

DATAMATICS

Datamatics Global Services Limited

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NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013 and applicable rules made thereunder)

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No 20/2021 dated December 8, 2021 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 (**“Listing Regulations”**) and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, for the Approval of members of the Company on Datamatics Global Services Limited’s Performance Based Employee Stock Option Plan 2022 (**“PSOP 2022”**) through postal ballot by remote e-voting process (**“e-voting”**).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts concerning the aforesaid PSOP 2022 is annexed hereto for your consideration.

The Board of Directors of the Company at its meeting held on February 02, 2022, appointed Mr. Swapneel Vinod Patel, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility in compliance with Regulation 44 of the Listing Regulations and Section 108 and other applicable provisions of the Act read with the applicable Rules to all its shareholders to cast their votes electronically instead of Postal Ballot form. Shareholders are requested to read the instructions in the Notes under the section “Instructions for voting through electronic means” in this postal ballot notice (**“Postal Ballot Notice”**) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Monday, March 14, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any other official of the Company authorized by the Chairman of the Company after completion of scrutiny of votes cast through remote e-voting. The results shall be declared on or before Wednesday, March 16, 2022 i.e. within two working days of the conclusion of the Postal Ballot and communicated to BSE Limited (**“BSE”**), National Stock

Exchange of India Limited (“NSE”) (together the “**Stock Exchanges**”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) (together the “**Depositories**”) and Datamatics Business Solutions Limited (“DBSL” or “**Registrar and Share Transfer Agent**”) and will also be displayed on the Company's website www.datamatics.com.

RESOLUTION THROUGH POSTAL BALLOT

Special Businesses: -

Resolution No. 1: Approval of Datamatics Global Services Limited’s Performance Based Employee Stock Option Plan 2022 (“PSOP 2022”) for eligible employees of Datamatics Global Services Limited (“Company”)

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

“RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (the “**Act**”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or amendment(s) or substitution(s) or re-enactment(s) thereof for time being in force, if any, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), provisions contained in the Memorandum of Association (“**MOA**”) and the Articles of Association (“**AOA**”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), for the time being in force and as maybe modified from time to time, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee (“**NRC**”), the approval of the members be and is hereby accorded to grant, offer, issue share-based options and to issue and allot equity shares of the Company to eligible employees subject to and under the Datamatics Global Services Limited’s Performance Based Employee Stock Option Plan 2022 (“**PSOP 2022**”), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the PSOP 2022 and as may be fixed or determined by the NRC and/or the Board;

RESOLVED FURTHER THAT the maximum number of options granted to eligible employees under the PSOP 2022 shall not exceed 14,73,733 (Fourteen Lakhs Seventy Three Thousand Seven Hundred Thirty Three only) and each option on exercise shall entitle the employee 1 (one) equity share of the Company at such price, in such manner, during such period, in one or more tranches, and on such terms and conditions as stipulated in PSOP 2022 in accordance with the provisions of the law, regulations or guidelines issued by the relevant authority(ies);

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the PSOP 2022, shall rank pari-passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps in compliance with the SEBI SBEB Regulations and other Applicable Laws;

RESOLVED FURTHTER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger / amalgamation or sale of division /undertaking, demerger,

acquisition or other re-organization etc. the number of abovementioned options in the PSOP 2022 shall be appropriately adjusted;

RESOLVED FURTHER THAT the NRC be and is hereby authorised to formulate, evolve, implement, administer, interpret, decide upon and bring into effect the cash incentive option in reciprocation by surrender of options issued under PSOP 2022, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of PSOP 2022 from time to time in conformity with the provisions of the Companies Act, the Memorandum of Association and Articles of Association of the Company, the SEBI SBEB Regulations and any other applicable laws, including but not limited to amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria, cash incentive options or to suspend, withdraw, terminate or revise the PSOP 2022;

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the PSOP 2022 and generally for giving effect to these resolutions, any member of the Board and the NRC or Mr. Sandeep Mantri, Chief Financial Officer or Ms. Divya Kumari, EVP, Chief Legal Officer & Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

Item No. 2: To grant Stock Options to the employees of the Subsidiary Company(ies) and/or its Group (present and/or future) under the Datamatics Global Services Limited’s Performance Based Employee Stock Option Plan 2022 (“PSOP 2022”)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the circulars/guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), provisions contained in the Memorandum of Association (“**MOA**”) and the Articles of Association (“**AOA**”) and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification(s) or amendment(s) or substitution(s) or re-enactment(s) thereof for time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee (“**NRC**”) constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of the Datamatics Global Services Limited’s Performance Based Employee Stock Option Plan 2022 (“**PSOP 2022**”) (referred to in resolution no. 1 of this Notice) to such person(s) who are the employees or Directors of Subsidiary Company(ies) or its Group (present and/or future), if any, of the Company as may be permissible under the SEBI Regulations (hereinafter referred to as “**Employees**”), in such manner and on such terms and conditions including the price as the Board may decide in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at the relevant time, within the overall ceiling of 14,73,733 (Fourteen Lakhs Seventy Three Thousand Seven Hundred Thirty Three Only) stock options exercisable into not more than 14,73,733 (Fourteen Lakhs Seventy Three Thousand Seven Hundred Thirty Three Only) equity shares of face value of Rs. 5/- (Rupees Five) each fully paid-up, as mentioned in the aforesaid resolution;

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the PSOP 2022, shall rank pari-passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps in compliance with the SEBI SBEB Regulations and other Applicable Laws;

RESOLVED FURTHTER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger / amalgamation or sale of division / undertaking, demerger, acquisition or other re-organization etc. the number of abovementioned options in the PSOP 2022 shall be appropriately adjusted;

RESOLVED FURTHER THAT the NRC be and is hereby authorised to formulate, evolve, implement, administer, interpret, decide upon and bring into effect the cash incentive option in reciprocation by surrender of options issued under PSOP 2022, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of PSOP 2022 from time to time in conformity with the provisions of the Companies Act, the Memorandum of Association and Articles of Association of the Company, the SEBI SBEB Regulations and any other applicable laws, including but not limited to amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria, cash incentive options or to suspend, withdraw, terminate or revise the PSOP 2022;

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the PSOP 2022 and generally for giving effect to these resolutions, any member of the Board and the NRC or Mr. Sandeep Mantri, Chief Financial Officer or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

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

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

**Place : Mumbai
Date : February 11, 2022**

Registered Office:
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MIDC, Andheri (E), Mumbai - 400 093.
CIN: L72200MH1987PLC045205
Tel: +91(22) 61020000/1/2 | Fax: +91(22)28343669
Website: www.datamatics.com
Email: investors@datamatics.com

Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the Act) stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith.
2. The Notice of Postal Ballot is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, February 04, 2022.
3. In line with the MCA Circulars, the Notice of Postal Ballot is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Notice of Postal Ballot will also be available on the Company's website at <https://www.datamatics.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. The Postal Ballot Notice will also be provided to the Depositories.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to the Company's Registrar and Share Transfer Agent, Datamatics Business Solutions Limited (DBSL) at investorsqry@datamaticsbpm.com, if the shares are held in physical form.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 04, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, March 14, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, February 04, 2022.
8. In compliance with Section 108 and 110 of the Act and the rules made there under, the MCA Circulars, SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by National Securities Depository Limited (NSDL). The instructions for remote e-voting are provided as part of this Notice of Postal Ballot.
9. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes in this Postal Ballot Notice. Shareholders are requested to cast their vote through the remote e-voting process not later than 17:00 Hours IST on Monday, March 14, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Board of Directors has appointed Mr. Swapneel Vinod Patel, Company Secretary in Practice (Membership No. A41106/Certificate of Practice No. 15628) as Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or any other official of the Company authorized by the Chairman after the completion of scrutiny, and the results of the voting by postal ballot through the remote e-voting process will be announced by the Chairman or any other official of the Company duly authorized, on or before Wednesday, March 16, 2022 and will also be displayed on the website of the Company (www.datamatics.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
12. A Shareholder cannot exercise his/her vote through proxy on postal ballot.
13. All the material documents referred to in the explanatory statement will be available for inspection

electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to investors@datamatics.com.

14. **Instructions for voting through electronic means (e-voting):** The Company has engaged the services of National Security Depository Limited (“NSDL”) as the Authorized Agency to provide e-voting facility. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
February 13, 2022	March 14, 2022

PROCEDURE FOR REMOTE E-VOTING

The details of the process and manner for remote e-Voting are explained herein below:

Members are requested to follow the below instructions to cast their vote through e-Voting:

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

Step 1: Access to NSDL e-Voting system

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





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

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <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 style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

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. Once login, 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 options available against 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542-43.

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
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 / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to swapneel@spassociates.co with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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.co.in 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 the provisions of Sections 102 (1) and 110 of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

Resolutions No. 1 and 2:

The Board of Directors (“**Board**”) of the Company at its meeting held on February 02, 2022 approved the introduction of the Datamatics Global Services Limited’s Performance Based Employee Stock Option Plan 2022 (“**PSOP 2022**”) for the benefit of the eligible employees as defined under the PSOP 2022, subject to the approval of the members by a special resolution.

The objective of the PSOP 2022 is to reward the employees for their loyalty and contribution to the Company and/or its Subsidiary/ies and/or its Group, as well as their performance and to motivate them to keep contributing to the growth and profitability of the Company and/or its Subsidiary/ies and/or its Group. This PSOP 2022 is further intended to attract and retain talent in the Company and/or its Subsidiary/ies and/or its Group and to give its employees co-ownership. The Company views employee stock options as an instrument of wealth creation that would enable the employees to share the value they create for the Company in the years to come and to align the interest of the employees with the interests of the shareholders. The PSOP 2022 shall be administered by the NRC and/or the Board constituted by the Company.

In terms of Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), for issue of equity shares to the eligible employees of the Company and/or its Subsidiary/ies and/or its Group, approval of the existing members by way of special resolution is required.

The Resolutions contained at Item no. 1 and 2 seek to obtain the members’ approval to authorize the NRC and/or the Board to create, issue, offer and allot shares or cash, from time to time, to the employees of the Company and/or its Subsidiary/ies and/or its Group under the PSOP 2022 and undertake such action as may be necessary for the administration of the options.

The salient features and other details of the PSOP 2022 as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

Sr. No.	Heading	Details
1	Brief description of the PSOP 2022:	<p>The PSOP 2022 has the following objectives:</p> <ul style="list-style-type: none">(i) To reward the employees for their loyalty and contribution to the Company and/or its Subsidiary/ies and/or its Group, as well as their performance and to motivate them to keep contributing to the growth and profitability of the Company and/or its Subsidiary/ies and/or its Group.(ii) To attract and retain talent in the Company and/or its Subsidiary/ies and/or its Group and to give its employees co-ownership.(iii) To recognize and reward the efforts of employees and their continued association with the Company and other group companies; and

		(iv) To promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and/or its Subsidiary/ies and/or its Group and provide them an opportunity to share in the future growth and profitability of the Company and/or its Subsidiary/ies and/or its Group, which should lead to improved employee engagement, motivation and retention.
2	The total number of shares to be offered and granted:	<p>The aggregate number of options that shall be granted under the PSOP 2022, shall not be exceed 14,73,733 (Fourteen Lakhs Seventy Three Thousand Seven Hundred Thirty Three Only) which shall be convertible into equal number of equity shares, being 2.5% of the paid-up equity share capital of the Company as on the date of the adoption of the PSOP 2022.</p> <p>Further, the maximum number of options that can be granted and the shares arising upon exercise of these options shall stand adjusted in case of corporate action.</p>
3	Identification of classes of employees entitled to participate and be beneficiaries:	<p>1. Present and future employees at grade M09 (or equivalent) and above of the Company and its Subsidiary(ies) and its Group working exclusively for such company whether within or outside India;</p> <p>2. All directors of the Company, its Subsidiary(ies) and its Group excluding (i) A person who is a Promoter (ii) A person who belongs to a Promoter's group (iii) any Independent Director of the Company and its Subsidiary(ies) and its Group (iv) any Director who either themselves or through a relative or through any body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.</p>
4	Requirements of vesting and period of vesting:	<p>Subject to minimum vesting period of 1 (one) year and meeting of the Performance Criteria for each year for the period of 3 (three) years from Grant Date, pursuant to which the Option Holder gets the right to Exercise Equity Shares of the Company (during the Exercise Period) against the Options granted to him in pursuance of this PSOP 2022;</p> <p>Vesting Period is the period from the Grant Date till the date on which the Options or any portion of Options are Vested in Grantee.</p>
5	The maximum period (subject to Regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options/ SARs/ benefits shall be Vested:	The options granted under the PSOP 2022 vest within maximum period of 5 (five) years from the grant date or as may be determined by the NRC from time to time, in accordance with applicable laws.

6	Exercise price, SAR price, purchase price or pricing formula:	The exercise price shall be Face Value of the Shares i.e. Rs. 5/- (Rupees Five) per share.
7	Exercise period/ offer period and process of exercise/ acceptance of offer:	<p>Period during which an Option Holder is entitled to Exercise Vested Options which period shall unless otherwise preponed by the Compensation Committee commence at the end of 3 (three) years from the Grant Date and continue for a period of 12 (twelve) months thereafter;</p> <p>Letter of Grant and Option Agreement issued to the Eligible Employee which sets out the terms and conditions of the Grant including the Performance Criteria and the Vesting Period;</p> <p>Eligible Employee wishes to accept the Grant made by the Compensation Committee, shall communicate his/her acceptance to the Company within 30 days from the date of the Grant along with the acceptance of Option Agreement.</p>
8	The appraisal process for determining the eligibility of employees for the PSOP 2022:	The appraisal process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on Performance Criteria based on the EBIT and/or the revenue and/or the individual performance of the Grantee and/or improvement and/or growth-based performance criteria detailed in the Option Agreement for each Grantee and will be measured taking into consideration the growth achieved and/or annual performance targets achieved by the Grantee within the Performance Period as against the Performance Criteria of the respective Grantee under the Option Agreement on yearly basis and over the course of the Performance Period.
9	Maximum number of shares to be offered and issued per employee and in aggregate, if any:	<p>The maximum number of options that can be granted per employee under the PSOP 2022 shall not exceed 0.2% of the paid-up equity share capital of the Company as on the date of the adoption of the PSOP 2022.</p> <p>The aggregate number of options that shall be granted under the PSOP 2022, shall not be exceed 14,73,733 (Fourteen Lakhs Seventy Three Thousand Seven Hundred Thirty Three Only) which shall be convertible into equal number of equity shares, being 2.5% of the paid-up equity share capital of the Company as on the date of the adoption of the PSOP 2022.</p>
10	Maximum quantum of benefits to be provided per employee under a PSOP 2022:	Unless otherwise determined by the NRC, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares.

11	Whether the PSOP 2022 is to be implemented and administered directly by the company or through a trust:	The PSOP 2022 shall be administered directly by the Company through the NRC.
12	Whether the PSOP 2022 involves new issue of shares by the Company or secondary acquisition by the trust or both:	The PSOP 2022 contemplates an issuance of new shares by the Company.
13	The amount of loan to be provided for implementation of the PSOP 2022 by the Company to the trust, its tenure, utilization, repayment terms, etc.:	Not applicable as PSOP 2022 will be administered by the Company directly and not through a trust.
14	Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the PSOP 2022:	Not applicable as PSOP 2022 will be administered by the Company directly and not through a trust.
15	Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:	The Company shall comply with the requirements including the disclosures requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any Guidance Note on Accounting for employee share based payment issued in that regard from time to time.
16	The method which the Company shall use to value its options:	The PSOP 2022 contemplates new issue of equity shares by the Company and such valuation of options shall be based on the applicable law and will make necessary disclosures as may be required in this regard.
17	Declaration	In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.
18	Period of lock-in:	The Shares issued under the PSOP 2022 shall not have a lock in period.
19	Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations:	Not Applicable. However, if the NRC announces cash incentive options under PSOP 2022 the Grantee may have an option to surrender the options against such cash incentive option.

For the purpose of this Explanatory Statement the terms Group and Subsidiary/ies shall mean as follows:

“**Group**” means (a) the Company along with one or more companies that, directly or indirectly, are in a position to (i) exercise 26% (twenty-six per cent) or more of the voting rights in the other company; or (ii) appoint more than 50% (fifty per cent) of the members of the Board of Directors in the other company; or (iii) control the management or affairs of the other company; and (b) two or more companies which, directly or indirectly, are in a position to (i) exercise 26% (twenty-six per cent) or more of the voting rights in the Company; or (ii) appoint more than 50% (fifty per cent) of the members

of the Board of Directors in the Company; or (iii) control the management or affairs of the Company. Provided that, Lumina Datamatics Limited, a subsidiary of the Company, shall not be construed as a part of a Group for a limited purpose of issuing any Options to their employees under PSOP 2022, as there is a different scheme available for the employees of Lumina Datamatics Limited.

“**Subsidiary/ies**” shall have the same meaning as defined under Section 2(87) of the Companies Act, 2013. Provided that, Lumina Datamatics Limited, a subsidiary of the Company, shall not be construed as Subsidiary for a limited purpose of issuing any Options to their employees under PSOP 2022, as there is a different scheme available for the employees of Lumina Datamatics Limited and its subsidiaries.

Accordingly, the resolutions set as Item no. 1 and 2 are being placed for the approval of members.

Draft copy of the Plan is available for inspection at the Company’s website and/or Company’s Registered Office during official hours on all working days till Monday, March 14, 2022.

The directors, key managerial personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of options that be granted to them and to the extent of their shareholding as members.

The Board thereby recommends passing of the resolutions as set out under Item No. 1 and 2 of the Notice for approval of the members as special resolutions.

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

Divya Kumat
EVP, Chief Legal Officer & Company Secretary

Place : Mumbai
Date : February 11, 2022

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