

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

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SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Listing Agreement with Stock Exchanges]

28th August, 2015

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

Subject: Consolidated Report on Members' voting through remote e-voting and voting at the 27th Annual General Meeting.

Dear Sir,

The Board of Directors of Datamatics Global Services Limited ("**the Company**") at its meeting held on 27th May, 2015 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("**the Rules**") to scrutinize the voting conducted through the remote e-voting and voting at the meeting on all resolutions set out in the Notice convening the Twenty Seventh Annual General Meeting ("**AGM**") of the Company, which was held on 28th August, 2015.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 25th August, 2015 and ended at 5.00 p.m. on the 27th August, 2015 (both Indian Standard Time - IST). Some members of the Company voted through e-voting during the voting period.

Members attending the AGM and who did not cast their votes through remote e-voting were invited by the Chairman to cast their votes at the Meeting through Poll on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, a few Members casted votes through Poll conducted at AGM.

Upon conclusion of the Poll conducted by the Chairman, the Poll Boxes wherein the Members had dropped their Poll Papers were opened by me in presence of two witnesses not in employment of the Company. The Poll Papers were diligently scrutinized by me and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the Company. The

Poll Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. In case of votes received through Poll at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member were considered and the votes received through Poll were considered invalid.

In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the conclusion of voting at the AGM, I first counted the votes casted through Poll and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next along this Report.

The consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the Rules is annexed to this Report.

You are requested to acknowledge receipt of this report.

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190

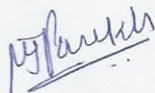
WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Poll and e-voting by Members of Datamatics Global Services Limited ("the Company") on all resolutions set out in the Notice convening the 27th AGM of Company, which was held on 28th August, 2015 at 11.00 a.m. at the Indian Merchant Chamber Hall IMC Building, IMC Marg, Churchgate, Mumbai – 400 020; we, Nandini Parekh (residing at 60/62, J. M. Compound, 3rd Bhoiwada, Bhuleshwar, Mumbai - 400 002) and Rachana Shridharani (residing at A/202 Garnet, Rajhans Dreams, Near Rasoi Hotel, Stella, Vasai (West), Thane – 401 202) hereby confirm our witnessing the following-

- a) after completion of the voting process through Poll at the above mentioned AGM, the Polling Box wherein the members of the Company have dropped their Poll Papers was opened by Mr. Tushar Shridharani in our presence; and
- b) after completion of voting by Members through Poll, Mr. Tushar Shridharani un-blocked the votes that the members of the Company have casted through e-voting.

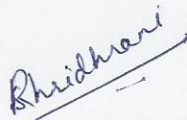
We further state that we are not in the employment of the Company.

Witness 1:



(Nandini Parekh)
B. Com., FCS

Witness 2:



(Rachana Shridharani)
B. Com., CS

Date: 28th August, 2015

Place: Mumbai

Annexure

(In accordance with sub-rule 4(xii) of rule 20 of Companies (Management and Administration) Rules, 2014)

Consolidated Report of the votes cast (excluding invalid votes) by the members of Datamatics Global Services Limited on resolutions that were proposed for consideration before the Twenty Seventh Annual General Meeting, which was held on Friday, the 28th August, 2015 at 11.00 a.m. at the Indian Merchant Chamber Hall, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Rs. 5 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour	
							Number	%	Number	%
1.	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.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-
			Public - Institutional Holders	45,415	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,305	99.99	10	0.01
			Total.....	5,89,49,337	4,78,21,963	-	4,78,21,953	-	10	-
2.	Confirm the payment of Interim Dividend and declare the final dividend on the equity shares of the Company.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-
			Public - Institutional Holders	45,415	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,305	30.88	49,46,105	99.99	200	0.01
			Total.....	5,89,49,337	4,78,21,953	-	4,78,21,753	-	200	-

Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Rs. 5 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour	
							Number	%	Number	%
3.	Re-appointment of Mrs. Asha L. Kanodia, Director, who retires by rotation and being eligible offers herself for re-appointment.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-
			Public - Institutional Holders	45,415	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,105	99.99	210	0.01
			Total.....	5,89,49,337	4,78,21,963	-	4,78,21,753	-	210	-
4.	Re-appointment of Mr. Rahul L. Kanodia, Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-
			Public - Institutional Holders	45,415	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,105	99.99	210	0.01
			Total.....	5,89,49,337	4,78,21,963	-	4,78,21,753	-	210	-
5.	Appointment of Statutory Auditors of the Company.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-
			Public - Institutional Holders	45,415	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,305	99.99	10	0.01
			Total....	5,89,49,337	4,78,21,963	-	4,78,21,953	-	10	-
6.	Appointment of Mr. Vinay Aggarwal as a Director of the Company.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-
			Public - Institutional	45,415	-	-	-	-	-	-

Resolution Number	Brief description about Resolution	Whether Ordinary or Special?	Members' Category	Number of Equity shares held each of Rs. 5 fully paid-up	Number of votes cast	% of votes cast to total shares held	Votes cast in favour		Votes cast not in favour		
							Number	%	Number	%	
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,105	99.99	210	0.01	
			Total....	5,89,49,337	4,78,21,963	-	4,78,21,753	-	210	-	
7.	Appointment of Mr. Vinay Aggarwal as an Independent Director of the Company.	Ordinary	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-	
			Public - Institutional Holders	45,415	-	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,105	99.99	210	0.01	
			Total....	5,89,49,337	4,78,21,963	-	4,78,21,753	-	210	-	
8.	Appointment of Dr. Lalit S. Kanodia as a Chairman & Whole Time Director of the Company.	Special	Promoter and Promoters' Group	4,28,83,848	4,28,75,648	99.98	4,28,75,648	100	-	-	
			Public - Institutional Holders	45,415	-	-	-	-	-	-	-
			Public - Others	1,60,20,074	49,46,315	30.88	49,46,105	99.99	210	0.01	
			Total....	5,89,49,337	4,78,21,963	-	4,78,21,753	-	210	-	

(Tushar Shridharani)

Practicing Company Secretary

Membership No.: FCS 2690

Certificate of Practice No.: 2190.