

## Notice

**NOTICE** is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING (AGM)** of the members of **DATAMATICS GLOBAL SERVICES LIMITED** (CIN: L72200MH1987PLC045205) will be held on Tuesday, August 13, 2019 at 2.00 P.M at Walchand Hirachand Hall, IMC Building, IMC Marg, Churchgate, Mumbai – 400020 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 , together with the Reports of the Auditors thereon.
2. To declare Final Dividend on Equity Shares of the Company for the financial year 2018-19.
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.

### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
 

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Radhakrishna. K. Saraswat (DIN: 00015095), who has already attained the age of 75 years and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years with effect from September 23, 2019 to September 22, 2022.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
 

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dilip D. Dandekar (DIN: 00846901), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from September 23, 2019 to September 22, 2024.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), a sum not exceeding 0.25% per annum of the net profits of the Company, computed in the manner referred to in Section 198 of the Act be paid to and distributed amongst the directors (other than Whole-time Director(s) of the Company), in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of 5 (Five) years, commencing from April 1, 2019.”

7. To consider, and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and approved by Board of Directors, consent of the Members be and is hereby accorded for payment of remuneration to Dr. Lalit S. Kanodia (DIN: 00008050), Chairman & Whole Time Director of the Company, as per the below terms and conditions, notwithstanding that the annual aggregate remuneration payable to the Executive Directors, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment:

1. *Basic Salary*: ₹ 60,00,000/- per annum.
2. *Personal Allowance/Perks*: ₹ 22,80,000/- per annum.



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.
4. *Medical* : Reimbursement of medical expenses for self and family.  
Notwithstanding the ceiling specified in clause 2 above, if reimbursement of expenses claimed under clause 3 (ii) and 4 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* : Upto 1% of the net profits of the Company as computed in accordance with the provisions of 197 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 20% per annum or at such other rate as may be approved by the Board;

**RESOLVED FURTHER THAT** in case of absence or inadequacy of profits for any financial year, Dr. Lalit S. Kanodia be paid remuneration by way of salary and perquisites as specified above subject to the requisite approvals and 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, within the overall limits specified in the Act or other regulations as may be applicable to the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds,

matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

8. To consider, and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and approved by Board of Directors, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Rahul L. Kanodia (DIN: 00075801), Whole-Time Director designated as Vice-Chairman & CEO of the Company, as per the below terms and conditions, notwithstanding that the annual aggregate remuneration payable to the Executive Directors, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of his appointment:
  1. *Basic Salary* : ₹ 72,00,000/- per annum.
  2. *House Rent Allowance* : ₹ 14,40,000/- per annum.
  3. *Personal Allowance/Perks* : ₹ 13,81,000/- per annum.
  4. *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.
  5. *Medical* : ₹ 15,000/- per annum for self and family.  
Notwithstanding the ceiling specified in clause 3 above, if reimbursement of expenses under clause 4(ii) and 5 claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis.
  6. *Leave Travel Allowance* : As per the rules of the Company.
  7. *Club* : Fees of Club subject to maximum of two clubs. This will include annual membership fee but not admission fee and life membership fee.
  8. *Insurance* : As per the rules of the Company.
  9. *Leave* : Leave with full pay and allowance as per the rules of the Company.
  10. *Provident Fund* : Contribution to Provident Fund / Annuity Fund / Superannuation Fund or Allowance as per the rules of the Company.
  11. *Gratuity* : Gratuity in accordance with the rules of the Company.
  12. *Car* : Vehicle(s) as per Company rules.
  13. *Telephone* : Communication facilities as per Company rules.

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14. *Commission* : Upto 1% of the net profits of the Company as computed in accordance with the provision of Sections 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the gross remuneration to be paid to Mr. Rahul L. Kanodia be increased, augmented and/or enhanced, subject to the aforesaid provisions and applicable approvals upto 20% per annum or at such other rate as may be approved by the Board;

**RESOLVED FURTHER THAT** in case of absence or inadequacy of profits for any financial year, Mr. Rahul L. Kanodia be paid remuneration by way of salary and perquisites as specified above, subject to the requisite approvals and 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 Mr. Rahul L. Kanodia including

remuneration, within the overall limits specified in the Act or other regulations as may be applicable to the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

**By Order of the Board of Directors**

**Place :** Mumbai  
**Date :** May 09, 2019

**Divya Kumat**  
**EVP, Chief Legal Officer &**  
**Company Secretary**

**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](http://www.datamatics.com)  
Email: [investors@datamatics.com](mailto:investors@datamatics.com)



### NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM' or the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly filled, stamped and signed not later than forty-eight 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. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of the Limited Companies, Societies etc., must be supported by an appropriate resolution/authority as applicable.  

A Proxy does not have the right to speak at the meeting and can vote only on a poll.
3. Members may also note that the relevant documents referred in the Notice and statement pursuant to Section 102(1) of the Act, are available for inspection during business hours at the Registered Office of the Company on all working days upto the date of the AGM and at the AGM venue during the meeting.
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
5. 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 Act. Members desirous of making a nomination in respect of their shareholding in the Company, are requested to submit details to the Registrar and Share Transfer Agents of the Company, in the prescribed Form SH-13 for this purpose. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility.
6. To facilitate better services, members holding shares in physical mode are requested to notify their change of address, bank account details to the Company's Registrar and Share Transfer Agents, Datamatics Business Solutions Limited (formerly known as Datamatics Financial Services Limited), Plot No. B-5, MIDC, Part B, Cross Lane, Andheri (East), Mumbai - 400093 and members holding shares in electronic mode are requested to notify the concerned Depository Participants of any such change in address, dividend mandate etc.
7. Shareholders are requested to forward their queries on the annual report for the financial year ended March 31, 2019 to the Company atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
8. Members' attention is particularly drawn to the "Corporate Governance" section with respect to unclaimed and unpaid dividends.
9. **Members holding shares in physical form are requested to consider converting their holding to dematerialized form as pursuant to SEBI norms, with effect from April 1, 2019, share transfers is being processed in dematerialised form only.**
10. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with Rules framed thereunder, the Notice calling the AGM along with Annual Report of the Company for the financial year 2018-19 were sent through electronic mode to those members whose e-mail addresses are registered with the Depository or with Company's Registrar and Share 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 were 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 Registrar and Share Transfer Agents (in case of shares held in physical form).**
11. The Register of members and Share Transfer Books of the Company will be closed from August 07, 2019 to August 13, 2019.
12. The dividend, as recommended by the Board, if approved and declared at the 31<sup>st</sup> AGM, will be paid on and from Tuesday, August 13, 2019, to those persons or their mandates as under:
  - A. whose names appear as Beneficial Owners as at the close of the business hours on August 07, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) 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 Share Transfer Agents on or before August 07, 2019.
13. The Company has put into operation the National Automated Clearing House (NACH) 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 NACH mandate form which can be obtained from the Company's Registrar & Share Transfer Agents. Shareholders holding shares in dematerialized form are advised to inform/update your information directly to the Depository Participants (DP).



14. 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 Share Transfer Agents for payment of dividend through electronic mode to investors, wherever bank details are available. In the absence of electronic 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 intimate their Depository Participant(s) about such change, with complete details of their bank account.
15. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN and/or AADHAAR to the Bank.
16. The route map showing directions to reach the venue of the 31<sup>st</sup> AGM is annexed to this Notice.
17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by NSDL.

- a) The remote e-Voting facility will be available during the following period:

Commencement of Remote E-Voting	End of Remote E-Voting
August 09, 2019 at 9.00 a.m.	August 12, 2019 at 5 p.m.

Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 07, 2019, may cast their vote electronically during the aforementioned e-Voting period. The e-Voting module shall be disabled by NSDL upon expiry of the aforesaid period.

- b) The facility for voting through ballot/polling paper will be made available at the venue of the 31<sup>st</sup> AGM and members attending the meeting, who have not cast their vote(s) through Remote e-Voting will be able to exercise their voting rights at the meeting through ballot/polling paper.

- c) Mr. Aashish K. Bhatt, Company Secretary in Practice (Membership No. A19639/Certificate of Practice No. 7023) 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 along with the Scrutinizer's Report shall be placed on the Company's website [www.datamatics.com](http://www.datamatics.com) and on the website of NSDL 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 members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- ii. During the e-Voting period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of August 07, 2019, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- iii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. If a member casts vote(s) by both modes, then voting done through remote e-Voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- v. The process and manner for remote e-Voting are as under:

**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).



5. Your password details are given below:
    - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
    - c. How to retrieve your 'initial password'?
      - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
3. Select "EVEN" of the Company.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [mail@aashishbhatt.in](mailto:mail@aashishbhatt.in) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - vi. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on.: 1800 222 990.
  - vii. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE:** Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
  - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and

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## Notice (Contd.)

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holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- xi. 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, will only be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper.
- xii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the

employment of the Company and shall make, not later than Forty Eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- xiii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.datamatics.com](http://www.datamatics.com)) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall immediately be forwarded to the Stock Exchanges.

**By Order of the Board of Directors**

**Place :** Mumbai  
**Date :** May 09, 2019

**Divya Kumat**  
**EVP, Chief Legal Officer &**  
**Company Secretary**



### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

**Item No. and 5:** Mr. Radhakrishna. K. Saraswat (DIN: 00015095) and Mr. Dilip D. Dandekar (DIN: 00846901) were appointed as Independent Directors of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They hold offices as Independent Directors of the Company up to September 22, 2019.

The Nomination and Remuneration Committee and Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar as Independent Directors for a second term of 3 (three) and 5 (five) consecutive years respectively.

The Board is of the view that the continued association of Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Therefore, it is proposed to re-appoint Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar as Independent Directors of the Company, not liable to retire by rotation.

The Company has also received declarations from Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations.

Accordingly, the Board recommends Special Resolution for re-appointment of Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar as Independent Directors for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 of the accompanying Notice of the AGM. Mr. Radhakrishna. K. Saraswat and Mr. Dilip D. Dandekar are not related to any Director of the Company.

The details of the directors seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed hereto.

### **Brief Profiles of Independent Directors seeking re-appointment are as under:**

**Mr. Radhakrishna. K. Saraswat**, has over 40 years of experience in Project Finance, General Administration and Advanced Accounts. He has held the positions of Director (Finance) at Datamatics Limited; President, S. M. Dyechem Limited and Senior Vice President, Grasim. At Grasim, Mr. Saraswat was part of the team that set up its Mangalore Refinery Project. He is a Graduate in Commerce and a Fellow of The Institute of Chartered Accountants of India.

Mr. Radhakrishna. K. Saraswat is 81 years old. In view of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 01, 2019, the Company is required to obtain the approval of Members by way of Special Resolution to appoint or continue the Directorship of any non-executive director, who has attained the age of seventy five years.

**Mr. Dilip D. Dandekar** is the Chairman of Kokuyo Camlin Ltd, and Camlin Fine Sciences Ltd. He holds a Government Commercial Diploma. He served as the President of the Indian Merchants' Chamber and Maharashtra Chamber of Commerce, Industry and Agriculture. He is a member of the Executive Committee of the Federation of Indian Chambers of Commerce and Industry. He is currently the Honorary Consul of Mongolia, Mumbai. He has over 45 years of experience in the field of marketing, administration and overall management of companies.

**Item No. 6:** The Members at the 26<sup>th</sup> Annual General Meeting had approved payment of commission to Non-Executive Directors of the Company not exceeding 0.25% per annum of the net profits of the Company for a period of 5 (Five) years i.e. upto March 31, 2019. It is proposed to continue with the payment of Commission to Non-Executive Directors of the Company.

Considering the contribution made by the Non-Executive Directors in the decision making process and also efforts and time devoted in the management of affairs of the Company assigned to them from time to time by the Board of Directors, it is proposed that the Directors (other than Whole time Director(s)) be paid, for each of the 5 (Five) consecutive financial years commencing April 1, 2019 upto March 31, 2024, commission not exceeding 0.25% per annum of the net profits of the Company computed in accordance with the provisions of the Act. This commission will be distributed amongst all directors (other than the Whole-Time Director(s)) in accordance with the directions given by the Board.

Accordingly, the Board recommends Special Resolution for payment of Commission not exceeding 0.25% of the Net profits of the Company for the approval by the shareholders of the Company.

All Non-executive Directors are interested in the Resolution mentioned at Item No. 6 of the Notice. None of Directors except all non-executive directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the Resolution except to the extent of their shareholding interest, if any, in the Company.

**Item No. 7 and 8:** In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 09, 2018 ('Amended Listing Regulations'), the remuneration payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the shareholders by Special Resolution, the aggregate annual remuneration payable to such directors exceeds 5 per cent of the net profits of the Company.

In order to comply with the requirement of Amended Listing Regulations, the Board recommends Special Resolution for paying remuneration exceeding the prescribed limits in any year during the remaining tenure of their appointment, for the approval of the shareholders of the Company.

None of the Directors except executive Directors are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 and 8 of the accompanying Notice of the AGM.



**DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:**

Name of Director	Mr. Radhakrishna. K. Saraswat	Mr. Dilip D. Dandekar	Mr. Sameer L. Kanodia
DIN	00015095	005846901	00008232
Date of birth	April 17, 1938	November 09, 1951	January 18, 1975
Age	81 Years	68 Years	44 Years
Qualification	Chartered Accountant.	Engineer and holds Government Commercial Diploma.	MBA from Bryant University, USA.
Expertise in specific functional areas	He has over 40 years of experience in Project Finance, General Administration and Advanced Accounts. He has held the positions of Director (Finance) at Datamatics Limited; President, S. M. Dyechem Limited and Senior Vice President, Grasim. At Grasim, Mr. Saraswat was part of the team that set up its Mangalore Refinery Project.	He served as the President of the Indian Merchants' Chamber and Maharashtra Chamber of Commerce, Industry and Agriculture. He is a member of the Executive Committee of the Federation of Indian Chambers of Commerce and Industry ("FICCI"). Mr. Dandekar is the Chairman of Kokuyo Camlin Limited and Camlin Fine Sciences Limited. He is currently the Honorary Consul of Mongolia, Mumbai, Maharashtra State. He has over 45 years of experience in the field of marketing, administration and overall management of companies.	He has more than 20 years of professional experience and has expertise in Business Management, strategic initiatives, expansion plans & go-to-market strategies.
Date of appointment / re-appointment	September 23, 2019	September 23, 2019	January 30, 2018
No. of Meetings of the Board attended during FY 2018-19	6 out of 6 meetings held	5 out of 6 meetings held	6 out of 6 meetings held
Directorship held in other companies (excluding foreign, private and Section 8 Companies).	<ul style="list-style-type: none"> <li>• Priya Limited;</li> <li>• Priya International Limited;</li> <li>• Vinati Organics Limited;</li> <li>• Lumina Datamatics Limited.</li> </ul>	<ul style="list-style-type: none"> <li>• Kokuyo Camlin Limited;</li> <li>• Triveni Pencils Limited Cafco Consultants Limited;</li> <li>• Nilmac Packaging Industries Limited;</li> <li>• Camart Industries Limited;</li> <li>• Camlin Fine Sciences Limited;</li> <li>• Alphakids Learning and Activity Centre Limited.</li> </ul>	<ul style="list-style-type: none"> <li>• Lumina Datamatics Limited;</li> <li>• Datamatics Robotics Software Limited;</li> <li>• LD Publishing &amp; ERetail Limited;</li> <li>• LDR eRetail Limited.</li> </ul>
Membership in Committees	Chairman of Audit Committee, Nomination & Remuneration Committee and Stake Holder Relationship Committee	Nil	Nil
Shareholding in the Company	1,000 shares	Nil	14,72,858 shares
Disclosure of relationships between directors inter-se	Nil	Nil	He is son of Dr. Lalit S. Kanodia & Mrs. Asha L. Kanodia and brother of Mr. Rahul L. Kanodia, Directors of the Company.

**By Order of the Board of Directors**

**Place :** Mumbai

**Date :** May 09, 2019

**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

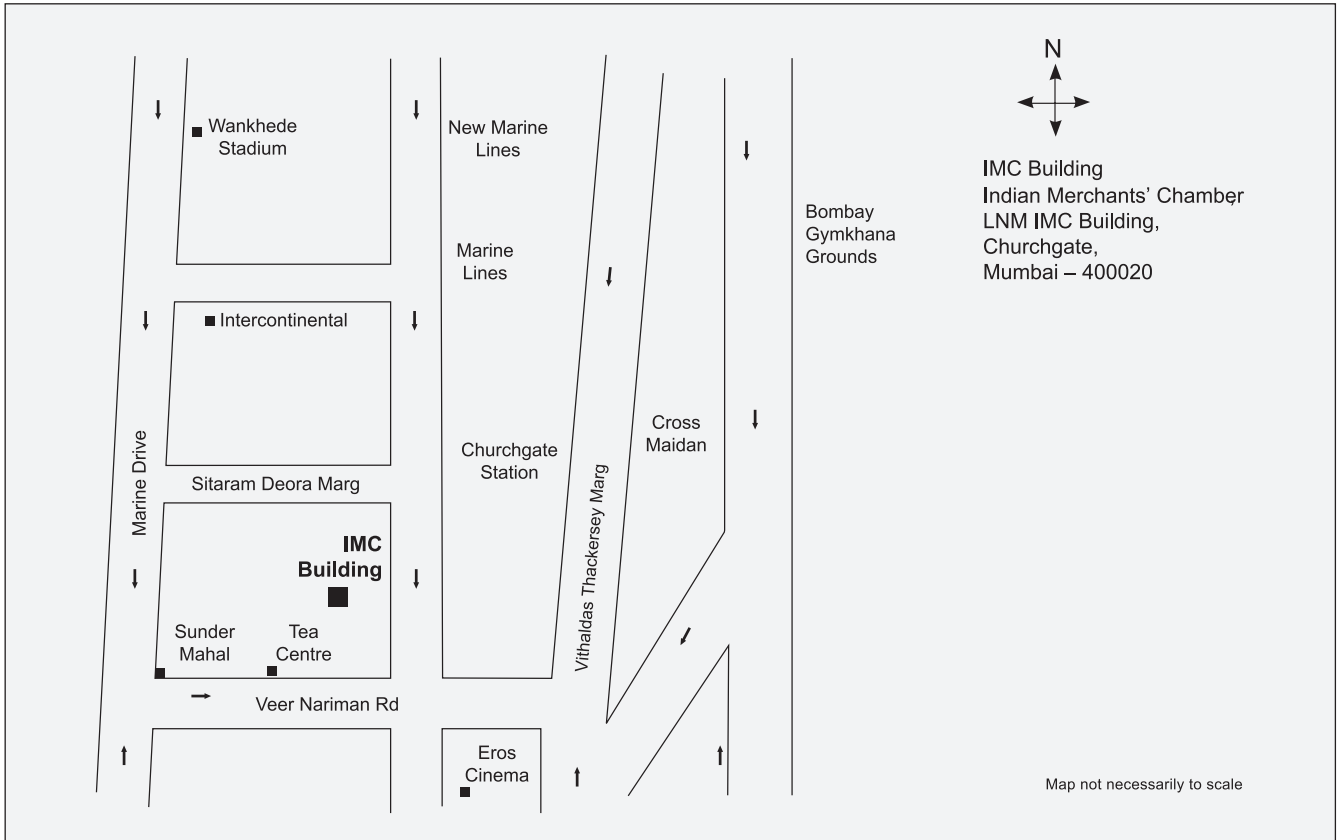
Website: [www.datamatics.com](http://www.datamatics.com)

Email: [investors@datamatics.com](mailto:investors@datamatics.com)

**Divya Kumat**

**EVP, Chief Legal Officer & Company Secretary**

### Route map to the venue of 31<sup>st</sup> AGM



# 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(s)	
Registered address	
E-mail 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 : ....., or failing him/her .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, August 13, 2019 at 2 p.m. at Walchand Hirachand Hall, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Receive, consider and adopt a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon.		
2.	Declare Final Dividend on Equity Shares of the Company.		
3.	Re-appointment of Mr. Sameer L. Kanodia (DIN: 00008232), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.		
<b>SPECIAL BUSINESS</b>			
4.	Re-appointment of Mr. Radhakrishna. K. Saraswat (DIN: 00015095) as Independent Director of the Company.		
5.	Re-appointment of Mr. Dilip D. Dandekar (DIN: 00846901) as Independent Director of the Company.		
6.	Approval for payment of commission to Non-Executive Directors of the Company.		
7.	Payment of remuneration to Dr. Lalit S. Kanodia (DIN: 00008050) exceeding limits as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		
8.	Payment of remuneration to Mr. Rahul L. Kanodia (DIN: 00075801) exceeding limits as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix ₹ 1  
revenue  
stamp

Signature of shareholder

#### Notes:

- 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.

