

DATAMATICS

Datamatics Global Services Limited

Regd. Off: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (E), Mumbai 400 093.

Tel: +91-22-6102 0000/1/2 || CIN: L72200MH1987PLC045205

Website: www.datamatics.com | Email: investors@datamatics.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”) and other applicable provisions of the Act and the Rules, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular No. 03/2025 dated September 22, 2025 read with other relevant circulars, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard - 2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, if any, the items of special businesses as set out in this Notice below are proposed for consideration by the Members of Datamatics Global Services Limited (“**the Company**”), by way of Postal Ballot, only through remote e-voting process.

In conformity with the present regulatory requirements, members can vote only through remote e-voting, for which purpose they are requested to carefully read the instructions given in the Notes forming part of this Notice.

The Statement pursuant to the provisions Section 102, 110 of the Act and other applicable provisions of the Act and the Rules, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, members can vote only through remote e-voting process. Accordingly, the Company has availed electronic voting platform of National Securities Depository Limited (“**NSDL**”) for facilitating e-voting. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot Notice.

The EVEN (E-Voting Event Number) is given below:

EVEN (E-Voting Event Number)	Name of the Event
139467	Datamatics Global Services Limited – Postal Ballot

The e-voting facility will be available during the following voting period:

Commencement of e-voting	09:00 A.M. (IST) on Saturday, May 30, 2026
End of e-voting	05:00 P.M. (IST) on Sunday, June 28, 2026

SPECIAL BUSINESS:

Item No. 1: To approve the appointment of Mr. Hitesh Gajaria (DIN: 10044310) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Hitesh Gajaria (DIN: 10044310), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from May 08, 2026 under Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect May 08, 2026 up to May 07, 2031;

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman & Whole-time Director and / or Mr. Rahul L. Kanodia, Vice Chairman & CEO and / or Ms. Divya Kumat, President, Chief Legal Officer & Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters concerned or incidental thereto.”

Item No. 2: To approve the appointment of Mr. Navnit Singh (DIN: 00424875) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Navnit Singh (DIN: 00424875), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from May 08, 2026 under Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect May 08, 2026 up to May 07, 2031;

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman & Whole-time Director and / or Mr. Rahul L. Kanodia, Vice Chairman & CEO and / or Ms. Divya Kumat, President, Chief Legal Officer & Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters concerned or incidental thereto.”

**By Order of the Board of Directors
For Datamatics Global Services Limited**

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

Place: Mumbai
Date: May 21, 2026

Registered Office:

Knowledge Centre, Plot No. 58, Street No. 17,
MIDC, Andheri (E), Mumbai - 400 093.
CIN: L72200MH1987PLC045205
Tel: +91(22) 61020000/1/2
Website: www.datamatics.com
Email: investors@datamatics.com

NOTES:

1. The Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, May 22, 2026 (“**Cut-Off Date**”) received from the Depositories and whose Email ID is registered with the Company / Registrar and Share Transfer Agent (“RTA”) / Depository Participants / Depositories. A person who is not a member as on the Cut-Off date should treat this Postal Ballot Notice for information purposes only. Physical copies of the Notice along with Postal Ballot Forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot and consequently, no physical Ballot Forms will be accepted by the Company.
3. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility.
4. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depository Participants / Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.
5. This Postal Ballot Notice will also be available on the Company's website at www.datamatics.com, websites of the Stock Exchanges, viz, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

6. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Act read with Rule made thereunder and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the resolution listed out in the Notice through electronic voting i.e. remote e-voting only. The detailed procedure for remote e-Voting is listed down in the e-Voting section.
7. **The remote e-voting period shall commence on Saturday, May 30, 2026, from 9.00 A.M. (IST) and end on Sunday, June 28, 2026 at 5.00 P.M (IST).** The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The dispatch of the Notice and the Explanatory Statement shall be published in at least 1 (one) English Newspaper and at least 1 (one) Marathi Newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at www.datamatics.com.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative on its behalf to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to swapneel@spassociates.co with a copy marked to evoting@nsdl.co.in.
10. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
11. The Board of Directors of the Company, at its meeting held on May 21, 2026, has appointed Mr. Swapneel Vinod Patel, Practicing Company Secretary and Partner of Shah Patel & Associates (Membership No. A41106 / Certificate of Practice No. 15628), as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
12. The Scrutinizer will submit the report after completion of the scrutiny to the Chairman of the Company or any other person authorized by the Chairman. The results of the e-voting will be declared within 2 working days from the closure of e-voting and will be displayed on the website of the Company at www.datamatics.com and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. viz., www.bseindia.com and www.nseindia.com respectively and also will be displayed at the Registered Office of the Company.
13. The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Sunday, June 28, 2026.
14. The documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 A.M. to 5.30 P.M.) on all working days until the

last working day specified for casting votes through remote e-voting. Members desirous of inspecting the documents, may send an e-mail to investors@datamatics.com along with their details of Folio Number / DP ID and Client ID.

15. Pursuant to the applicable provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their email IDs either with the RTA/Depository Participant(s)/Depositories/ Company. Members who have not registered their email IDs so far, are requested to register the same with their concerned Depository Participant(s) if shares are held in dematerialized mode. Members who hold shares in physical mode are requested to register / update their email IDs by submitting Form ISR-1 (available on the website of the Company at www.datamatics.com) with the Company's RTA i.e. Datamatics Business Solutions Limited at Plot No A-16 & 17, Part B, Cross Lane, MIDC, Andheri (East), Mumbai 400093.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Also, transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of this compliance and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, choice of nominations, power of attorney, bank account details, signature to their Depository Participant(s) in case the shares are held by them in dematerialized mode and to Datamatics Business Solutions Limited (RTA) at investorsquery@datamatics.bpm.com in case the shares are held in physical mode.

E-VOTING INSTRUCTIONS: PROCEDURE FOR E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="581 197 1453 575">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="581 621 1453 1037">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="581 1083 1453 1230">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="581 1276 1453 1730">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then enter your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on option available against the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option is available on 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.com mentioning your demat account number / folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is open.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to swapneel@spaassociates.co with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@datamatics.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@datamatics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

IN RESPECT OF ITEM NO. 1

The Board of Directors of the Company through resolution by circulation on May 08, 2026, based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Hitesh Gajaria (DIN: 10044310) as an Additional Director in the capacity of an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 08, 2026, subject to the approval of Members of the Company.

Mr. Hitesh Gajaria is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The Company has received all statutory disclosures / declarations from Mr. Hitesh Gajaria including:

- i. consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2014;
- ii. confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV of the Act and the SEBI Listing Regulations;
- iii. confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Hitesh Gajaria has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such statutory authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Hitesh Gajaria also fulfils the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI Listing Regulations and is independent of the management of the Company.

Mr. Hitesh Gajaria does not hold any equity shares of the Company.

Brief profile of Mr. Hitesh Gajaria is as follows:

Hitesh is a Chartered Accountant and has over four decades of professional experience in the fields of taxation, transfer pricing and regulatory consulting. Hitesh continues as Senior Advisor at KPMG in India, where he was Partner for more than two decades and also led the firm's Tax Services Practice. He is Non-Executive and Independent Director at a few publicly listed and unlisted companies.

Hitesh is sought after for his professional insights and counsel on taxation and regulatory issues and trends in India. He advises Corporates in India and overseas in strategic business and governance matters.

Based on his skills, experience, and expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Hitesh Gajaria as an Independent Director with effect from May 08, 2026 for a term of 5 (five) consecutive years until May 07, 2031.

As per Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, the Company is required to take approval of members for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Postal Ballot for appointment of Mr. Hitesh Gajaria as an Independent Director on the Board of Directors of the Company.

Except Mr. Hitesh Gajaria and / or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.datamatics.com and would also be made available for inspection to the members

electronically. Members seeking to inspect the same can send a request from their registered email address to the Company at investors@datamatics.com along with their Name, DP ID & Client ID/Folio No.

Board recommends the **Special Resolution** set out at Item No. 1 of the Notice for approval by the Members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

IN RESPECT OF ITEM NO. 2

The Board of Directors of the Company through resolution by circulation on May 08, 2026, based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Navnit Singh (DIN: 00424875) as an Additional Director in the capacity of an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 08, 2026, subject to the approval of Members of the Company.

Mr. Navnit Singh is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The Company has received all statutory disclosures / declarations from Mr. Navnit Singh including:

- i. consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2014;
- ii. confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV of the Act and the SEBI Listing Regulations;
- iii. confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Navnit Singh has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such statutory authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Navnit Singh also fulfils the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI Listing Regulations and is independent of the management of the Company.

Mr. Navnit Singh does not hold any equity shares of the Company.

Brief profile of Mr. Navnit Singh is as follows:

Navnit Singh is the Chairman and Regional Managing Director of Korn Ferry in India, based out of our New Delhi office. He brings over three decades of rich, cross-functional leadership experience across human capital strategy, organizational transformation, and global talent development.

As a trusted advisor to boards, CEOs, and senior leadership teams, Navnit partners with organizations to unlock performance through integrated leadership, talent, and organizational solutions. Navnit has built a successful

practice advising Indian Business Houses and companies on CEO appointments and C-level teams in addition to multiple functional disciplines of both established and emerging technology companies.

With deep expertise in aligning people strategy with business goals, Navnit has led large-scale transformations, succession planning efforts, leadership development programs, and workforce digitization initiatives for Fortune 500 companies and Indian Conglomerates alike. He is known for combining strategic insight with pragmatic execution, earning a reputation as a catalyst for business growth through people.

Before joining Korn Ferry, Navnit was with another executive search firm, where he served as the Managing Partner of the Global Technology & Services Practice for Asia Pacific. Navnit held the role of Chief Human Resources Officer for some of India's most respected conglomerates, as well as for leading multinational corporations with both regional and global responsibilities. Throughout this journey, he has been instrumental in driving enterprise-wide change, building high-performance cultures, and shaping inclusive leadership across geographies and industries.

Mr. Navnit holds a Bachelor of Arts degree with honors in Economics and a postgraduate degree in Personnel Management and Industrial Relations.

Based on his skills, experience, and expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Navnit Singh as an Independent Director with effect from May 08, 2026 for a term of 5 (five) consecutive years until May 07, 2031.

As per Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, the Company is required to take approval of members for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Postal Ballot for appointment of Mr. Navnit Singh as an Independent Director on the Board of Directors of the Company.

Except Mr. Navnit Singh and / or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.datamatics.com and would also be made available for inspection to the members electronically. Members seeking to inspect the same can send a request from their registered email address to the Company at investors@datamatics.com along with their Name, DP ID & Client ID/Folio No.

The Board recommends the **Special Resolution** set out at Item No. 2 of the Notice for approval by the Members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Particulars and additional information of the Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr. Hitesh Gajaria	Mr. Navnit Singh
Category	Non-Executive Independent Director	Non-Executive Independent Director
DIN	10044310	00424875
Age	64 years	65 years
Date of first appointment on the Board	May 08, 2026	May 08, 2026
Qualification	Chartered Accountant.	Bachelor of Arts degree with honors in Economics and a postgraduate degree in Personnel Management and Industrial Relations.
Brief Profile, Experience, and Expertise in specific functional areas.	Refer Item No. 1 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013.	Refer Item No. 2 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013.
Terms and conditions of Appointment	Appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a first term of 5 (five) consecutive years commencing from May 08, 2026 to May 07, 2031.	Appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a first term of 5 (five) consecutive years commencing from May 08, 2026 to May 07, 2031.
Remuneration, including sitting fees, if any, last drawn	Not Applicable.	Not Applicable.
Remuneration proposed to be paid	He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and as determined by the Board of Directors and approved by the Members from time to time.	He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and as determined by the Board of Directors and approved by the Members from time to time.

Directorship held in other Companies	<p>1) Gujarat Themis Biosyn Ltd – Independent Director</p> <p>2) Parag Parikh Financial Advisory Services Limited – Director</p>	<p>1) Korn /Ferry International Private Limited - Managing Director</p> <p>2) ESI Performance Improvement Private Limited – Director</p> <p>3) Futurestep Recruitment Services Private Limited – Director</p> <p>4) Hay Consultants India Private Limited – Director</p>
Membership / Chairmanship of the Committees of the Board of other Companies	<p>Gujarat Themis Biosyn Ltd</p> <p>a) Audit Committee (Chairman)</p> <p>b) Nomination and Remuneration Committee (Member)</p>	-
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	None	None
Listed entities from which the Director has resigned from Directorship in last 3 years	None	None
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil
No. of Board Meetings attended during FY 2026-27	He has attended a Board Meeting held on May 21, 2026.	He has attended a Board Meeting held on May 21, 2026.