

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-EIGHTH ANNUAL GENERAL MEETING** of the Members of **DATAMATICS GLOBAL SERVICES LIMITED** (CIN: L72200MH1987PLC045205) will be held on Thursday, September 15, 2016, 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 consider, approve and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016, together with the Reports of the Auditors thereon.
2. To confirm payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Sameer L. Kanodia (DIN: 00008232), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, the Company hereby ratifies the appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Registration No. 104746W/W100096) 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 plus applicable taxes, out-of-pocket expenses, travelling and other expenses as may be determined by the Board of Directors of the Company.”

By Order of the Board of Directors

Divya Kumat

Senior Vice President - Legal & Company Secretary

Place : Mumbai

Date : May 27, 2016

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 AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.**
2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder. Proxies submitted on behalf of the limited Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. Relevant documents referred to in the accompanying Notice 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.
4. Members can avail of the facility of nomination with respect to shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail 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.
5. 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.
6. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2016 to the Company atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
7. Members' attention is particularly drawn to the "Corporate Governance" section with respect to unclaimed and unpaid dividends.
8. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2015-16 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).
9. The Register of Members and Share Transfer Books of the Company will be closed on Thursday, September 08, 2016.
10. The dividend, if declared at the 28th Annual General Meeting, would be paid/dispatched on or after Thursday, September 15, 2016 to those persons or their mandates as under:
 - A) whose names appear as Beneficial Owners as at the end of the business hours on Thursday, September 08, 2016 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 Thursday, September 08, 2016.
11. 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 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.



12. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through 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 Participant(s) about such change, with complete details of their bank account.
13. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means through the remote e-voting platform provided by Central Depository Services (India) 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
September 11, 2016 at 9.00 A.M	September 14, 2016 at 5.00 P.M

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. September 08, 2016 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 28th AGM. The members attending the meeting, who have not already casted their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already casted their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- C) Ms. Komal Deshmukh, Company Secretary in Practice (Membership No. A21142/Certificate of Practice No. 15791) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- D) The Results shall be declared within two days of AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.datamatics.com and on the website of CDSL immediately after declaration of results of e voting and poll/ ballot and communicated to the Stock Exchanges.

The procedure and instructions for e-voting are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Now click on "Shareholders".
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.



- vi. 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) <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 sequence 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.
Dividend Bank Details or Date of Birth [DOB]	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">➤ 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the Electronic Voting Sequence Number [EVSN] of Datamatics Global Services Limited.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



xvii. 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, 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.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- E) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 08, 2016, may follow the same procedure as mentioned above for e-Voting..
- F) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off-date i.e. September 08, 2016.
- G) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H) 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.

By Order of the Board of Directors

Divya Kumat

Senior Vice President - Legal & Company Secretary

Place : Mumbai

Date : May 27, 2016



DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	Mr. Sameer L. Kanodia (DIN: 00008232)
Date of birth	18th January, 1975
Age	41 Years
Qualification	Masters in Business Administration from Bryant University, USA
Expertise in specific functional areas	Business Management
Date of appointment	30th January, 2008
No. of Meetings of the Board attended during FY 2015-16	7
Directorship held in other companies	<ul style="list-style-type: none">• Delta Infosolutions Private Limited;• LDR eRetail Limited;• Varsha Infrastructures Private Limited;• LD Publishing & eRetail Limited.
Membership in Committees	Nil
Shareholding in the Company	1,472,858 Shares
Disclosure of relationships between directors inter-se	Mr. Sameer L. Kanodia is a son of Dr. Lalit S. Kanodia and Mrs. Asha L. Kanodia. He is brother of Mr. Rahul L. Kanodia.



Route Map to the Venue of the 28th Annual General Meeting

