

DATAMATICS

Datamatics Global Services Limited

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

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

December 13, 2024

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT OF DATAMATICS GLOBAL SERVICES LIMITED ISSUED TO THE SHAREHOLDERS ON NOVEMBER 19, 2024

Dear Member(s),

This is with reference to the Notice of Postal Ballot issued to the members of Datamatics Global Services Limited ("Company") on November 19, 2024 and ongoing e-voting available from Wednesday, November 20, 2024, 9:00 a.m. (IST) to Thursday, December 19, 2024, 5:00 p.m. (IST).

This corrigendum is being issued to inform the members of the Company about certain rectifications/corrections in the Postal Ballot Notice and Explanatory Statement including annexures to the notice as detailed below:

1. Appointment of Ms. Kanika Mittal (DIN: 10859952) as a Non-executive Independent Director of the Company.

The Director Identification Number (DIN) of Ms. Kanika Mittal shall be read as '**10859952**' instead of 01661565 wherever mentioned in the Postal Ballot Notice and Explanatory Statement including annexures to the notice. The DIN of Ms. Kanika Mittal was erroneously mentioned due to an inadvertent and typographical mistake.

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

The details mentioned in the table for the Ms. Kanika Mittal on page no. 26, 27 and 28 shall be substituted and amended as below:

Name of the Director	Ms. Kanika Mittal
Category	Non-Executive, Independent Director
Age	42 years
DIN	10859952
Date of first appointment on the Board	September 22, 2024
Brief Profile, Experience, and Expertise in specific functional areas.	Kanika Mittal brings over 20 years of experience in digital, technology, retail, and consumer goods. She is currently the Country Head at Taboola, where she has driven significant client engagement and increased reach by 200%. Prior to this, Kanika held roles at Twitter India, where she led revenue growth and managed post-acquisition transitions, achieving double-digit gains, and at Reebok, where she led brand repositioning and digital transformation. Recognized among Impact India's Top 50 Women and Asia's Top 50 Brand Leaders. She is also a published author and mentors startup founders.

Qualification	Kanika holds an MBA from MICA and a B.Com (Hons) from SRCC, Delhi University.
Terms and conditions of Appointment/ Re-appointment	Appointment as Non- Executive Independent Director of the Company, not liable to retire by rotation for a first term of two consecutive years commencing from September 22, 2024, to September 21, 2026 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.
Remuneration (including sitting fees, if any) last drawn in financial year 2023-24	NA
Remuneration proposed to be paid	She is eligible for sitting fee and Commission, if any, paid to the Non- Executive Independent Directors
Directorship held in other Companies (including Foreign and Private Companies)	None
Membership/Chairmanship of the Committees of the Board of other Companies	Nil
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	None
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None
Number of Shares held in the Company including shareholding as a beneficial owner	NIL
No. of Board Meetings attended during the year 2023-24	NA

All other contents of the Notice save and except as clarified/amended/modified by this corrigendum, stands unchanged.

On and from the date hereof, the Postal Ballot Notice shall always be read in conjunction along with this Corrigendum dated December 13, 2024, which forms an integral part of the same Postal Ballot and the same is also being uploaded on the website of the Company at www.datamatics.com, BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and will also be published in the Newspaper edition of “Financial Express” English Newspaper and “Lakshadweep” Marathi newspaper.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

Accordingly, this corrigendum is being sent only through electronic mode to those Members whose email

address is registered with the Company / depository participant(s) as on the cut-off date i.e. Friday, November 15, 2024.

We would like to inform all those members, who have already casted their votes in the ongoing postal ballot i.e. after the start of e-Voting towards the postal ballot but prior to receiving this corrigendum to postal ballot dated December 13, 2024, that if they wish to modify their votes in light of the information provided in the corrigendum, they can do so by writing an email to the scrutinizer at the following email address swapneel@spassociates.co on or before **Thursday, December 19, 2024**. The scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration.

The corrections/ rectifications proposed in this corrigendum is in no way resulting in the change in what was originally intended in the Postal Ballot Notice. This corrigendum should be read in continuation of and in conjunction with the Postal Ballot notice dated November 05, 2024.

The Copy of Postal Ballot Notice post correction is enclosed. You are requested to please take the same on your records.

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

**Sd/-
Divya Kumat
President, Chief Legal Officer &
Company Secretary**

Place: Mumbai

Date: December 13, 2024

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

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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended (the “**Rules**”) including any statutory modification or re-enactment thereof for the time being in force, read with the General Circular No. 09/2023 dated September 25, 2023, 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 and regulations, if any, the special resolutions appended below are proposed for the approval of the members of the Datamatics Global Services Limited (“**the Company**”), through postal ballot by way of voting through electronic means (“**remote e-Voting**”).

An Explanatory Statements pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolutions 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 Sections 108 and 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 Number) is given below:

EVEN (E-Voting Number)	Name of the Event
132163	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 Wednesday, November 20, 2024
End of e-voting	05:00 p.m. (IST) on Thursday, December 19, 2024

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. 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.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms will be accepted by the Company.

The Board of Directors of the Company, at its Meeting held on November 05, 2024 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 (E-voting) process in fair and transparent manner in accordance with the provisions of Act and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company or any other person authorised by the Chairman, upon completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced on or before **Monday, December 23, 2024** through electronic mode on the websites of BSE Limited and National Stock Exchange of India Ltd. viz., www.bseindia.com and www.nseindia.com respectively and it shall also be uploaded forthwith on the Company's website i.e., www.datamatics.com and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

SPECIAL BUSINESS:

Item No. 1: Appointment of Ms. Kanika Mittal (DIN: 10859952) 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 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Kanika Mittal (DIN: 10859952), who was appointed as an Additional Director in the capacity of a Non-executive Woman Independent Director of the Company with effect from September 22, 2024 under Section 161 of the Act and who has submitted a declaration that she 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 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing her candidature for the office of Director, be and is hereby appointed as a Non-executive Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 2 (Two) years with effect September 22, 2024 and up to September 21, 2026;

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman and Whole-time Director and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumari, EVP, 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: Appointment of Dr. Avnish Kshatriya (DIN: 10828173) 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 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the

Board of Directors of the Company, Dr. Avnish Kshatriya (DIN: 10828173), who was appointed as an Additional Director in the capacity of a Non-executive Independent Director of the Company with effect from November 05, 2024 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 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing his candidature for the office of Director, 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 period of 2 (Two) years with effect from November 05, 2024 and up to November 04, 2026;

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman and Whole-time Director and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumat, EVP, 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. 3: Appointment of Mr. Himanshu Verma (DIN: 07832076) 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 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Himanshu Verma (DIN: 07832076), who was appointed as an Additional Director in the capacity of a Non-executive Independent Director of the Company with effect from November 05, 2024 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 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing his candidature for the office of Director, 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 period of 2 (Two) years with effect from November 05, 2024 and up to November 04, 2026;

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman and Whole-time Director and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumat, EVP, 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. 4: Commission to Non-Executive Directors:

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

“**RESOLVED THAT** in supersession of the earlier resolution passed and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and Regulation 17(6) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and subject to other approvals as may be required, a sum not exceeding 2% per annum of the net profits of the Company, computed in the manner referred to in Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof, be paid to and distributed amongst the directors

(other than the Managing Director and 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, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

Item No. 5: Re-appointment of Ms. Mona Bhide (DIN: 05203026) as an 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, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Ms. Mona Bhide (DIN: 05203026), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 20, 2019 upto December 19, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, 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 on the Board of the Company commencing from December 20, 2024 upto December 19, 2029 (both days inclusive);

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman and Whole-time Director and/or Mr. Rahul L. Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Item No. 6: To approve the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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

“**RESOLVED THAT** in supersession of the earlier resolution passed and pursuant to the first proviso to sub section (1) of section 197 and other applicable provisions of the Companies Act, 2013, read with schedule V and the rules made thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s), for the time being in force and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors and subject to the approval of any other statutory

authorities, as may be required in this regard, the approval of the Members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year from 11% to 19% of the net profits of the Company, computed in the manner as laid down in section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT pursuant to clause (i) of the second proviso to sub section (1) of section 197 and other applicable provisions of the Companies Act, 2013, read with schedule V and the rules made thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s), for the time being in force and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the Members of the Company, be and is hereby accorded to increase the limit of 5% or 10% (as applicable), as stipulated in clause (i) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to any one or more managing directors or whole-time directors of the Company in any financial year to 9% or 17% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013 and in excess of limit under regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

RESOLVED FURTHER THAT pursuant to clause (ii) of the second proviso to sub section (1) of section 197 and other applicable provisions of the Companies Act, 2013, read with schedule V and the rules made thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s), for the time being in force and as recommended by the Nomination and Remuneration Committee and the Board of Directors and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the Members of the Company, be and is hereby accorded to increase the limit of 1%, as stipulated in clause (ii)(A) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013, payable to Non-executive Directors of the Company in any financial year to upto 2% of the net profits of the Company, computed in the manner laid down in section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

Item No. 7: To re-appoint Dr. Lalit S. Kanodia (DIN: 00008050) as Chairman & Whole Time 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 196, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Schedule V and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other consents, approval, permissions as may be required and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, Dr. Lalit S. Kanodia, Chairman & Whole Time Director (DIN: 00008050) of the Company, who has attained the age of 70 years and whose period of office will expire on May 14, 2025, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Chairman & Whole Time Director for a period of further five years commencing from May 15, 2025 and shall hold office as such up to May 14, 2030;

RESOLVED FURTHER 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 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 as recommended by the Nomination & Remuneration Committee and approved by the 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 tenure of his appointment:

1.	Basic Salary	:	Rs. 1,05,00,000/- per annum.
2.	Personal Allowance/Perks	:	Rs. 84,50,000/- 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 subject to maximum of Rs. 10,50,000/- Notwithstanding the ceiling specified in clause 2 above, if reimbursement of expenses claimed under clause 3 (ii) 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.	Communication	:	Tele-Communication facilities including internet charges as per the rules of the Company.
13.	Commission	:	Upto 2% of the net profits of the Company as computed in accordance with the provisions of Section 198 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 25% per annum or at such other rate as may be approved by the Board;

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the remuneration payable to Dr. Lalit S. Kanodia, Chairman & Whole Time Director, be any amount up to the remuneration limit approved hereinabove;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend and vary the terms and conditions of the remuneration structure as may be agreed as deem fit;

RESOLVED FURTHER THAT any of the Directors be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

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

**Sd/-
Divya Kumat
EVP, Chief Legal Officer &
Company Secretary**

Place: Mumbai
Date: November 05, 2024

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 Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (“MCA Circulars”), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. The Company 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 process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by the Chairman. The result of the e-Voting will be announced not later than 2 working days of the conclusion of the e-Voting and the same will be communicated to BSE Limited and the National Stock Exchange of India Limited and shall also be available on the Company’s website www.datamatics.com and on the website of NSDL www.evoting.nsdl.com and also will be displayed at the Registered Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e. Thursday, December 19, 2024.
4. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, November 15, 2024 (“Cut-Off Date”)** received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution

only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.

6. This Postal Ballot Notice will also be available on the Company's website at www.datamatics.com, websites of the Stock Exchanges, that is, 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.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.
8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investors@datamatics.com.
9. 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.
10. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this 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.
11. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
 - (a) the change in the residential status on return to India for permanent settlement; and
 - (b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Datamatics Business Solutions Limited (RTA) at investorsquery@datamaticsbpm.com in case the shares are held in physical form.

The instructions and other information relating to e-Voting are as under:

The remote e-Voting period begins on 09:00 a.m. (IST) on Wednesday, November 20, 2024 and ends at 05:00 p.m. (IST) on Thursday, December 19, 2024. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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"> 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. 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 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site

	<p>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> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="734 436 1244 739"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 the 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging 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. 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.
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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 22 55 33

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:	
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your ‘initial password’?</p> <p>(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’.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered</p>	
<p>6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>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.</p> <p>b) Physical User Reset Password?” (If you are holding shares in physical mode) option is available on www.evoting.nsdl.com.</p> <p>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.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>	
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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

IN RESPECT OF ITEM NO. 1

The Board of Directors of the Company through Circular Resolution passed on September 20, 2024, based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Ms. Kanika Mittal (DIN: 10859952) as an Additional Director in the capacity of Woman Independent Director of the Company, not liable to retire by rotation, for a period of two years with effect from September 22, 2024, subject to the approval of Members.

Ms. Kanika Mittal fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has received all statutory disclosures/declarations from Ms. Kanika Mittal 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 she 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 she 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; and
- iv. confirmation that she is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Ms. Kanika Mittal has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such 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.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Ms. Kanika Mittal 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.

Ms. Kanika Mittal does not hold any equity shares of the Company.

Kanika Mittal brings over 20 years of experience in digital, technology, retail, and consumer goods. She is currently the Country Head at Taboola, where she has driven significant client engagement and increased reach by 200%. Prior to this, Kanika held roles at Twitter India, where she led revenue growth and managed post-acquisition transitions, achieving double-digit gains, and at Reebok, where she led brand repositioning and digital transformation. Recognized among Impact India's Top 50 Women and Asia's Top 50 Brand Leaders, Kanika holds an MBA from MICA and a B.Com (Hons) from SRCC, Delhi University. She is also a published author and mentors startup founders.

Based on her skills, experience, expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board has recommended the appointment of Ms. Kanika Mittal as an Independent Director with effect from September 22, 2024 for a period until September 21, 2026.

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 Ms. Kanika Mittal as a Woman Independent Director on the Board of Directors of the Company.

Except Ms. Kanika Mittal, and/ or her 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 of the Company upto Thursday, December 19, 2024, by sending 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. 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 at its meeting held on November, 05, 2024 based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Dr. Avnish Kshatriya (DIN: 10828173) as an Additional Director in the capacity of Independent Director of the Company, not liable to retire by rotation, for a period of two years with effect from November 05, 2024, subject to the approval of Members.

Dr. Avnish Kshatriya fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has received all statutory disclosures/declarations from Dr. Avnish Kshatriya 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 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; and
- iv. confirmation that he is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Dr. Avnish Kshatriya has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such 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.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Dr. Avnish Kshatriya 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 SEBI Listing Regulations and is independent of the management.

Dr. Avnish Kshatriya does not hold any equity shares of the Company.

Dr. Avnish Kshatriya has over 28 years of diverse global experience as a Business Technologist and CXO Advisor working with more than 30 Fortune-500 clients across India, the US, the UK, and Europe across industry verticals. He has driven Digital initiatives for the key enterprise functions of Strategy, Delivery, Operations, Finance, HR and Sales. Dr. Kshatriya is a thought leader in Digital Transformation, enabling organizations for the incubation and leverage of Digital capabilities for strategic growth through P&L-driven practices and service delivery units. He holds degrees from DCE, IIM Bangalore, and IISc and is widely regarded for his cross-functional and collaborative approach to driving organizational change.

Based on his skills, experience, expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board has recommended the appointment of Dr. Avnish Kshatriya as an Independent Director with effect from November 05, 2024 for a period until November 04, 2026.

As per Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, the Company is required to take approval of members for 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 Dr. Avnish Kshatriya as an Independent Director on the Board of Directors of the Company.

Except Dr. Avnish Kshatriya, 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 of the Company upto Thursday, December 19, 2024, by sending 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.

IN RESPECT OF ITEM NO. 3

The Board of Directors of the Company at its meeting held on November, 05, 2024 based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Himanshu Verma (DIN: 07832076) as an Additional Director in the capacity of Independent Director of the Company, not liable to retire by rotation, for a period of two years with effect from November 05, 2024, subject to the approval of Members.

Mr. Himanshu Verma fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has received all statutory disclosures/declarations from Mr. Himanshu Verma 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 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; and
- iv. confirmation that he is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Himanshu Verma has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such 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.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Himanshu Verma 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 SEBI Listing Regulations and is independent of the management.

Mr. Himanshu Verma does not hold any equity shares of the Company.

Himanshu Verma brings 30 years of executive and operational leadership experience. He is currently transitioning from active roles to mentoring emerging companies in IT, BPO Services, and Software Product sectors. Previously, he served as Senior Vice President and member of Executive leadership team at Cognizant Technology Solutions, managing the global growth markets and Digital Native BPO portfolio. He played a significant leadership role in scaling Cognizant's BPO practice which is now one of leading BPO businesses in the industry. He was instrumental in building key practices across Pharma, Retail, Digital Natives, and Finance & Accounting (F&A) services. Himanshu holds a Bachelor of Commerce from Allahabad University and is a qualified Chartered Accountant.

Based on his skills, experience, expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Himanshu Verma as an Independent Director with effect from November 05, 2024 for a period until November 04, 2026.

As per Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, the Company is required to take approval of members for 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 Himanshu Verma as an Independent Director on the Board of Directors of the Company.

Except Himanshu Verma, 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 of the Company upto Thursday, December 19, 2024, by sending 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. 3 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. 4

The Members at the 36th Annual General Meeting held on August 01, 2024 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, 2029. The said commission was in addition to the sitting fees payable to the Directors for attending the meetings of the Board of Directors of the Company or any Committee thereof.

It is proposed to increase the payment of Commission to Non-Executive Directors of the Company from 0.25% per annum to 2% per annum on account of increase in non-executive directors on the Board.

The Company's Non-executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others. Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Given the increase in number of Independent Directors on the Board and valuable contribution made by them, it is proposed that the Directors (other than the Managing Director and Whole-time Director(s) of the Company) be paid, for each of the 5 (Five) consecutive financial years commencing April 1, 2024 upto March 31, 2029, commission not exceeding 2% 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 Managing Director and Whole-time Director(s) of the Company) in accordance with the directions given by the Board. Such commission would be in addition to the sitting fees payable for attending the meetings of the Board of Directors of the Company or any Committee thereof.

Non-executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 4 of the Notice to the extent of the share of commission that may be received by them.

None of the other 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.

The Board recommends passing of the proposed resolution as stated in Item No. 4 as Special Resolution and requests Members' approval for the same.

IN RESPECT OF ITEM NO. 5

Ms. Mona Bhide (DIN: 05203026) is currently an Independent Director of the Company, Member of the Nomination and Remuneration Committee, Audit Committee and Chairperson of the Corporate Social Responsibility Committee.

Ms. Bhide was appointed as an Independent Director of the Company by the Members at the 32nd Annual General Meeting of the Company held on December 26, 2020 for a period of 5 (five) consecutive years commencing from December 20, 2019 upto December 19, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors through Circular Resolution passed on September 20, 2024, proposed the re-appointment of Ms. Bhide as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from

December 20, 2024 upto December 19, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Ms. Mona Bhide is based in Mumbai, India and is Managing Partner at Dave & Girish & Co., a law firm focusing on M & A, Corporate laws, Securities law, cross border banking, Structured Finance and Derivatives. Ms. Mona Bhide is a commerce and law graduate and has done her LLM from Northwest University School of Law, Chicago and has worked with the American Bar Foundation as well as a law firm in Chicago. She is presently advisor to various NBFCs, HFCs, and banks on documentation and litigation assignments relating to structured transactions. Ms. Bhide is a director of the Alliance of Business lawyers which is prominent worldwide network of law firms across globe.

The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Bhide's qualifications and the rich experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Bhide continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Ms. Bhide confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Bhide has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Bhide has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such 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.

Further, Ms. Bhide has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Ms. Bhide has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Ms. Bhide is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Ms. Bhide fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management.

Ms. Bhide does not hold any equity shares of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Bhide as an Independent Director is now placed for the approval of the Members by a Special Resolution.

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 of the Company upto Thursday, December 19, 2024, by sending 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 in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Ms. Bhide and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

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. 6

The Company at its Annual General Meeting held on 29th September, 2023 approved increase in overall maximum managerial remuneration, pursuant to the provisions of Section 197 of the Companies Act, 2013 & Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year from 11% to 18% of the net profits of the Company which is computed in the manner as laid down in section 198 of the Companies Act, 2013, wherein, maximum managerial remuneration payable to executive directors was approved up to 17% of net profits and remuneration payable to non-executive director was approved up to 1% of net profits.

It is proposed to increase the limit of remuneration payable by way of commission to Non-Executive Director from 0.25% to up to 2% as mentioned in Item no. 4 above. Therefore, the Company have to increase the limit of remuneration payable to non-executive director from 1% to 2% of net profits and accordingly overall managerial remuneration will increase from 18% to 19%.

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act"), read with Schedule V and the Rules made thereunder, the total managerial remuneration payable by the Company to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company, provided the same is approved by the members of the Company with requisite majority. This is an enabling provision provided in section 197 of the Companies Act, 2013.

Current limits are applicable to profits of the Standalone entity. The Board of Directors supervises entire operations of the Company in its consolidated form. The Executive Directors manage the operations of the consolidated entities structure of the Company and not just the Standalone entity. The Dividend pay-out ratio for distribution to shareholders is also worked out on the basis of the Consolidated Profits of the Company.

The current applicable legal provisions restrict the calculations with reference only to Standalone entity Profits and the same are not in alignment with actual operations handled by the Company. We therefore, are seeking to incorporate this difference by appropriately expanding the limits as they are applied to the Standalone entity. The upward revision in the limits will also help us to appropriately remunerate Executive Directors who are overseeing the operations of the Company on consolidated basis for whom different level of remuneration is expected to be paid.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, recommended to increase the overall maximum limit of managerial remuneration payable by the Company in respect of any financial year from 11% to 19% of the net profits of the Company, computed in the manner as laid down in section 198 of the Act.

Further, as regards the remuneration of managing director, whole-time director and manager, as per the provisions of Section 197 of the Act, read with schedule V and the rules made thereunder, the total managerial remuneration payable by a Company to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year may exceed 5% or 10% of the net profits of the Company, provided the same is approved by the members of the Company with requisite majority. This is an enabling

provision provided in section 197 of the Companies Act, 2013. At the same time, companies are permitted to pay their managing directors and whole-time directors remuneration in excess of the limit of 5% or 10% of net profits in any financial year, subject to the approval of members of the Company by special resolution.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, the special resolution set out above seeks approval of the members for increasing the limit of 5% or 10% to 9% or 17% respectively for the remuneration payable to one or more managing directors and/or whole-time directors or manager of the Company in any financial year.

If there are more than one managing director, whole-time director and manager, maximum remuneration payable to one managing director, whole-time director and manager is 9% and maximum remuneration payable to all managing director, whole-time director and manager is 17% of net profits in any financial year.

Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires a company to seek approval of members by special resolution if the limit provided for payment of remuneration to executive directors exceeds the limit under Regulation 17(6)(e). The special resolution set out above also seeks approval of the members for payment of remuneration to executive directors for the increased limit till the expiry of their term under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, as regards the remuneration of the Non-executive Directors, as per the provisions of section 197 of the Act read with schedule V and the rules made thereunder, companies permitted to pay their non-executive directors remuneration in excess of the limit of 1% of net profits in any financial year, subject to the approval of members of the Company by special resolution.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company seeking approval of the members for increasing the limit of 1% to 2% for the remuneration payable to non-executive directors of the Company in any financial year.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Lalit S. Kanodia, Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia, Directors and their relatives to the extent of their shareholding interest, if any, in the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set forth as Item No. 6 of the Notice for approval of the shareholders.

IN RESPECT OF ITEM NO. 7

The members of the Company had, at the 32nd AGM of the Company held on December 26, 2020, re-appointed Dr. Lalit S. Kanodia as Chairman & Whole Time Director of the Company for a period of five years effective from May 15, 2020. As per the terms, tenure of his appointment will expire on May 14, 2025.

Accordingly, on the recommendation of Nomination & Remuneration Committee, the Board of Directors have, at their meeting held on November 05, 2024, re-appointed Dr. Lalit S. Kanodia as Chairman & Whole Time Director for a further period of five years, with effect from May 15, 2025, subject to approval of the Members by way of Special Resolution.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Dr. Lalit S. Kanodia has been received by the Company. Dr. Lalit S. Kanodia is not disqualified from being reappointed as a Chairman & Whole Time Director in terms of Section 164 and Section 196 of the Companies Act, 2013 and has also given his consent to act as Chairman & Whole-Time Director of the Company.

As per Section 196 of the Companies Act, 2013 no company shall appoint or continue the employment of any person as whole time director who has attained the age of 70 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that Dr. Lalit S. Kanodia has already attained the age of 70 years, it is necessary to approve re-appointment of his directorship on the Board of Directors of the Company by way of a special resolution.

Further 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, where the aggregate annual remuneration payable to such directors exceeds five per cent (5%) of the net profits of the Company. Considering the said limits the Board recommends Special Resolution for paying remuneration exceeding the prescribed limits in any year during the tenure of this appointment, for the approval of the shareholders of the Company.

Brief Profile and Justification for re-appointment of Dr. Lalit S. Kanodia [DIN: 00008050] as Chairman & Whole Time Director of the Company:

Dr. Lalit S. Kanodia, the founder and Chairman of Datamatics Group of Companies is one of the pioneers in the Indian Software and Offshore Services Industry. He founded Datamatics in 1975, prior to which he was instrumental in setting up of Tata Consultancy Services in 1967.

As Chief Mentor at Datamatics, Dr. Kanodia drives all innovation, new product development and quality initiatives. His inspirational leadership has led Datamatics to be conferred with various awards over the years, including the Most Innovative Software Product Award, the International Asia Pacific Quality Award and being ranked among the top 50 best managed outsourcing vendors by 'The Black Book of Outsourcing'.

Dr. Kanodia is the President of IMC chamber of commerce & industry and Indo American Chamber of Commerce (IACC). In the past, he has held several eminent positions with various industry associations, which include Executive Member of NASSCOM, the apex body of the IT-BPO industry in India; President of the Management Consultant's Association of India and Chairman (Western Region) of the Electronics & Computer Software. Dr. Kanodia has also been on the Board of Directors of several large conglomerates. He was also the Honorary Consul General of Chile in Mumbai, India by the Government of Chile (2002 – 2014).

Dr. Kanodia is currently on the Executive Board of MIT (Europe, Asia and Africa).

After obtaining degree in engineering from India's premier technology institute, IIT, Bombay, Dr. Kanodia completed his Doctorate in Management and post-graduation in Computer Science from the MIT (USA).

Dr. Lalit S. Kanodia holds 1,23,38,276 equity shares of the Company.

Considering the significant contribution made by Dr. Kanodia in the development and growth of the Company, the Nomination and Remuneration Committee has recommended and the Board has, subject to approval of members, approved re-appointment of Dr. Lalit S. Kanodia, as Chairman & Whole Time Director of the Company for a further period of five (5) years with effect from May 15, 2025 to May 14, 2030.

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 other relevant particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V of the Companies Act, 2013 are given in the annexure and forms part of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the Postal Ballot.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ANNEXURE TO NOTICE

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Dr. Lalit S. Kanodia – Chairman & Whole-time Director of the Company.

I. General Information:

1. **Nature of Industry:** IT & ITeS

2. **Date or expected date of commencement of Commercial Production:** The Company is in operation since 1987.

3. **In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Financial Performance based on given indicators:**

(Rs. in Crores)		
Particulars	FY 2023-24	FY 2022-23
Turnover	735.35	733.27
Profit after Tax	86.32	103.10

5. **Foreign Investment or Collaborations, if any:** The Company has total investments of Rs. 65.22 Crores in 7 wholly owned foreign subsidiaries.

II. Information about the appointee:

1. **Background Details:** Dr. Lalit S. Kanodia, the founder and Chairman of Datamatics Group of Companies is one of the pioneers in the Indian Software and Offshore Services Industry. He founded Datamatics in 1975, prior to which he was instrumental in setting up of Tata Consultancy Services in 1967. With his inspirational leadership skill, Dr. Lalit S. Kanodia as Chief Mentor at Datamatics, drives all innovation, new product development and quality initiatives. He has obtained degree in engineering from India's premier technology institute, IIT, Bombay, Dr. Kanodia completed his Doctorate in Management and post graduation in Computer Science from the MIT (USA).

2. Past Remuneration:

Remuneration for FY 2023-24 is as under:

(Rs. in Crores)	
Particulars	FY 2023-24
Salary	1.70
Benefits, Perquisites and Allowances	0.13
Commission	2.31
Total	4.14

3. **Recognition or award:** Dr. Kanodia has held eminent positions in prestigious organizations such as IMC chamber of commerce & industry and Indo American Chamber of Commerce (IACC), NASSCOM, the apex body of the IT-BPO industry in India, etc; Dr. Kanodia has also been on the Board of Directors of several large conglomerates. He was also the Honorary Consul General of Chile in Mumbai, India by the Government of Chile (2002 – 2014). Dr. Kanodia was on the Executive Board of MIT (Europe, Asia and Africa). He is a member of the Advisory Council of the University of Mumbai.

Dr. Lalit S. Kanodia conferred with various awards over the years some of the significant awards are as follows:

1. Indian Affairs Indian of the year Award for IT, Consulting and BPO services.
2. Special Achievement Award at Asia Pacific Entrepreneurship Awards.
3. Global Achiever Award for Business Excellence.
5. Award from Prime Minister of India for the most innovative software product.
6. Hurun India Stars of Mumbai Awards

4. **Job profile and his suitability:** Dr. Lalit S. Kanodia has been the pioneers in the Indian Software and Offshore Services Industry. His vision & focus to re-position and transform Datamatics from a service led organization to a solutions organization for enhancing business productivity through smart automation of data driven processes has lead Datamatics into the long-term growth and profitability. He has also been continually driving the company's foray into new geographies, company's digital growth strategy and artificial intelligence.

5. **Remuneration proposed:** As mentioned in Resolution No 7 of this Notice.

6. **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):** Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Dr. Lalit S. Kanodia commensurate with the remuneration paid to similar appointee in other companies.

7. **Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Besides the remuneration proposed, Dr. Lalit S. Kanodia does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel of the Company. He is father of Mr. Rahul L. Kanodia who is Vice Chairman & Chief Executive Officer of the Company and of Mr. Sameer L. Kanodia who is Non-Executive Director of the Company.

III. Other Information:

1.	Reasons for loss or inadequacy of Profits	<p>The company has not incurred any losses in past years but due to competitive market conditions, increase in the overall expenditure including the remuneration payable to managerial persons the profits of the company may be termed as inadequate profits.</p> <p>Thus, the Company is passing these special resolutions as a matter of precaution pursuant to the provisions of Section 197(1) of the Companies Act, 2013 and Schedule V thereto.</p>
2.	Steps taken or proposed to be taken for improvement	<p>All adequate steps, as may be necessary, will be taken by the Company for improving productivity and profits like bringing efficiency in operations, reduction of costs, etc.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company expects that productivity and profitability may improve and would be comparable with the industry average. The Company has taken various initiatives to maintain its leadership position, improve market share and financial performance. The Company is continuously pursuing and implementing its strategies to improve financial performance.</p>

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

Name of the Director	Ms. Kanika Mittal	Dr. Avnish Kshatriya	Mr. Himanshu Verma
Category	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Age	42 years	49 years	57 years
DIN	10859952	10828173	07832076
Date of first appointment on the Board	September 22, 2024	November 05, 2024	November 05, 2024
Brief Profile, Experience, and Expertise in specific functional areas.	Kanika Mittal brings over 20 years of experience in digital, technology, retail, and consumer goods. She is currently the Country Head at Taboola, where she has driven significant client engagement and increased reach by 200%. Prior to this, Kanika held roles at Twitter India, where she led revenue growth and managed post-acquisition transitions, achieving double-digit gains, and at Reebok, where she led brand repositioning and digital transformation. Recognized among Impact India's Top 50 Women and Asia's Top 50 Brand Leaders. She is also a published author and mentors startup founders.	Dr. Avnish Kshatriya has over 28 years of diverse global experience as a Business Technologist and CXO Advisor working with more than 30 Fortune-500 clients across India, the US, the UK, and Europe across industry verticals. He has driven Digital initiatives for the key enterprise functions of Strategy, Delivery, Operations, Finance, HR and Sales. Dr. Kshatriya is a thought leader in Digital Transformation, enabling organizations for the incubation and leverage of Digital capabilities for strategic growth through P&L-driven practices and service delivery units. He is also widely regarded for his cross functional and collaborative approach to driving organizational change.	Himanshu Verma brings 30 years of executive and operational leadership experience. He is currently transitioning from active roles to mentoring emerging companies in IT, BPO Services, and Software Product sectors. Previously, he served as Senior Vice President and member of Executive leadership team at Cognizant Technology Solutions, managing the global growth markets and Digital Native BPO portfolio. He played a significant leadership role in scaling Cognizant's BPO practice which is now one of leading BPO businesses in the industry. He was instrumental in building key practices across Pharma, Retail, Digital Natives, and Finance & Accounting (F&A) services.
Qualification	Kanika holds an MBA from MICA and a B.Com (Hons) from SRCC, Delhi University.	Dr. Avnish holds degrees from DCE, IIM Bangalore, and IISc.	Himanshu holds a Bachelor of Commerce from Allahabad University and is a qualified Chartered Accountant.

Terms and conditions of Appointment / Re-appointment	Appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a first term of two consecutive years commencing from September 22, 2024, to September 21, 2026 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	Appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a first term of two consecutive years commencing from November 05, 2024 to November 04, 2026 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	Appointment as Non-Executive Independent Director of the Company, not liable to retire by rotation for a first term of two consecutive years commencing from November 05, 2024 to November 04, 2026 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.
Remuneration (including sitting fees, if any) last drawn in financial year 2023-24	NA	NA	NA
Remuneration proposed to be paid	She is eligible for sitting fee and Commission, if any, paid to the Non- Executive Independent Directors	He is eligible for sitting fee and Commission, if any, paid to the Non-Executive Independent Directors	He is eligible for sitting fee and Commission, if any, paid to the Non- Executive Independent Directors
Directorship held in other Companies (including Foreign and Private Companies)	None	Nil	1. Incture Technologies Private Limited 2. Altshiftcap Technology and Digital Services Private Limited
Membership /Chairmanship of the Committees of the Board of other Companies	Nil	Nil	Nil
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	None	None	None
Listed entities from which the	None	None	None

Director has resigned from Directorship in last 3 (three) years			
Number of Shares held in the Company including shareholding as a beneficial owner	NIL	NIL	NIL
No. of Board Meetings attended during the year 2023-24	NA	NA	NA

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

Name of the Director	Ms. Mona Bhide	Dr. Lalit S. Kanodia
Category	Non-Executive, Independent Director	Chairman & Whole-Time Director
Age	61 years	83 years
DIN	05203026	00008050
Date of first appointment on the Board	December 20, 2019	November 03, 1987
Brief Profile, Experience, and Expertise in specific functional areas.	<p>Ms. Mona Bhide is Managing Partner at Dave & Girish & Co., a law firm focusing on M & A, Corporate laws, Securities law, cross border banking, Structured Finance and Derivatives. Ms. Mona Bhide is a commerce and law graduate and has done her LL.M from Northwest University School of Law, Chicago and has worked with the American Bar Foundation as well as a law firm in Chicago. She is presently advisor to various NBFCs, HFCs, and banks on documentation and litigation assignments relating to structured transactions. Ms. Bhide is a director of the Alliance of Business lawyers which is prominent worldwide network of law firms across globe.</p>	<p>As Chief Mentor at Datamatics, Dr. Kanodia drives all innovation, new product development and quality initiatives. His inspirational leadership has led Datamatics to be conferred with various awards over the years, including the Most Innovative Software Product Award, the International Asia Pacific Quality Award and being ranked among the top 50 best managed outsourcing vendors by 'The Black Book of Outsourcing'.</p> <p>Dr. Kanodia is the President of IMC chamber of commerce & industry and Indo American Chamber of Commerce (IACC). In the past, he has held several eminent positions with various industry associations, which include Executive Member of NASSCOM, the apex body of the IT-BPO industry in India; President of the Management Consultant's Association of India and Chairman (Western Region) of the Electronics & Computer Software. Dr. Kanodia has also been on the Board of Directors of several large conglomerates. He was also the Honorary Consul General of Chile in Mumbai, India by the Government of Chile (2002 – 2014).</p> <p>Dr. Kanodia is currently on the Executive Board of MIT (Europe, Asia and Africa).</p>
Qualification	LLB from the University of Mumbai and she has studied further for graduation with an LL.M degree from Northwestern University, School of Law, Chicago	Dr. Kanodia has obtained degree in engineering from India's premier technology institute, IIT, Bombay. Dr. Kanodia completed his Doctorate in Management and post-graduation in Computer Science from the MIT (USA).
Terms and conditions of Appointment/ Re-appointment	Re-appointment as Non- Executive Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from December 20, 2024 to December 19, 2029 on such terms and conditions including commission on profits, if any, as applicable to	Re-appointment as Chairman & Whole Time Director of the Company for a period of five (5) years commencing from May 15, 2025 to May 14, 2030 (both days inclusive). [Refer Item No. 7 of the Notice and Explanatory Statement].

	other Non-Executive Independent Directors of the Company in accordance with the Nomination and Remuneration Policy of the Company.	
Remuneration (including sitting fees, if any) last drawn in the financial year 2023-24	Rs. 2,10,000 as Sitting Fees & Rs. 9,51,000 as commission.	Rs. 4.14 Crore (which includes Salary, Benefits, Perquisites and Allowances and Commission)
Remuneration proposed to be paid	She is eligible for sitting fee and Commission, if any, paid to the Non-Executive Independent Directors.	As mentioned in Resolution No 7 of this Notice.
Directorship held in other Companies (including Foreign and Private Companies)	<ol style="list-style-type: none"> 1. Inspira Enterprise India Limited 2. PCS Technology Limited 3. Vinati Organics Limited 4. Benchmark Computer Solutions Limited 	<ol style="list-style-type: none"> 1. Lumina Datamatics Limited 2. Datamatics Professional Services Ltd. 3. Datamatics Robotics Software Limited 4. Vikrant Advisory Services Pvt. Ltd. 5. Datamatics Business Enablers Pvt. Ltd. 6. Datamatics Infotech Services Private Limited 7. Anemone Management Consultancy Services Pvt. Ltd.
Membership/Chairmanship of the Committees of the Board of other Companies	<p>1. Vinati Organics Limited</p> <p>Audit Committee (Member) Risk Management Committee (Chairperson) Nomination and Remuneration Committee (Member)</p> <p>2. PCS Technology Limited</p> <p>Corporate Social Responsibility Committee (Member)</p> <p>3. Benchmark Computer Solutions Limited</p> <p>Audit Committee (Chairperson) Nomination and Remuneration Committee (Chairperson) Stakeholder Relationship Committee (Member)</p>	<p>1. Lumina Datamatics Limited</p> <p>Nomination and Remuneration Committee (Member)</p>
Relationship between Directors Manager and other Key Managerial Personnel	None	Dr. Kanodia is the Father of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia, Directors of the Company.

inter-se		
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	NIL
Number of Shares held in the Company including shareholding as a beneficial owner	NIL	He holds 1,23,38,276 equity shares of the Company.
No. of Board Meetings attended during the year 2023-24	She has attended 4 out of 5 Board Meetings held during the year 2023-24	He has attended 5 out of 5 Board Meetings held during the year 2023-24