,000 (P.Y. 5,000) debentures of ₹ 1,000 each of IIISL @11.70%	5,000,000	5,000,000
30 (P.Y. Nil) debentures of ECL Finance Ltd. - E6F401 - NCD	3,050,562	-
200 (P.Y. Nil) debentures of ₹ 100,000 each of Edelweiss Finance & Investments Ltd. @ 10.25% 15M - NCD	20,000,000	-
QUOTED - NON TRADE (AT COST)		
- In Equity Shares		
a) 900 (P. Y. 900) fully paid Equity Shares of ₹ 10 each of Cybertech Ltd.	510,767	510,767
Less: Provision for diminution in value	494,297	494,297
	16,470	16,470
b) 6,838 (P. Y. 6,838) fully paid Equity Shares of ₹ 2 each of Wipro Ltd.	3,739,473	3,739,473
Less: Provision for diminution in value	1,152,035	1,152,035
	2,587,438	2,587,438

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
c) 5,000 (P. Y. 5,000) fully paid Equity Shares of ₹ 1 each of Vikas WSP Ltd. Less: Provision for diminution in value	552,950 496,800 56,150	552,950 389,950 163,000
d) Nil (P. Y. 800) fully paid Equity Shares of ₹ 10 each of Reliance Industries Ltd.	-	807,621
e) 400 (P. Y. 400) fully paid Equity Shares of ₹ 5 each of Mahindra and Mahindra Ltd.	205,649	205,649
f) 8,998 (P. Y. 8,998) fully paid Equity Shares of ₹ 10 each of Coal India Ltd.	2,204,510	2,204,510
g) 38,767 (P. Y. 38,767) fully paid Equity Shares of ₹ 10 each of Powergrid Corporation.	3,489,030	3,489,030
h) Nil (P. Y. 50,000) fully paid Equity Shares of ₹ 10 each of GSS America. Less: Provision for diminution in value	- - -	8,607,206 7,157,206 1,450,000
i) 5,000 (P.Y. 1,000) fully paid Equity Shares of ₹ 2 each of Axis Bank Ltd.	1,216,774	1,216,774
j) 1,200 (P.Y. 800) fully paid Equity Shares of ₹ 2 each of Larsen and Toubro Ltd.	1,228,161	1,228,161
k) 35,200 (P.Y. Nil) fully paid Equity Shares of ₹ 10 each of Global Offshore Services Ltd. Less: Provision for diminution in value	28,336,000 5,612,640 22,723,360	- - -
QUOTED - NON TRADE (AT COST)		
- In units of Mutual Funds fully paid		
1,000,000 (P.Y. 1,000,000) Units of Birla Sun Life Fixed Term Plan - Series GI (1185 Days) - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
2,322,330 (P.Y. 2,322,330) Units of HDFC Short Term Opportunities Fund - Growth (Face Value of ₹ 10 each)	32,022,154	32,022,154
2,000,000 (P.Y. 2,000,000) Units of ICICI Prudential FMP Series73 -1140 Days Plan E Growth (Face Value of ₹ 10 each)	20,000,000	20,000,000
1,018,717 (P.Y. 1,018,717) Units of IIFL Income Opportunities Fund - AIF - Growth (Face Value of ₹ 10 each)	10,500,000	10,500,000
1,000,000 (P.Y. 1,000,000) Units of Reliance FHF XXIV Series 3 - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
2,500,000 (P.Y. 2,500,000) Units of Reliance FHF XXIV Series 11 - Growth (Face Value of ₹ 10 each)	25,000,000	25,000,000
1,000,000 (P.Y. 1,000,000) Units of TATA Fixed Maturity Plan Series - 43 Scheme A - Growth (370 days) (Face Value of ₹ 10 each)	10,000,000	10,000,000
1,000,000 (P.Y. 1,000,000) Units of ICICI Prudential Fixed Maturity Plan - Series 69 - 366 days Plan A (Face Value of ₹ 10 each)	10,000,000	10,000,000
2,500,000 (P.Y. 2,500,000) Units of Birla Sun Life Interval Income Fund-Annual Plan-X-Growth (Face Value of ₹ 10 each)	25,000,000	25,000,000
Nil (P.Y. 1,066,272) Units of Kotak Bond Scheme Plan A - Growth (Face Value of ₹ 10 each)	-	33,953,326
893,974 (P.Y. Nil) Units of Birla Sun Life India Reforms Fund Growth (Face Value of ₹ 10 each)	13,250,000	-
34,133 (P.Y. Nil) Units of HDFC Prudence Fund - Growth (Face Value of ₹ 10 each)	13,250,000	-
TOTAL NON-CURRENT INVESTMENTS	2,631,511,348	2,641,370,222
Aggregate of Quoted Investments	212,749,696	199,844,132
Market Value of Quoted Investment	241,165,996	206,587,485
Aggregate of Unquoted Investments	2,418,761,652	2,441,526,090
Aggregate of Provision for diminution in value	7,755,772	9,193,488

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
14 LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good for value to be received in Cash or in Kind, unless otherwise specified)		
Advance Tax - FBT (Net)	105,172	497,593
MAT Credit Entitlement	60,915,250	48,157,207
Security Deposits	24,443,810	11,562,774
Loans and Advances to Subsidiaries (Net) (Refer Note no. 35 & 43)	294,685,552	221,276,756
Service Tax Receivable	34,133,256	21,296,968
Prepaid Expenses	1,152,518	2,143,742
Advance to Employees	618,670	2,563,402
Other Receivables	1,767,041	1,739,037
Fair Value of Outstanding Forward Contracts (Refer Note no. 28)	21,952,248	-
TOTAL	439,773,517	309,237,479
15 OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Non-Current Bank Deposits (original maturity of more than 12 months)*	11,800,870	9,666,071
Interest accrued but not due on deposits with bank	2,312,710	1,316,534
TOTAL	14,113,580	10,982,605
* All the above ₹ 11,800,870 (P.Y. ₹ 9,666,071) are marked as Lien for Guarantees issued by Banks on behalf of the Company		
16 CURRENT INVESTMENTS		
(At Cost or Fair Value whichever is lower)		
QUOTED - NON TRADE		
Investment in Liquid Mutual Funds fully paid		
8,730 (P.Y. 8,730) Units of Templeton India STIP - Growth (Face Value of ₹ 1,000 each)	19,942,342	19,942,342
660,925 (P.Y. 660,925) Units of ICICI Prudential Income Opportunities Fund - Retail - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
213,225 (P.Y. 213,225) Units of Birla Sun Life Short Term Fund - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
1,000,000 (P.Y. 1,000,000) Units of HDFC FMP Series 29-447 Days - Reg - Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
400,000 (P.Y. 400,000) Units of Kotak FMP Series 145-390 days - Growth (Face Value of ₹ 10 each)	4,000,000	4,000,000
1,000,000 (P.Y. 1,000,000) Units of DWS Fixed Maturity Plan Series 54-392 days Growth (Face Value of ₹ 10 each)	10,000,000	10,000,000
490,259 (P.Y. Nil) Units of HDFC Corporate Debt Opportunities Fund -Reg Growth (Face Value of ₹ 10 each)	5,000,000	-
1,284,891 (P.Y. Nil) Units of Birla Sun Life Short Term Opportunities Fund Growth (Face Value of ₹ 10 each)	27,000,000	-
Nil (P.Y. 2,000,000) Units of IDFC FTP Series 16 Regular Plan - Growth (Face Value of ₹ 10 each)	-	20,000,000
Nil (P.Y. 2,000,000) Units of Reliance FHF XXIII Series 4 - Growth (Face Value of ₹ 10 each)	-	20,000,000
Nil (P.Y. 750,378) Units of DWS Short Maturity Fund - Growth (Face Value of ₹ 10 each)	-	9,033,199

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Nil (P.Y. 461,270) Units of Birla Sun Life Income Plus - Growth (Face Value of ₹ 10 each)	-	25,000,000
986,236 (P.Y. 1,035,150) Units of ICICI Prudential Short Term Regular Plan - Growth (Face Value of ₹ 10 each)	26,103,659	25,000,000
Nil (P.Y. 244,998) Units of Birla Sun Life Floating Rate Fund - STP - DDR (Face Value of ₹ 100 each)	-	24,541,710
Nil (P.Y. 849,667) Units of SBI Magnum Income Fund - Growth (Face Value of ₹ 10 each)	-	25,000,000
Nil (P.Y. 1,000,000) Units of ICICI Prudential Interval Fund II - Quarterly Interval Plan A - Regular - Dividend Payout (Face Value of ₹ 10 each)	-	10,000,000
Nil (P.Y. 979,089) Units of DWS Treasury - Invest Plan - Reg - DDR (Face Value of ₹ 10 each)	-	10,014,909
Nil (P.Y. 94,727) Units of ICICI Prudential Flexible Income Plan - Regular Plan - DDR (Face Value of ₹ 10 each)	-	10,016,207
1,444,398 (P.Y. Nil) Units of Templeton India Ultra Short Bond Fund - Super - IP - Growth (Face Value of ₹ 10 each)	25,181,497	-
17,579 (P.Y. Nil) Units of Birla Sunlife Saving fund - Growth (Face Value of ₹ 1,000 each)	4,614,026	-
TOTAL CURRENT INVESTMENTS	151,841,524	242,548,367
Aggregate of Quoted Investment	151,841,524	242,548,367
Market Value of Quoted Investment	170,162,177	254,518,460
17 TRADE RECEIVABLES		
Unsecured		
Over six months from the date they were due for payment		
- Considered Good	48,498,395	46,479,142
- Considered Doubtful	7,328,583	7,709,140
Others		
- Considered Good	378,721,906	367,553,242
	434,548,884	421,741,524
Less:- Provision for Doubtful Debts	7,328,583	7,709,140
TOTAL	427,220,301	414,032,384
(Refer Note no. 32, 35 & 42)		
18 CASH & BANK BALANCES		
CASH & CASH EQUIVALENTS		
BANK BALANCES		
- In Current Accounts	45,870,264	28,794,152
- In Exchange Earner's Foreign Currency Account	49,525,765	5,793,038
- In Margin Accounts (original maturity of less than 3 months)*	1,165,877	315,160
Cash on Hand	354,204	510,683
Foreign Currency On Hand	893	614,689
SUB-TOTAL	96,917,003	36,027,722
OTHER BANK BALANCES		
- In Margin Accounts (original maturity of more than 3 months and less than 12 months)*	1,209,528	4,584,717
- In Unclaimed Dividend Accounts	1,605,124	1,602,465
SUB-TOTAL	2,814,652	6,187,182
GRAND TOTAL	99,731,655	42,214,904
* Out of the above ₹ 2,375,405 (P.Y. ₹ 4,899,877) are marked as Lien for Guarantees issued by Banks on behalf of the Company		

Notes forming part of the Financial Statements

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
19 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good for value to be received in Cash or in Kind, unless otherwise specified)		
MAT Credit Entitlement	6,360,441	740,891
Security Deposits	3,386,523	15,037,790
Inter-corporate Deposits	30,000,000	-
Service Tax Receivable	18,541,337	21,263,847
Prepaid Expenses	20,060,336	19,643,925
Other Receivables	763,606	945,786
Advance to Employees	10,976,738	10,813,868
Advance to Vendors	140,129	400,913
Fair Value of Outstanding Forward Contracts (Refer Note no. 28)	50,248,219	35,000
Other Loans and advances		
- Considered Doubtful	4,150,000	5,096,208
- Less: Provision for bad & doubtful advances	(4,150,000)	(5,096,208)
TOTAL	140,477,329	68,882,020
20 OTHER CURRENT ASSETS		
Interest accrued on Investments	850,377	585,005
Interest accrued but not due on Deposits with bank	170,706	499,430
Unbilled Revenue	41,834,716	66,560,431
Other Receivables	-	42,844,199
TOTAL	42,855,799	110,489,065
	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
21 REVENUE FROM OPERATIONS		
Sales from Software Services:		
Export	1,798,285,686	1,962,580,022
Domestic	87,452,965	74,697,336
Sale of Products and Licenses:		
Domestic	-	1,976,691
TOTAL	1,885,738,651	2,039,254,049
22 OTHER INCOME		
Interest from Banks	1,577,375	1,471,917
Interest from Others:		
- Current	1,789,901	5,727,485
- Non-Current	16,029,367	18,650,528
Dividend Income:		
- Current Investments - Non Trade	6,125,584	9,863,655
- Non-Current Investments - Non Trade	19,673,467	43,324,807
Profit on Sale of Current Investments - Non Trade	5,591,885	557,879
Profit on Sale of Long-Term Investments - Non Trade	8,615,610	21,631,488
Exchange Fluctuation (Net)	13,729,148	75,659,051
Corporate Gurarantee Fees (Refer Note no. 35)	3,794,721	5,785,633
Profit on Sale of Fixed Assets (Net)	4,347	-
Miscellaneous Income	1,128,813	146,191
Sundry Balances Written back (Net)	1,335,765	1,676,134
TOTAL	79,395,983	184,494,768

Notes forming part of the Financial Statements

	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
23 EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus & Allowances	897,303,845	983,130,413
Contribution to Provident Fund and Other Funds (Refer Note no. 33)	49,350,093	38,955,124
Share Based Compensation (Refer Note no. 39)	679,154	1,901,093
Welfare Expenditure	44,577,536	44,461,849
Directors Remuneration (Refer Note no. 35)	28,065,671	34,808,129
TOTAL	1,019,976,299	1,103,256,608
24 FINANCE COSTS		
Interest	51,236,814	16,298,779
TOTAL	51,236,814	16,298,779
25 OTHER EXPENSES		
Knowledge Associates / Vendor Charges (Refer Note no. 35)	11,799,638	33,598,586
Electricity Expenses	57,139,917	60,363,429
Technical Fees (Refer Note no. 35)	108,177,948	76,246,581
Travelling Expenses	156,846,585	163,617,475
Link Charges	15,099,779	15,083,094
Rent (Refer Note no. 35 & 36)	26,445,468	30,453,518
Rates and Taxes	6,712,230	8,500,294
Communication Expenses	12,510,769	12,984,960
Legal and Professional charges	13,280,143	36,931,691
Remuneration to Auditors (Refer Note no. 29)	2,043,755	1,724,709
Repairs and Maintenance:		
- Building	7,046,074	4,508,756
- IT & Machinery	37,778,000	21,288,921
Repair Others	12,957,611	13,834,328
Insurance Premium	1,915,367	2,727,777
Sales Commission	67,127	4,687,774
Board Sitting Fees	610,000	435,000
Advertisement and Sales Promotion Expenses	2,237,199	13,829,060
Subscription Charges	5,853,197	6,148,041
Lease Rent & Hire Charges	3,489,257	3,471,576
Entertainment Expenses	2,390,555	1,790,930
Miscellaneous Expenses (Refer Note no. 35)	4,761,540	4,278,035
Expenditure on CSR Activity	1,786,050	-
Provision for diminution in value of Investments	5,719,490	7,157,206
Loss on sale of Fixed Assets (Net)	-	410,044
Provision for Doubtful Debts	-	7,709,140
Bank & Other Charges (Refer Note no. 35)	3,338,855	4,197,113
Recruitment Expenses	6,562,270	4,043,130
Printing & Stationery	3,791,746	3,290,360
Photocopying Charges	114,469	1,727
Security Charges	8,362,519	9,384,993
TOTAL	518,837,558	552,698,248

Notes forming part of the Financial Statements

26 Contingent Liability and Commitments:

Provision is made in the accounts if it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Contingent Liabilities to the extent not provided for:

	March 31, 2015 ₹	March 31, 2014 ₹
(a) Claims against the Company not acknowledged as debt:		
(i) Income Tax matters	-	493,418
(ii) Sales Tax matters	5,074,525	5,074,525
(b) Details of guarantees and sureties outstanding as at:		
(i) Guarantees given by Banks to Embassy Centre Premises Co-operative Society Ltd.	425,930	425,930
(ii) Guarantees given by Banks to the Assistant Commissioner of Central Excise and Customs department	421,875	800,875
(iii) Guarantees given by Banks to UNFCCC, BONN, Germany for Euro 84,398.70	-	6,118,000
(iv) Guarantees given by Banks to Directorate of Information Technology	630,000	2,720,000
(v) Guarantees given by Banks to Chief Accounts Officer, Aurangabad Municipal Corporation.	1,052,000	1,052,000
(vi) Guarantees given by Banks to Navi Mumbai Municipal Corporation	-	330,000
(vii) Guarantees given by Banks to The Tender Manager, NICS	500,000	500,000
(viii) Guarantees given by Banks to Senior Accounts Officer, Electricity Department Puducherry	-	785,840
(ix) Guarantees given by Banks to The Municipal Commissioner Greater Mumbai	-	2,103,379
(x) Corporate guarantees provided to Banks against credit facilities extended to Subsidiaries	191,750,000	262,752,500
(xi) Guarantees given by Banks to United Nations	250,000	-
(c) Capital and other commitments:		
(i) Estimated amount of contracts on capital account remaining to be executed and not provided for (net of advances)	-	-

27 Proposed Dividend

	March 31, 2015 ₹	March 31, 2014 ₹
The final dividend proposed for the year is as follows:		
On Equity Shares of ₹ 5 each		
Amount of dividend proposed (in ₹)	38,317,069	73,686,671
Dividend per Equity Share	₹ 0.65 per share	₹ 1.25 per share

Notes forming part of the Financial Statements

- 28** The Company in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rates. The counter party is generally a bank. The foreign exchange forward contracts mature within a period of one month and two years.

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Particulars	March 31, 2015 ₹	March 31, 2014 ₹
Not later than one month	63,416,000	28,799,741
Later than one month and not later than three months	124,630,000	57,866,932
Later than three months and not later than one year	562,804,250	232,055,823
Later than one year	508,169,930	39,562,000
Total	1,259,020,180	358,284,496

The following are outstanding foreign exchange forward contracts, which have been designated as Cash Flow Hedges, as at:

Foreign Currency	March 31, 2015			March 31, 2014		
	No. of Contracts	Notional amount of Currency Forward contracts	Fair Value (₹) gain / (loss)	No. of Contracts	Notional amount of Currency Forward contracts	Fair Value (₹) gain / (loss)
U.S. Dollar	103	10,485,000	11,200,711	66	5,280,000	(4,597,300)
Euro	67	3,810,000	34,844,965	6	180,000	(78,654)
Sterling Pound	44	2,200,000	26,154,791	6	180,000	(689,700)
Total			72,200,467			(5,365,654)

Net profit / (loss) on derivative instruments of ₹ 72,200,467 (P.Y. ₹ (5,365,654)) recognised in Hedging reserve as of March 31, 2015, is expected to be reclassified to the statement of profit and loss by March 31, 2017. The foreign currency exposures that are not hedged by a derivative instrument or otherwise is ₹ Nil (P.Y. ₹ 703,495,380).

The Company has applied the principles of Cash Flow Hedge Accounting as per Accounting Standard (AS) - 30, Financial Instrument: Recognition and Measurement, along with limited revision to other accounting standards, issued by The Institute of Chartered Accountants of India. AS-30, along with limited revision to the other accounting standards, have not currently been notified by the National Advisory Council for Accounting Standard (NACAS) pursuant to the Companies(AS) rules, 2006 as per section 211(3C) of the Companies Act, 1956.

29 Auditor's remuneration includes:

	March 31, 2015 ₹	March 31, 2014 ₹
For services as auditors, including quarterly audits	1,600,000	1,460,000
For Other services	374,000	186,929
Reimbursement of out of Pocket Expenses	69,755	77,780
Total	2,043,755	1,724,709

Notes forming part of the Financial Statements

30 Activities in Foreign Currency:

	March 31, 2015 ₹	March 31, 2014 ₹
(i) Earning in Foreign Currency		
FOB Value of Exports of ITES / BPO Segment	1,798,285,686	1,962,580,022
Income in foreign currency		
- Corporate Guarantee Fees	1,834,725	3,825,632
Total	1,800,120,411	1,966,405,654
(ii) Expenditure in foreign currency (on accrual basis)		
CIF value of Import of capital goods	4,378,649	5,480,721
Commission	3,848	4,282,031
Foreign Travel	114,784,002	126,858,508
Technical & Professional Fees	49,345,403	16,160,944
Interest Expense	23,127,486	16,291,234
Others	5,876,650	17,475,972
Total	197,516,038	186,549,410
(iii) Remittance of Foreign Currency for Dividend		
No. of Non-resident Shareholders	5	5
No. of equity shares held on which dividend was due	248,250	248,250
The year to which the dividend relates	2013-14 & 2014-15	2012-13
Amount remitted in equivalent dollar (\$)	6,423	4,007
Amount remitted in equivalent Rupees (₹)	397,200	248,250

31 In the opinion of the Company, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known Liabilities and for Depreciation is adequate and not in excess of the amount reasonably necessary.

32 The Company has received confirmations from few Trade receivables, Other receivables and for majority of loans and advances. Remaining Trade receivables, Other receivables, Trade payables and loans and advances are subject to confirmation and reconciliation, and consequent impact if any will be adjusted as and when determined.

Notes forming part of the Financial Statements

33 Employee Benefits

	March 31, 2015 ₹	March 31, 2014 ₹
Defined Contribution Plan		
I. Charge to the Profit and Loss Statement based on contributions:		
Employers Contribution to Provident Fund	40,079,487	30,539,246
Employers Contribution to Employees' State Insurance	8,151,749	7,762,212
Employers Contribution to Employees' Pension Scheme 1995	980,275	531,248
Employers Contribution to Labour Welfare Fund & others	138,582	122,418
Included in Contribution to Provident Fund and Other Funds (Refer Note no. 23)	49,350,093	38,955,124
	Gratuity (Unfunded)	
Defined Benefit Plan		
I. Disclosures for defined benefit plans based on actuarial reports as on March 31, 2015		
A. Change in Defined Benefit Obligation:		
Present Value of Defined Benefit Obligation as at the beginning of the year	42,407,683	36,895,094
Interest Cost	3,829,414	2,951,608
Current Service Cost	4,731,716	4,427,654
Liability Transferred out	-	(3,960,840)
Benefits Paid	(4,765,135)	(7,823,759)
Actuarial (gain) / loss	7,552,656	9,917,926
Present Value of Defined Benefit Obligation as at the end of the year	53,756,334	42,407,683
Included in Long-Term & Short-Term Provisions (Refer Note no. 8 & 11)		
B. Changes in Fair Value of Assets:		
Fair Value of Plan Asset as at beginning of the year	-	-
Expected return on Plan Assets	-	-
Contributions by the employer	4,765,135	7,823,759
Benefits Paid	(4,765,135)	(7,823,759)
Actuarial gain / (loss)	-	-
Fair Value of Plan Asset as at end of the year	-	-
C. Amount recognised in the Balance Sheet:		
Present value of defined benefit obligation as at end of the year	(53,756,334)	(42,407,683)
Fair Value of Plan Assets at the end of the year	-	-
Net Asset / (Liability) recognised in Balance Sheet (Refer Note no. 8 & 11)	(53,756,334)	(42,407,683)
D. Expenses recognised in Profit and Loss Statement:		
Current Service Cost	4,731,716	4,427,654
Interest Cost	3,829,414	2,951,608
Actuarial (gain) / loss	7,552,656	9,917,926
Total Expenses / (Income) recognised in Profit and Loss Statement	16,113,786	17,297,188
Included in Salaries, Wages, Bonus & Allowances (Refer Note no. 23)		
E. Principal Actuarial Assumptions used:		
1. Discount Rate (per annum)	8.04%	9.03%
2. Salary Escalation	4.50%	3.50%
3. Mortality table	Indian Assured Lives Mortality (2006-2008)	Indian Assured Lives Mortality (2006-2008)
F. Experience Adjustments:		
Experience Adjustments on Plan Liability (gain) / loss	189,641	6,141,275

Note:

Provision towards liability for Leave Encashment made on the basis of actuarial valuation as per Accounting Standard 15 (Revised). Actuarial value liability is ₹ 24,804,099 (P.Y. ₹ 21,679,738) based upon following assumptions:

	March 31, 2015	March 31, 2014
Discount Rate	8.04%	9.03%
Salary Escalation	4.50%	3.50%

Notes forming part of the Financial Statements

- 34** The Management Information System of the Company identifies and operates in a single primary business segment. In the opinion of the management these activities are governed by the same set of risk and returns as per AS-17 dealing with segmental reporting. All the assets of the Company are located in India and hence secondary segmental reporting is on the basis of the geographical location of customers.

Performance of Business Segment is as follows:

	March 31, 2015 ₹	March 31, 2014 ₹
Revenue		
Sale to External Customers	1,369,968,021	1,601,121,673
Segment Result Profit	211,489,964	299,831,420
Other Income	79,395,983	184,494,768
Direct Taxes	37,511,516	70,426,694
Profit from Ordinary Activities	253,374,431	413,899,494
Net Profit	253,374,431	413,899,494
Other Segment Information		
Capital Expenditure	71,458,932	151,162,590
Depreciation and Amortization	84,198,016	65,295,072
Non Cash Expenses other than Depreciation (net)	4,379,378	13,600,256
Particulars of Segment Assets and Liabilities		
Segment Assets	1,790,863,167	1,812,084,149
Investments	2,783,352,872	2,883,918,589
Bank Deposits	14,176,275	14,565,948
Other Assets	504,139,741	306,735,475
Total Assets	5,092,532,055	5,017,304,161
Segment Liabilities	885,486,699	1,002,405,828
Other Liabilities	50,303,729	104,043,799
Total Liabilities	935,790,428	1,106,449,627

Geographic Segment

Revenue attributable to the location of the customers is as follows:

	March 31, 2015 ₹	March 31, 2014 ₹
USA	727,656,936	965,531,279
Europe	1,012,144,305	962,736,494
Others	145,937,410	110,986,276
Total	1,885,738,651	2,039,254,049

Fixed assets in India used in the Company's business or liabilities contracted in India cannot be identified to any geographical segment as the fixed assets and services are used interchangeably between geographical segments and a meaningful segregation is not possible.

Notes forming part of the Financial Statements

35 Related party disclosures:

- (i) As per Accounting Standard 18, as notified by the rules the disclosures of Related Parties and transactions during the year as deemed in the Accounting Standard are given below:

(A) Subsidiary Companies

Datamatics Global Services Inc.
 Datamatics Global Services GmbH
 Datamatics Technologies UK Ltd.
 Datamatics Software Services Ltd.
 Datamatics Global Technologies Ltd.
 Datamatics Global Technologies AG
 Datamatics Infotech Ltd.
 Datamatics Global Services Pty. Ltd.
 Datamatics Global Technologies GmbH (Stepdown Subsidiary)
 Datamatics Global Holding Corp. (Stepdown Subsidiary) (Dissolved w.e.f March 23, 2015)
 Cignex Datamatics Corporation (Stepdown Subsidiary)
 Cignex Datamatics Technologies Ltd. (Stepdown Subsidiary)
 Datamatics Vista Info Systems Ltd. (Stepdown Subsidiary)
 Cybercom Datamatics Information Solutions Ltd.
 Cignex Datamatics Inc. (USA) (Stepdown Subsidiary)
 Cignex Datamatics Inc. (Michigan) (Stepdown Subsidiary) (Incorporated on December 30, 2014)
 Cignex Datamatics Pte. Ltd. (Stepdown Subsidiary)
 Cignex Datamatics GmbH (Stepdown Subsidiary) (Incorporated on April 4, 2014)
 Cignex Technologies Ltd. (Stepdown Subsidiary) (Dissolved w.e.f July 30, 2013)
 Datamatics Global Solutions GmbH (Stepdown Subsidiary)
 Lumina Datamatics Ltd. (Formerly known as Lexicon Publishing Services Pvt. Ltd.)
 Datamatics Global Services FZ-LLC
 Lumina Datamatics Inc. (Formerly known as Premedia Global Inc.) (Stepdown Subsidiary)
 Lumina Datamatics GmbH (Formerly known as Datamatics eRetail & Publishing GmbH) (Stepdown Subsidiary)

(B) Key Managerial Personnel

Dr. Lalit S. Kanodia
 Mr. Rahul L. Kanodia
 Mr. Vidur V. Bhogilal
 Mr. Sameer L. Kanodia
 Ms. Divya Kumat

(C) Relatives of Key Managerial Personnel and Enterprise owned by Key Managerial Personnel

Mrs. Asha L. Kanodia
 Mrs. Priyadarshini R. Kanodia
 Datamatics Staffing Services Ltd.
 Datamatics Employees Welfare Trust
 Datamatics Financial Services Ltd.
 Amon Technologies Pvt. Ltd.
 Anemone Management Consultancy Pvt. Ltd.
 Datascan Services

(D) Holding Company

Delta Infosolutions Pvt. Ltd.

Notes forming part of the Financial Statements

(ii) Details of transactions with the related parties stated in (i) above:

Nature of transaction	Refer to (i) A above		Refer to (i) B above		Refer to (i) C above		Refer to (i) D above	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
Sales								
Technical Services	515,770,630	438,132,376	-	-	-	-	-	-
Datamatics Global Services Inc.	389,885,291	364,045,791	-	-	-	-	-	-
Datamatics Global Services GmbH	-	19,486,703	-	-	-	-	-	-
Datamatics Global Technologies Ltd.	5,023,411	4,395,487	-	-	-	-	-	-
Datamatics Global Services Pty. Ltd.	1,447,992	-	-	-	-	-	-	-
Datamatics Infotech Ltd.	74,976,386	49,176,943	-	-	-	-	-	-
Datamatics Global Solutions GmbH	875,416	1,027,452	-	-	-	-	-	-
Datamatics Software Services Ltd.	43,562,134	-	-	-	-	-	-	-
Technical Fees / Outsourcing Costs	46,188,107	14,755,153	-	-	1,481,703	1,368,500	-	-
Datamatics Global Services GmbH	15,612,975	10,974,321	-	-	-	-	-	-
Cignex Datamatics Technologies Ltd.	797,005	547,418	-	-	-	-	-	-
Lumina Datamatics Ltd.	26,920,776	-	-	-	-	-	-	-
Cybercom Datamatics Information Solutions Ltd.	2,857,351	3,233,414	-	-	-	-	-	-
Datamatics Staffing Services Ltd.	-	-	-	-	1,481,703	1,368,500	-	-
Purchase of Fixed Assets	226,291	55,613	-	-	-	-	-	-
Cybercom Datamatics Information Solutions Ltd.	-	55,613	-	-	-	-	-	-
Datamatics Vista Info Systems Ltd.	226,291	-	-	-	-	-	-	-
Sale of Business	-	244,671,614	-	-	-	-	-	-
Lumina Datamatics Ltd.	-	244,671,614	-	-	-	-	-	-
Expenses Incurred by Related Parties	5,553,671	9,907,075	-	-	-	-	-	-
Datamatics Global Services GmbH	206,295	5,605,981	-	-	-	-	-	-
Datamatics Software Services Ltd.	-	7,220	-	-	-	-	-	-
Lumina Datamatics Ltd.	5,347,376	4,293,874	-	-	-	-	-	-
Expenses Incurred for Related Parties	80,622,290	23,431,891	-	-	-	-	-	-
Datamatics Software Services Ltd.	35,594,453	4,532,278	-	-	-	-	-	-
Cybercom Datamatics Information Solutions Ltd.	21,652	874,339	-	-	-	-	-	-
Cignex Datamatics Technologies Ltd.	423,916	-	-	-	-	-	-	-
Lumina Datamatics Ltd.	44,582,269	18,025,274	-	-	-	-	-	-
Managerial Remuneration	-	-	21,315,671	23,701,545	-	-	-	-
Dr. Lalit S. Kanodia	-	-	5,831,597	5,326,502	-	-	-	-
Mr. Rahul L. Kanodia	-	-	8,462,880	8,104,914	-	-	-	-
Mr. Vidur V. Bhogilal	-	-	2,087,062	6,053,910	-	-	-	-
Mr. Sameer L. Kanodia	-	-	4,934,132	4,216,219	-	-	-	-
Commission	-	-	6,000,000	9,906,584	-	-	-	-
Dr. Lalit S. Kanodia	-	-	3,000,000	4,953,292	-	-	-	-
Mr. Rahul L. Kanodia	-	-	3,000,000	4,953,292	-	-	-	-
Proposed Dividend	-	-	4,598,024	8,842,354	3,496,381	6,723,809	20,678,932	39,767,178
Interim Dividend	-	-	2,475,859	-	1,882,666	-	11,134,810	-
Sitting Fee	-	-	-	-	95,000	-	-	-
Mrs. Asha L. Kanodia	-	-	-	-	95,000	-	-	-
Salaries	-	-	4,072,658	-	1,899,154	1,747,800	-	-
Mrs. Priyadarshini R. Kanodia	-	-	-	-	1,899,154	1,747,800	-	-
Ms. Divya Kumat	-	-	4,072,658	-	-	-	-	-
Recruitment Expenses	-	-	-	-	91,909	57,483	-	-
Datamatics Staffing Services Ltd.	-	-	-	-	91,909	57,483	-	-
Training Expenses	-	-	-	-	-	10,000	-	-
Datamatics Staffing Services Ltd.	-	-	-	-	-	10,000	-	-
Miscellaneous Expenses	-	-	-	-	285,232	342,237	-	-
Datamatics Financial Services Ltd.	-	-	-	-	285,232	342,237	-	-

Notes forming part of the Financial Statements

(Amount In ₹)

Nature of transaction	Refer to (i) A above		Refer to (i) B above		Refer to (i) C above		Refer to (i) D above	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
Interest and Other income	35,483,546	62,354,316	-	-	-	-	-	-
Datamatics Global Services GmbH	-	1,599,075	-	-	-	-	-	-
Datamatics Software Services Ltd.	12,413,075	13,611,233	-	-	-	-	-	-
Datamatics Global Services Inc.	1,834,725	2,339,806	-	-	-	-	-	-
Cybercom Datamatics Information Solutions Ltd.	20,275,746	43,844,202	-	-	-	-	-	-
Cignex Datamatics Technologies Ltd.	960,000	960,000	-	-	-	-	-	-
Guarantees	191,750,000	262,752,500	-	-	-	-	-	-
Loans and Advances Repaid during the year	440,564,671	249,311,087	-	-	619,363	1,725,861	-	-
Datamatics Software Services Ltd.	398,835,985	246,157,343	-	-	-	-	-	-
Datamatics Infotech Ltd.	10,390,024	2,251,369	-	-	-	-	-	-
Datamatics Global Services FZ-LLC	855,209	-	-	-	-	-	-	-
Datamatics Global Services Pty. Ltd.	301,219	301,083	-	-	-	-	-	-
Lumina Datamatics Ltd.	30,076,571	362,250	-	-	-	-	-	-
Datamatics Global Technologies Ltd.	-	239,042	-	-	-	-	-	-
Datamatics Global Services Inc.	105,663	-	-	-	-	-	-	-
Datamatics Employee Welfare Trust	-	-	-	-	619,363	1,725,861	-	-
Loans and Advances Given during the year	491,183,858	228,558,670	-	-	20,000	60,000	-	-
Datamatics Global Services Inc.	1,282,179	966,540	-	-	-	-	-	-
Datamatics Software Services Ltd.	450,341,144	221,766,985	-	-	-	-	-	-
Datamatics Infotech Ltd.	10,903,291	2,259,417	-	-	-	-	-	-
Datamatics Global Services Pty. Ltd.	627,631	306,661	-	-	-	-	-	-
Lumina Datamatics Ltd.	12,615,470	97,276	-	-	-	-	-	-
Datamatics Global Services FZ-LLC	15,414,143	3,161,791	-	-	-	-	-	-
Datamatics Employee Welfare Trust	-	-	-	-	20,000	60,000	-	-
Investment in Equity Shares	-	578,455,000	-	-	-	-	-	-
Lumina Datamatics Ltd.	-	577,600,000	-	-	-	-	-	-
Datamatics Global Services FZ-LLC	-	855,000	-	-	-	-	-	-
Investment in Preference Shares	-	562,904,250	-	-	-	-	-	-
Datamatics Global Technologies Ltd.	-	562,904,250	-	-	-	-	-	-
Redemption of Preference Shares	45,815,000	229,799,000	-	-	-	-	-	-
Datamatics Global Technologies Ltd.	45,815,000	229,799,000	-	-	-	-	-	-
Payables	15,940,152	133,537,426	6,000,000	9,906,584	-	-	-	-
Dr. L. S. Kanodia	-	-	3,000,000	4,953,292	-	-	-	-
Mr. Rahul L. Kanodia	-	-	3,000,000	4,953,292	-	-	-	-
Datamatics Global Services GmbH	2,001,868	9,077,906	-	-	-	-	-	-
Cignex Datamatics Technologies Ltd.	421,520	-	-	-	-	-	-	-
Lumina Datamatics Ltd.	13,516,764	124,459,520	-	-	-	-	-	-
Receivables	430,785,930	344,514,758	-	-	62,754,402	63,353,765	-	-
Datamatics Global Services Inc.	78,091,313	69,800,382	-	-	-	-	-	-
Datamatics Global Services GmbH	218,627	3,421,542	-	-	-	-	-	-
Datamatics Software Services Ltd.	302,310,564	195,043,438	-	-	-	-	-	-
Datamatics Global Technologies Ltd.	321,710	1,094,517	-	-	-	-	-	-
Datamatics Infotech Ltd.	12,561,233	5,819,727	-	-	-	-	-	-
Datamatics Global Services Pty. Ltd.	1,725,643	-	-	-	-	-	-	-
Datamatics Financial Services Ltd.	-	-	-	-	66,935	66,935	-	-
Datamatics Global Technologies GmbH	1,793,317	2,196,133	-	-	-	-	-	-
Datamatics Global Solutions GmbH	1,550,379	1,027,452	-	-	-	-	-	-
Datamatics Global Services FZ-LLC	17,768,162	2,986,802	-	-	-	-	-	-
Cybercom Datamatics Information Solutions Ltd.	-	42,846,552	-	-	-	-	-	-
Lumina Datamatics Ltd.	14,444,982	20,278,213	-	-	-	-	-	-
Datamatics Employee Welfare Trust	-	-	-	-	62,687,467	63,286,830	-	-

Note:

Related parties are identified by the management and relied upon by the auditors.

Notes forming part of the Financial Statements

- 36** The Company's significant leasing arrangements are mainly in respect of residential and office premises. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses" in Note 25. These leasing arrangements are for a period not exceeding five years and are in most cases renewable by mutual consent, on mutually agreeable terms.

Future lease rentals payable in respect of residential and office premises:

	March 31, 2015 ₹	March 31, 2014 ₹
Amount due not later than one year from the balance sheet date	34,456,730	20,153,310
Amount due in the period between one year and five years	86,905,025	10,878,977
Amount due later than five years	26,234,653	-

The Following Lease payments are recognized in Statement of Profit and Loss:

Lease Rent	26,445,468	30,453,518
------------	-------------------	------------

Note:

- Future Lease payments are determined on the basis of terms of the lease agreement.
- At the expiry of term of the agreement, the Company has an option either to return the leased asset or extend the term by giving a notice in writing.

37 EARNING PER SHARE (EPS)

The Components of basic and diluted earnings per share were as follows:

	March 31, 2015	March 31, 2014
(a) Net Profit / (Loss) after taxation attributable to equity shareholders (in ₹)	253,374,431	413,899,494
(b) Weighted average number of Outstanding equity shares considered for Basic and Diluted EPS (Nos.)	58,949,337	58,949,337
(c) Earnings per share		
(Nominal value per share ₹ 5 each)		
Basic earning per share (in ₹) (a / b)	4.30	7.02
Diluted earning per share (in ₹) (a / b)	4.30	7.02

- 38** The Company has Outstanding Working Capital Loan / Advance of ₹ 257,720,363 (P.Y. ₹ 195,043,438) to its subsidiary Datamatics Software Services Limited at a interest rate of 8% p.a. as on March 31, 2015.

39 EMPLOYEE STOCK OPTION SCHEME:

The Datamatics Employees Welfare Trust (Trust) had purchased 1,753,261 shares of Company for granting stock options to the employees. The purchases are financed by loans from the Company. Amount recoverable from Trust (unsecured) as on March 31, 2015 is ₹ 62,687,467 (P.Y. ₹ 63,286,830).

a) Key Employee Stock Option Plan, 2006

Under the Key Employee Stock Option Plan, 2006, 116,000 options were granted at exercise price of ₹ 5 per option and the third vesting period falls during the current F.Y. 2014-15. During the year no options have been vested and exercised. Upon vesting and exercise of the stock options, equity shares will be granted to the employees from the shares held by the Trust. During the F.Y. 2012-13 6,440 shares have been vested and exercised and 70,000 stock options have lapsed.

Notes forming part of the Financial Statements

b) Key Employee Stock Option Plan, 2007

Under the Key Employee Stock Option Plan, 2007, 300,000 options were granted at exercise price of ₹ 5 per option and the third vesting period falls during current F.Y. 2014-15. During the year 25,900 options have been vested and exercised. Upon vesting and exercise of the stock options, equity shares will be granted to the employees from the shares held by the Trust. During the year 103,240 stock options have lapsed.

During the year, an amount of ₹ 679,154 (P.Y. ₹ 1,901,093) has been expensed out considering the proportionate vesting period, which has been included in Salaries, Wages, Bonus & Allowances and the balance has been disclosed under Reserves and Surplus as reduction from Employee Stock Option Outstanding.

40 DURING THE YEAR:

(i) The Step-down Subsidiary Company Datamatics Global Holding Corp "DGHC" had filed on February 24, 2015 for liquidation proceedings before the Registrar of Corporate Affairs, British Virgin Islands. "DGHC" was subsequently dissolved and the name has been struck off by the Certificate of Registrar of Corporate Affairs dated March 23, 2015.

(ii) Datamatics Global Technologies AG, Zug, Switzerland has applied for voluntary liquidation and winding up proceedings.

41 The Company has ₹ 323,408,544 (P.Y. ₹ 197,108,961) as outstanding Loans and Advances (Refer note no. 43 below) and ₹ 995,976,964 (P.Y. ₹ 995,121,964) as investment in five of its wholly owned Subsidiaries at the year end. The net worth of these subsidiaries has declined. The Company has assured Financial Support. These investments are for long term and are of strategic nature. As the management is confident of turning around the subsidiaries in the near future provision for diminution in the value, if at all required, is not made.

42 TRADE RECEIVABLES INCLUDE THE FOLLOWING DUES FROM THE SUBSIDIARIES:

(Amount in ₹)

Particulars	Balance Outstanding as on 31.03.2015	Maximum amount outstanding during the year	Balance Outstanding as on 31.03.2014	Maximum amount outstanding during the year
Datamatics Global Services Inc.	74,761,494	162,387,022	67,734,859	78,893,325
Datamatics Global Services GmbH	218,627	331,610	3,421,542	40,962,726
Datamatics Global Services Pty Ltd.	1,447,992	1,447,992	-	-
Datamatics Software Services Ltd.	44,590,201	44,590,201	-	-
Datamatics Global Technologies GmbH	1,793,317	1,793,317	2,196,133	2,196,133
Datamatics Infotech Ltd.	11,738,368	24,092,520	5,225,325	26,649,477
Datamatics Global Technologies Ltd.	-	5,809,551	786,140	5,419,297
Cignex Datamatics Technologies Ltd.	-	269,664	-	359,552
Cybercom Datamatics Information Solutions Ltd.	-	561,798	-	650,751
Datamatics Global Solutions GmbH	1,550,379	1,902,868	1,027,452	1,027,452
TOTAL	136,100,378	243,186,543	80,391,451	156,158,713

Notes forming part of the Financial Statements

43 LOANS AND ADVANCES TO SUBSIDIARIES CONSIST OF FOLLOWING:

(Amount in ₹)

Particulars	Balance Outstanding as on 31.03.2015	Maximum amount outstanding during the year	Balance Outstanding as on 31.03.2014	Maximum amount outstanding during the year
Datamatics Global Services Inc. *	3,329,819	3,717,735	2,065,523	2,226,653
Datamatics Software Services Ltd.	257,720,363	257,720,363	195,043,438	232,185,628
Datamatics Infotech Ltd. *	822,865	4,530,879	594,402	3,058,688
Datamatics Global Services Pty Ltd. *	277,651	329,856	-	305,758
Datamatics Global Technologies Ltd. *	321,710	324,438	308,378	308,378
Lumina Datamatics Limited *	14,444,982	27,725,122	20,278,213	20,278,216
Datamatics Global Services FZ-LLC *	17,768,162	17,768,162	2,986,802	2,986,802
TOTAL	294,685,552	312,116,555	221,276,756	261,350,123

* Interest free Advances.

- 44** In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act 2006, the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of the information about registration of the enterprises under the above Act, the required information could not be furnished.
- 45** As per Companies (Accounting Standards) Rules 2006 issued by the Central Government, in consultation with National Advisory Committee on Accounting Standards ('NACAS') and the relevant provisions of the Companies Act, 1956, to the extent applicable, the carrying value of the asset has been reviewed for impairment of assets and there is no impairment of assets.
- 46** During the year, pursuant to the notification of Schedule II to the Companies Act, 2013, with effect from April 1, 2014, the Company revised the estimated useful life of relevant assets to align the useful life with those specified in Schedule II. Pursuant to the transitional provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of the assets, net of residual value, where the remaining useful life of the asset was determined to be Nil as on April 1, 2014, and adjusted an amount of ₹ 27,400,180 (net of deferred tax asset of ₹ 9,269,148) against the opening balance in the Statement of Profit and Loss under Reserves and Surplus. Consequent to the change in the useful life of the assets, the depreciation expense in the Statement of Profit and Loss for the year is higher by ₹ 26,619,663 and profit before tax for the year is lower by the like amount.

Notes forming part of the Financial Statements

47 PRIOR PERIOD COMPARATIVE:

Previous year figures have been appropriately regrouped / reclassified and rearranged wherever necessary to confirm to the current year's presentation.

48 Figures are rounded off to the nearest of rupee.

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi Associates

Chartered Accountants
Firm Registration No. 104746W

Dr. Lalit S. Kanodia
Chairman

Jyoti Kawa

Partner
Membership No. 105654

R. K. Saraswat
Director

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Divya Kumat
Sr. VP. - Legal & Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Cash Flow Statement

Particulars	2015 ₹	2014 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax	290,885,947	484,326,188
Adjusted for:		
Provision for Retirement benefits	25,746,210	29,403,490
Depreciation and amortization	84,198,016	65,295,072
Finance Costs	51,236,814	16,298,779
(Profit) / Loss on sale of Fixed Assets	(4,347)	410,044
Interest Income from Fixed Deposits and Others	(19,396,643)	(25,849,930)
Dividend Received	(25,799,051)	(53,188,462)
Profit on sale of Investments	(14,207,495)	(22,189,367)
Employee Stock option expenses	679,154	1,901,093
Exchange difference on translation of foreign currency monetary items	10,499,994	5,233,342
	112,952,652	17,314,061
Operating Profit before Working Capital Changes	403,838,599	501,640,249
Adjusted for:		
Increase in Sundry Debtors	(13,187,917)	(60,197,537)
(Increase) in Loans and Advances	(17,266,242)	(108,612,577)
(Decrease) / Increase in Trade and Other Liabilities	(124,510,425)	43,739,368
	(154,964,584)	(125,070,746)
Cash Generated from Operations	248,874,015	376,569,503
Taxes Paid (Net of tax refund received)	76,965,240	79,862,919
Net Cash From Operating Activities	171,908,775	296,706,584
B. CASH FLOW FROM INVESTING ACTIVITIES:		
(Purchase) / Sale of Fixed Assets	(70,708,096)	10,447,371
Sale / (Purchase) of Investments	74,537,610	(790,593,044)
Interest Income from Fixed Deposits and Others	19,396,643	25,849,930
Profit on sale of Investment	14,207,495	22,189,367
Dividend Received	25,799,051	53,188,462
Net Cash from Investing Activities	63,232,703	(678,917,914)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
(Repayment) / Proceeds from Long Term Borrowings	(12,722,667)	465,121,873
Finance Costs	(51,236,814)	(16,298,779)
Final Equity Dividend Paid	(73,686,671)	(58,949,337)
Tax paid on Equity dividend	(5,473,783)	(7,106,517)
Interim Equity Dividend paid	(20,632,268)	-
Net Cash Flow from Financing Activities	(163,752,203)	382,767,240
Net Increase in Cash and Cash Equivalent during the year	71,389,275	555,910
Cash and Cash Equivalents as at beginning of the year	36,027,722	38,887,951
Exchange difference on translation of foreign currency Cash and Cash Equivalent	(10,499,994)	(3,416,139)
Cash and Cash Equivalents as at the end of the year	96,917,003	36,027,722
Earmarked balances with banks	2,814,652	6,187,182
Cash and Bank balances at the end of the year	99,731,655	42,214,904

As per our attached report of even date

For and on behalf of the Board

For Kanu Doshi AssociatesChartered Accountants
Firm Registration No. 104746W**Dr. Lalit S. Kanodia**
Chairman**Jyoti Kawa**Partner
Membership No. 105654**R. K. Saraswat**

Director

Rahul L. Kanodia

Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015**Divya Kumat**
Sr. VP. - Legal & Company Secretary**Vidur V. Bhogilal**
Executive Director
& Chief Financial Officer

Balance Sheet Abstract and Company's General Business Profile

I Registration Details

Registration No.	45205
State Code	11
Balance Sheet Date	March 31, 2015

II Capital Raised during the year

Public Issue (including premium)	Nil
Rights Issue	Nil
Bonus Issue	Nil
Private Placement on Preferential allotment basis	Nil

III Position of Mobilisation and Deployment of Funds

Total Liabilities	5,092,532,055
Total Assets	5,092,532,055
a. Equity And Liabilities	
Paid up Capital	294,746,685
Reserves and Surplus	3,861,994,942
Non-Current Liabilities	449,133,821
Current Liabilities	486,656,607
b. Assets	
Net Fixed Assets	1,073,374,505
Other Non-Current Assets	3,157,030,942
Current Assets	862,126,608

IV Performance of the Company

Turnover	1,885,738,651
Other Income	79,395,983
Total Expenditure	1,674,248,687
Profit Before Tax	290,885,947
Profit After Tax	253,374,431
Earning Per Share	
Basic	4.30
Diluted	4.30
Dividend %	13%

V Generic Names of Two Principal Products of the Company (as per monetary terms)

Item Code No. (ITC) Code	8524.9
Description	Computer Software

For and on behalf of the Board For Datamatics Global Services Ltd

R. K. Saraswat
Director

Dr. Lalit S. Kanodia
Chairman

Divya Kumat
Senior Vice President - Legal
& Company Secretary

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Rahul L. Kanodia
Vice Chairman & CEO

Place: Mumbai
Dated: May 27, 2015

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to Subsidiary Companies

Sr. No.	Name of the Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investment other than investment in subsidiary	Turnover (2)	Profit / (Loss) before taxation (2)	Provision for taxation (2)	Profit / (Loss) after taxation (2)	Percentage of Shareholding	Country
1	Datamatics Global Services Inc	USD	62.50	1,741,800,125	(1,425,883,830)	536,950,108	221,033,813	370,681	1,399,344,845	25,415,823	1,349,750	24,066,073	100%	USA
2	Datamatics Global Services GmbH	EUR	67.18	204,899,000	(133,646,855)	89,211,389	17,959,244	-	144,171,954	3,329,581	(9,067)	3,338,648	100%	Germany
3	Datamatics Technologies UK Ltd.	GBP	92.45	27,735,092	(27,654,735)	80,358	-	-	-	(4,009)	-	(4,009)	100%	UK
4	Datamatics Software Services Ltd.	INR	1.00	131,386,050	36,922,395	538,149,520	369,841,073	192,662,282	564,400,417	54,152,291	11,293,833	42,858,458	100%	INDIA
5	Datamatics Infotech Ltd.	GBP	92.45	1,849,000	55,634,305	94,192,857	36,709,552	-	307,552,839	22,937,693	5,005,633	17,932,061	100%	UK
6	Datamatics Global Services Pty Ltd.	AUD	47.60	2,380,000	522,877	5,082,549	2,179,672	-	8,273,815	305,965	-	305,965	100%	Australia
7	Datamatics Global Technologies Ltd.	USD	62.50	909,375,000	55,719,461	965,359,461	265,000	937,312,500	9,263,958	1,473,824	-	1,473,824	100%	Mauritius
8	Cybercom Datamatics Information Solutions Ltd.	INR	1.00	8,484,000	140,824,649	161,900,830	12,592,181	79,899,081	98,441,045	52,365,568	10,362,636	42,002,932	50.50%	INDIA
9	Lumina Datamatics Ltd.	INR	1.00	773,986,650	1,443,606,567	2,438,803,711	221,210,494	2,026,051,754	982,213,840	84,355,042	25,301,341	59,053,701	73.12%	INDIA
10	Lumina Datamatics Inc.	USD	62.50	2,205,417,188	(374,213,500)	1,993,837,750	162,558,125	-	1,610,510,905	4,711,374	2,959,688	1,751,686	73.12%	USA
11	Lumina Datamatics GmbH	EUR	67.18	13,436,000	(1,691,474)	33,565,318	21,820,792	-	59,395,396	969,048	-	969,048	73.12%	Germany
12	Datamatics Global Services FZ LLC	AED	17.02	851,000	16,096,815	37,244,624	20,296,810	-	38,966,344	9,462,912	-	9,462,912	100%	Dubai
13	Datamatics Global Technologies AG **	CHF	64.27	3,213,500	(478,094)	3,329,280	593,874	-	-	(513,175)	-	(513,175)	100%	Switzerland
14	Datamatics Global Holding Corp.*	USD	62.50	-	(847,620)	-	-	-	-	(566,933)	-	(566,933)	80%	BVI
15	Datamatics Vista Info Systems Ltd.	INR	1.00	10,000,000	49,616,131	114,781,906	55,165,775	-	176,035,949	(4,829,594)	(1,012,441)	(3,817,153)	100%	INDIA
16	Cignex Global Holding Corporation	USD	62.50	137,734,813	146,125	137,981,250	100,313	-	-	-	-	-	60.78%	BVI
17	Cignex Datamatics, Inc.	USD	62.50	115,432,250	42,775,063	615,600,000	457,392,750	4,791,563	2,210,674,278	46,568,387	30,512,798	16,055,589	60.78%	USA
18	Cignex Datamatics Technologies Ltd.	INR	1.00	500,000	241,277,790	304,717,963	62,940,173	84,239,074	561,553,630	80,763,691	26,791,750	53,971,941	60.78%	INDIA
19	Cignex Datamatics Pte. Ltd.	SGD	45.46	45	8,389,234	18,045,438	9,656,159	-	5,773,497	4,131,364	230,617	3,900,747	60.78%	Singapore
20	Datamatics Global Technologies GmbH **	EUR	67.18	38,628,500	(37,535,196)	10,400,426	9,307,103	-	-	-	-	-	100%	Germany
21	Datamatics Global Solutions GmbH	EUR	67.18	3,359,000	7,787,715	32,674,520	21,527,799	-	107,363,285	1,768,522	464	1,768,058	100%	Germany

Note:

- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the Subsidiary Companies, are based on the exchange rates as on March 31, 2015.
- Converted at monthly average exchange rates.
- The reporting period for all the Subsidiaries is March 31, 2015
- On March 23, 2015, Datamatics Global Holding Corp., a wholly owned Subsidiary, has been voluntarily liquidated.*
- Under liquidation. **
- Proposed dividend from any of the Subsidiaries is Nil.

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman

Rahul L. Kanodia
Vice Chairman & CEO

R. K. Saraswat
Director

Vidur V. Bhogilal
Executive Director
& Chief Financial Officer

Divya Kumat
Sr. VP. - Legal & Company Secretary

Place: Mumbai
Dated: May 27, 2015

The Year at a Glance

₹ in Million

	Consolidated		
	Current Year	Previous Year	Growth (%)
For the year			
Operating Revenue	8,279.95	7,338.06	12.84
Total revenue	8,346.58	7,411.34	12.62
Operating Profit	1,616.31	1512.61	6.86
Operating Profit % Revenue	19.52	20.61	-
Profit before tax	640.54	775.78	(17.43)
PBT as % to Total revenue	7.67	10.47	-
PAT	485.14	582.06	(16.65)
PAT as % to Total revenue	5.81	7.85	-
Earnings per share			
Basic	7.33	8.26	(11.27)
Diluted	7.30	8.12	(10.09)
Dividend per share	1.00	1.25	-
Dividend amount including tax	66.98	78.93	-
Average net worth	3,589.10	3,170.30	13.21
PAT % to average NW	13.52	18.36	-
At the end of the year			
Total assets	6,761.81	6,508.00	3.90
Fixed assets (net)	2,491.26	2,577.07	(3.33)
Cash and cash equivalents	716.44	472.65	51.58
Total debt	922.17	912.60	-
Net worth	3,816.20	3,362.01	13.51
Equity	294.75	294.75	-

[illegible]

Notes



www.datamatics.com

Datamatics Global Services Limited

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 | Email: investors@datamatics.com

NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of **DATAMATICS GLOBAL SERVICES LIMITED** will be held on Friday, August 28, 2015 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, approve and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on the Equity Shares and to declare the Final Dividend on the Equity Shares of the Company.
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 appoint a Director in place of Mr. Rahul L. Kanodia (DIN:00075801), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** for appointment of auditors:

“RESOLVED THAT M/s. Kanu Doshi Associates, Chartered Accountants, (Registration No. 101720W), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution** for appointment of Mr. Vinay Aggarwal as a Director of the Company:

“RESOLVED THAT Mr. Vinay Aggarwal (DIN:00030483), who was appointed as an Additional Director of the Company with effect from May 27, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”
7. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution** for appointment of Mr. Vinay Aggarwal as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinay Aggarwal (DIN: 00030483) a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from August 28, 2015 upto August 27, 2020.”
8. To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution** for re-appointment of Dr. Lalit S. Kanodia as a Chairman & Whole Time Director of the Company:

“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), recommendations of Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other consents, approval, permissions as may be required, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr. Lalit S. Kanodia as a Chairman & Whole Time Director (DIN: 00008050) of the Company for a period of five years with effect from May 15, 2015 and that he be paid remuneration with effect from April 1, 2015 as per the following details:

1.	Basic Salary	:	₹ 3,120,000/- per annum.
2.	Personal Allowance/Perks	:	₹ 1,313,600/- per annum as per the rules of the Company.
3.	Accommodation	:	i. Rent-free fully furnished accommodation or Allowance as per the rules of the Company. ii. Reimbursement of gas, electricity and house maintenance expenses subject to one month's basic salary per year.
4.	Medical	:	i. Reimbursement/Allowance of medical expenses for self and family subject to maximum of one month's basic salary per year. ii. Notwithstanding the ceiling specified in clause 3 above, if reimbursement of expenses under clause 3(ii) claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis.
5.	Leave Travel Allowance	:	As per the rules of the Company.
6.	Club	:	Club Fees subject to maximum of two clubs. This will include annual membership fee but not admission fee and life membership fee.
7.	Insurance	:	As per the rules of the Company.
8.	Leave	:	As per the rules of the Company.
9.	Provident Fund	:	Contribution to Provident Fund/Annuity Fund /Superannuation Fund or Allowance as per the rules of the Company.
10.	Gratuity	:	Gratuity in accordance with the rules of the Company.
11.	Car	:	Vehicle(s) as per the rules of the Company.
12.	Telephone	:	Communication facilities as per the rules of the Company.
13.	Commission	:	1% of the net profits of the Company as computed in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the gross remuneration to be paid to Dr. Lalit S. Kanodia be increased, augmented and/or enhanced, subject to the aforesaid provisions and applicable approvals upto 15% per annum, effective from April 01 each year, first such increase to be granted with effect from April 1, 2016;

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, Dr. Lalit S. Kanodia shall subject to the approval of the Central Government, if any required, be paid remuneration by way of salary and perquisites as specified above subject to the restrictions, if any, set out in Schedule V to the Companies Act, 2013 (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 Dr. Lalit S. 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 the Board of Directors and/or the Company Secretary, be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution."

By Order of the Board of Directors

Divya Kumat

Sr. VP. - Legal & Company Secretary

Place : Mumbai

Date : May 27, 2015

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

Email: investors@datamatics.com



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 the 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 Shareholder. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to Item Nos. 6 to 8 of the Notice set out above, is annexed hereto.
4. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays upto the date of the AGM.
5. The Register of Members and Transfer Books of the Company shall remain closed from Monday, August 24, 2015 to Friday, August 28, 2015 (both days inclusive) for the purpose of payment of Dividend for the financial year ended March 31, 2015 and the AGM.
6. The dividend, if declared at the 27th Annual General Meeting, would be paid/dispatched on or after Friday, August 28, 2015 to those persons or their mandates as under:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, August 21, 2015 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited 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 Transfer Agents on or before Friday, August 21, 2015.
7. The Company has put into operation the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS) 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 of the above facility and you are holding shares in the physical mode, kindly furnish the information in the ECS mandate form which can be obtained from the Company's Registrar & Share Transfer Agents viz. Datamatics Financial Services Limited. Shareholders holding shares in dematerialized form, please inform/update your information directly with the Depository Participant (DP) with whom you are maintaining a Demat Account and not to the Company or its Registrars.
8. 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 Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors, wherever ECS and bank details are available. In the absence of ECS 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 advise their Depository Participants about such change, with complete details of their bank account.
9. 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 Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to Datamatics Financial Services Limited at the below mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility.
10. Members are requested to notify their change of address, if any, to the Company/Share Transfer Agent, Datamatics Financial Services Limited, Plot No. B-5, MIDC, Part B, Cross lane, Andheri (East), Mumbai-400 093.
11. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2015 to the Company atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
12. Members attention is particularly drawn to the "Corporate Governance" section with respect to unclaimed and unpaid dividends.
13. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2014-15 would be sent through electronic mode to



those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and 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 Datamatics Financial Services Limited (in case of Shares held in physical form).

14. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, as amended from time to time, the Company is pleased to provide its members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means through the remote e-voting platform provided by Central Depository Services Limited (CDSL).

A) The remote e-voting facility will be available during the following period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
TUESDAY, AUGUST 25, 2015 at 9.00 AM	THURSDAY, AUGUST 27, 2015 at 5.00 PM

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- B) The facility for voting through ballot/polling paper shall also be made available at the venue of the 27th AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- C) Mr. Tushar Shridharani, Company Secretary in Practice (Membership No. FCS2690/Certificate of Practice No. 2190) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- D) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.datamatics.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

The procedure and instructions for e-voting are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Now click on "Shareholders" to cast your votes.
- iii. Now, select the "Datamatics Global Services Limited" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. ➤ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Amogh Prabhudesai with sequence number 1 then enter AM00000001 in the PAN field.



Dare of Birth [DOB]	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>➤ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the Electronic Voting Sequence Number (EVSN) for choosing Datamatics Global Services Limited.

xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

ITEM NOS. 6 & 7

The Board of Directors at their meeting held on May 27, 2015 on the recommendation of the Nomination and Remuneration Committee appointed Mr. Vinay Aggarwal as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company.

Based on the recommendations of Nomination and Remuneration Committee, Mr. Vinay Aggarwal was appointed as an Additional Director of the Company with effect from May 27, 2015 by the Board of Directors under Section 161 of the Companies Act, 2013. In terms of Section 161(1) of the Act, Mr. Vinay Aggarwal holds office only upto the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Vinay Aggarwal's appointment as a Director. The Board also appointed Mr. Vinay Aggarwal as an Independent Director of the Company for the period from August 28, 2015 upto August 27, 2020, subject to approval of the Members. Mr. Vinay Aggarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief Profile of Mr. Vinay Aggarwal (DIN:00030483)

Mr. Vinay Aggarwal has an MBA in finance from North Eastern University, USA. After a stint with Unisys in Detroit, he became Vice President of Tata Unisys Ltd. (1981 – 89). Thereafter, he was appointed as CFO of TCS which position he occupied between 1990 and 2003. Mr. Vinay Aggarwal was the Chief Financial Officer at TCS for more than a decade, and also worked briefly as CFO of Flag Telecom, a subsidiary of Reliance Communications. He is now an independent Consultant.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 & 7 of the Notice for approval by the Members.

Mr. Vinay Aggarwal does not hold any equity shares of the Company.

Mr. Vinay Aggarwal is interested in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice. None of Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the Resolutions except to the extent of their shareholding interest, if any, in the Company.

ITEM NO. 8

At the 22nd AGM held on August 12, 2010, the members approved the appointment and terms of appointment of Dr. Lalit S. Kanodia as a Chairman & Whole Time Director of the Company for a period of five years with effect from May 15, 2010. According to his terms of appointment, the term of office of Dr. Lalit S. Kanodia expired on May 14, 2015.

Accordingly, the Board of Directors in their meeting held on May 27, 2015 has re-appointed Dr. Lalit S. Kanodia for a further period of five years, with effect from May 15, 2015, subject to the approval of the Members. Since, Dr. Lalit S. Kanodia has attained the age of 70 years, approval of the members is required by way of Special Resolution for re-appointment and payment of remuneration.

Brief Profile of Dr. Lalit S. Kanodia [DIN:00008050]

Dr. Lalit S. Kanodia, the founder and Chairman of Datamatics Group of Companies is one of the pioneers in the Indian Software and Offshore Services Industry. He founded Datamatics in 1975, prior to which he was the Founder CEO of Tata Consultancy Services.

After obtaining degree in engineering from India's premier technology institute, IIT, Bombay, Dr. Kanodia completed his MBA and Doctorate in Management from Massachusetts Institute of Technology (MIT), USA. He is the 1st recipient of the distinguished alumnus award of IIT, Bombay and is also a Ford Foundation Fellow.

Dr. Kanodia was an Executive Member of NASSCOM, the apex body of the IT-BPO industry in India. In the past, he has held several eminent positions with various industry associations, which include President of the Management Consultant's Association of India, Chairman (Western Region) of the Electronics & Computer Software, President of the Indo American Chamber of Commerce and member of the Executive Committee of Indian Merchant Chamber. Dr. Kanodia has also been on the Board of Directors of several companies. He is a member of the Executive Board of MIT (USA). He was Honorary Consul General of Chile in Mumbai between 2002-2014.

As Chairman at Datamatics, Dr. Kanodia drives various strategic initiatives. His leadership has led Datamatics to be conferred with various awards over the years, including the Most Innovative Software Product Award at the hands of the Prime Minister, the Ramkrishna Bajaj National Quality Award for Services, the International Asia Pacific Quality Award and most recent awards viz.



Global Achiever's Award, Fastest Growing Indian Company Excellence Awards 2014, Social Responsibilities Award in Bangkok and IMC IT Award 2015 in the category of IT Products–Large and being ranked among the top 50 best managed outsourcing vendors by 'The Black Book of Outsourcing.

Under Dr. Kanodia's dynamic leadership, the Company has grown from a team of 10 to strength of over app. 6,700 across the globe.

Considering the significant contribution made by Dr. Kanodia in the development and growth of the Company, the Nomination and Remuneration Committee has recommended re-appointment of Dr. Lalit S. Kanodia, as a Chairman & Whole Time Director of the Company for a further period of five years with effect from May 15, 2015.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Dr. Lalit S. Kanodia holds 3,530,995 equity shares of the Company.

Except Dr. Lalit S. Kanodia, Mrs. Asha L. Kanodia, Mr. Rahul L. Kanodia, Mr. Vidur V. Bhogilal and Mr. Sameer L. Kanodia, and his relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the Resolution.

By Order of the Board of Directors

Divya Kumat

Sr. VP. - Legal & Company Secretary

Place : Mumbai

Date : May 27, 2015

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

Email: investors@datamatics.com



DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT ENTERED WITH THE STOCK EXCHANGES:

Particulars	Mrs. Asha L. Kanodia	Mr. Rahul L. Kanodia	Mr. Vinay Aggarwal	Dr. Lalit S. Kanodia
DIN	00008061	00075801	00030483	00008050
Date of Birth	November 16, 1943	November 25, 1966	August 20, 1952	March 30, 1941
Date of first appointment on the Board	August 12, 2014	February 22, 2007	May 27, 2015	November 3, 1987
Qualifications	Graduate (Psychology)	MBA	MBA	Ph.D.(MIT)
Relationship between directors	<ul style="list-style-type: none"> Wife of Dr. Lalit S. Kanodia; Mother of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia; Mother-in-Law of Mr. Vidur V. Bhogilal. 	<ul style="list-style-type: none"> Son of Dr. Lalit S. Kanodia and Mrs. Asha L. Kanodia; Brother of Mr. Sameer L. Kanodia; Brother-in-Law of Mr. Vidur V. Bhogilal. 	Not Applicable	<ul style="list-style-type: none"> Husband of Mrs. Asha L. Kanodia; Father of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia; Father-in-Law of Mr. Vidur V. Bhogilal.
Expertise in specific functional areas	Interior Designer	Marketing & Strategies	Finance	Wide experience in IT & ITeS Industry .
Directorships held in other public companies	Nil	<ul style="list-style-type: none"> Datamatics Software Services Limited Cybercom Datamatics Information Solutions Limited Datamatics Vista Info Systems Limited Lumina Datamatics Limited 	Nil	<ul style="list-style-type: none"> Datamatics Software Services Limited Datamatics Staffing Services Limited RPG Life Sciences Limited Matix Fertilizers and Chemicals Limited Datamatics Vista Info Systems Limited Lumina Datamatics Limited
Memberships / Chairmanships of committees of other public companies	Nil	Nil	Nil	Nil
Number of shares held in the Company	3,605,258	209	Nil	3,530,995

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 Email: 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	
Registered Address	
Email ID	
Folio No. / DP ID & Client ID.*	

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

- Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
- Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
- Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 27th Annual general meeting of the Company, to be held on Friday, August 28, 2015 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

- To receive, consider, approve and adopt a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with 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, 2015, together with the Report of the Auditors thereon.
- Confirm the payment of Interim Dividend and declare the final dividend on the equity shares of the Company.
- Re-appointment of Mrs. Asha L. Kanodia, Director, who retires by rotation and being eligible offers herself for re-appointment.
- Re-appointment of Mr. Rahul L. Kanodia, Director, who retires by rotation and being eligible offers himself for re-appointment.
- Appointment of Statutory Auditors of the Company.

SPECIAL BUSINESS

- Appointment of Mr. Vinay Aggarwal as a Director of the Company.
- Appointment of Mr. Vinay Aggarwal as an Independent Director of the Company.
- Appointment of Dr. Lalit S. Kanodia as a Chairman & Whole Time Director of the Company.

Affix ₹ 1
revenue
stamp

Signed this _____ day of _____ 2015.

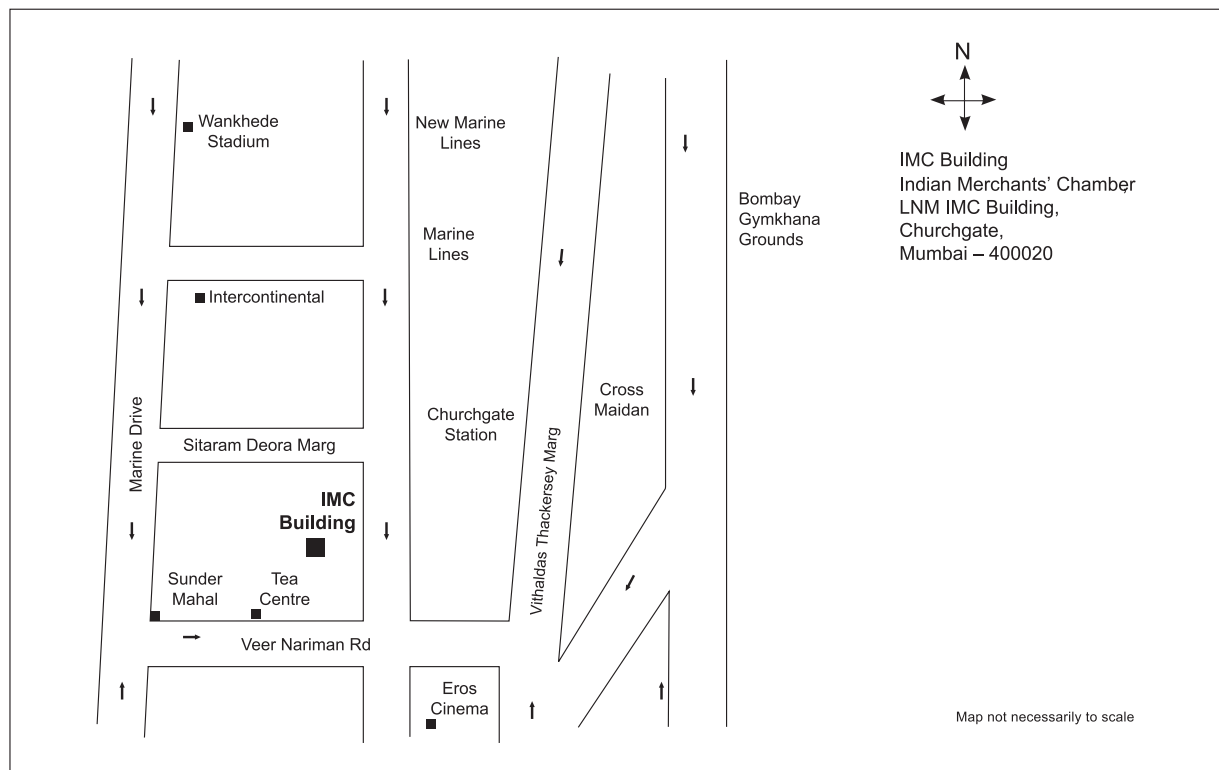
Signature of Shareholder

Note:

- 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.
- * Applicable for investors holding shares in electronic form.
- 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.

(Refer Route Map of the venue at the back.)

ROUTE MAP to the Venue of the 27th Annual General Meeting



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 | Email: investors@datamatics.com

**ATTENDANCE SLIP**

(To be surrendered at the time of Entry of the Venue)

27th Annual General Meeting, Friday, August 28, 2015

Name of the Shareholder/ Proxy			
Folio No./DP ID & Client ID		Number of Shares	

I/We hereby record our attendance at the 27th Annual General Meeting and also request you to take note of my/our following details for sending further documents/intimation by electronic mode.

Email address:- _____ Contact No. _____

Signature of the Shareholder/Proxy

✂-----✂-----✂-----✂-----✂-----✂-----

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 | Email: investors@datamatics.com

**POLL PAPER PASS**

(To be surrendered at the Polling counters to get the Poll Paper)

27th Annual General Meeting, Friday, August 28, 2015

Name of the Shareholder/ Proxy			
Folio No./DP ID & Client ID		Number of Shares	

Signature of the Shareholder/Proxy

REMOTE E-VOTING PARTICULARS

EVSN	USER ID	E-VOTING SEQUENCE NO

Datamatics Global Services Limited

Regd. Office :
Knowledge Centre, Plot No. 58, Street No.17, MIDC,
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August 29, 2015

To,
Corporate Communication Department
Bombay Stock Exchange 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

**Sub: Covering letter of the Annual Audit Report to be filed with the Stock Exchanges Pursuant to
Clause 31 of the Listing Agreement**

Ref No.: SEBI Circular No. CIR/CFD/DIL/7/2012, dated August 13, 2012

**BSE Scrip Code: 532528
NSE Code: DATAMATICS EQ**

FORM A

1	Name of the Company	Datamatics Global Services Limited
2	Annual financial statements for the year Ended	March 31, 2015
3	Type of Audit Observation	<u>Emphasis of Matter</u> The observation set out in para "Emphasis of Matter" of Independent Auditors Report [Refer page no. 104] and the corresponding Notes to Accounts, as referred therein, in Note to Accounts No. 41 in Annual Report [Refer page no. 132]. The Audit Committee at its meeting held on May 27, 2015 considered the para on Emphasis matter of standalone independent audit report and discussed both with the management and statutory auditors that the net worth of subsidiary companies has declined. The management explained that the investments in subsidiaries are for long term and are of strategic nature. Further the management is confident of turning around the subsidiaries in the near future. Hence, it was decided not to make any provision for diminution in the value of investment made in the subsidiaries.
4	Frequency of observation	Since financial year ended March 31, 2005

Continuation



For Kanu Doshi Associates
Chartered Accountants
Firm Registration No. 104746W

J. N. Kawa

Jyoti Kawa
Partner
Membership No. 105654

For Datamatics Global Services Limited

V. V. Bhogilal
Vidur V. Bhogilal
Executive Director & CFO



For Datamatics Global Services Limited

Rahul L. Kanodia
Rahul L. Kanodia
Vice Chairman & CEO

For Datamatics Global Services Limited

B. K. Saraswat
B. K. Saraswat
Chairman of Audit Committee