

# **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	:	<ul> <li>i. Rent-free fully furnished accommodation or Allowance as per the rules of the Company.</li> <li>ii. Reimbursement of gas, electricity and house maintenance expenses subject to one month's basic salary per year.</li> </ul>		
4.	Medical	:	<ul> <li>i. Reimbursement/Allowance of medical expenses for self and family subject to maximum of one month's basic salary per year.</li> <li>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.</li> </ul>		
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	i	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: <a href="www.datamatics.com">www.datamatics.com</a>
Email: <a href="mailto:investors@datamatics.com">investors@datamatics.com</a>



### NOTES:

- 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.
- 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.
- 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 27<sup>th</sup> 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 <a href="https://www.datamatics.com">www.datamatics.com</a> 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 <a href="www.evotingindia.com">www.evotingindia.com</a> 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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	<ul> <li>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>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.</li> </ul>				

- 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 <u>www.evotingindia.com</u> 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 <a href="helpdesk.">helpdesk.</a> 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 <u>helpdesk.evoting@cdslindia.com</u> 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 <a href="www.evotingindia.co.in">www.evotingindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under help section or write an email to <a href="helpdesk.evoting@cdslindia.co.in">helpdesk.evoting@cdslindia.co.in</a> under helpdesk.evoting@cdslindia.



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 22<sup>nd</sup> 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 1<sup>st</sup> 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.

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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> <li>Wife of Dr. Lalit S. Kanodia;</li> <li>Mother of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia;</li> <li>Mother-in-Law of Mr. Vidur V. Bhogilal.</li> </ul>	<ul> <li>Son of Dr. Lalit S. Kanodia and Mrs. Asha L. Kanodia;</li> <li>Brother of Mr. Sameer L. Kanodia;</li> <li>Brother-in-Law of Mr. Vidur V. Bhogilal.</li> </ul>	Not Applicable	<ul> <li>Husband of Mrs. Asha L. Kanodia;</li> <li>Father of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia;</li> <li>Father-in-Law of Mr. Vidur V. Bhogilal.</li> </ul>
Expertise in specific functional areas	Interior Designer	Marketing & Strategies	Finance	Wide experience in IT & ITeS Industry .
Directorships held in other public companies	Nil	<ul> <li>Datamatics Software Services Limited</li> <li>Cybercom Datamatics Information Solutions Limited</li> <li>Datamatics Vista Info Systems Limited</li> <li>Lumina Datamatics Limited</li> </ul>	Nil	<ul> <li>Datamatics Software Services Limited</li> <li>Datamatics Staffing Services Limited</li> <li>RPG Life Sciences Limited</li> <li>Matix Fertilizers and Chemicals Limited</li> <li>Datamatics Vista Info Systems Limited</li> <li>Lumina Datamatics Limited</li> </ul>
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