

Datamatics Global Services Limited

Registered Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093.

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CIN: L72200MH1987PLC045205

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

POSTAL BALLOT AND E-VOTING NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

POSTAL BALLOT AND E-VOTING:

Commencing on	December 21, 2019 at 9.00 a.m.
Ending on	January 20, 2020 at 5.00 p.m.

Notice is hereby given to the Members of Datamatics Global Services Limited (“the Company” / “DGSL”), that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, it is proposed to transact the Special Business as set out hereunder by passing Special Resolution through Postal Ballot (Physical and e-Voting). The proposed Special Resolution and the Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts with respect to the Special Business is annexed hereto along with a Postal Ballot Form for seeking consent of the Members.

Members have the option to vote either by Postal Ballot or through e-Voting. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on January 20, 2020. The postage expense will be borne and paid by the Company. However, Postal Ballot Forms, if sent by speed post or courier or registered post at the expense of the Member(s), will also be accepted.

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, has also provided the Members with an alternative facility of casting their votes through electronic voting (e-Voting) system of National Securities Depository Limited (“NSDL”). Members desiring to opt for e-Voting are requested to read the information and other instructions relating to e-Voting as contained at Sr. No. 11 under 'Notes'. The e-Voting period shall commence from December 21, 2019 at 09:00 a.m. and conclude on January 20, 2020 at 05:00 p.m. The e-Voting facility shall be disabled by NSDL thereafter. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-Voting.

The Board of Directors, at its Meeting held on December 11, 2019, has appointed Mr. Tushar Shridharani, Practicing Company Secretary (COP No 2190), as Scrutinizer for conducting the Postal Ballot (physical and e-Voting) process in a fair and transparent manner.

The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-Voting) from the Scrutinizer, shall announce the results of the Postal Ballot not later than 48 hours of conclusion of the voting through postal ballot. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.datamatics.com and NSDL i.e. www.evoting.nsdl.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed.

SPECIAL RESOLUTION:

Item No.1 : Sale of 100% shares in CIGNEX Datamatics Inc. (a corporation headquartered in the USA) indirectly held by the Company through CIGNEX Datamatics Corporation (a company incorporated under the laws of British Virgin Islands).

“RESOLVED THAT pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, Section 180(1)(a) read with rules issued thereunder and all other applicable provisions of the Companies Act, 2013, including any statutory modifications and amendments and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, and other statutory authorities and subject to the Memorandum and Articles of Association of the Company and other requisite statutory and regulatory approvals, if and to the extent necessary, the consent of the Members be and is hereby accorded to divest the entire stake which is indirectly held by the Company in its step down subsidiary Cignex Datamatics Inc. (“Cignex US”) through its another step down subsidiary namely Cignex Datamatics Corporation (“Cignex BVI”) [being the immediate Holding Company of Cignex US] to the buyer namely, Relevance Lab Pte Ltd, Singapore, having identification / registration no. 201115096G (the said transaction being hereinafter referred to as the “Proposed Divestment” for the purpose of this Resolution);

RESOLVED FURTHER THAT Dr. Lalit S. Kanodia, Chairman & Whole-Time Director and/or Mr. Rahul L. Kanodia, Vice-Chairman & CEO and/or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary (“authorized signatories”), be and are hereby severally authorised to perform all the actions involved in facilitating the consummation of the Proposed Divestment, including but not limited to (i) negotiating and finalising (alongside the management and authorised representatives of Cignex BVI and Cignex US) the terms and conditions in relation to the above divestment with the representatives of Relevance Lab Pte Ltd (ii) to execute on behalf of the Company such agreements and documents as may be necessary for the purpose of and in connection with the Proposed Divestment (iii) to assist the management of Cignex BVI and Cignex US for obtaining approvals (if required) from the concerned regulatory authorities within or outside India; and (iv) taking assistance and advise of professionals such as chartered accountants, solicitors, company secretaries etc. from time to time for the purpose of the Proposed Divestment;

RESOLVED FURTHER THAT authorized signatories be and are hereby severally authorised to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit;

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or officers and/or representatives for and in the name of the Company and its subsidiaries in this regard be and is hereby noted, ratified and approved.”

For Datamatics Global Services Limited

Sd/-

Divya Kumat

EVP, Chief Legal officer and Company Secretary

Place : Mumbai

Date : December 11, 2019

Registered Office:

Knowledge Centre, Plot No. 58, Street No. 17,
MIDC, Andheri (East), Mumbai 400 093.

NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Act setting out material facts relating to the proposed resolution is annexed here to.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company's website www.datamatics.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
3. The relevant documents referred to in the Postal Ballot Notice and the Statement will be available for inspection by the Members of the Company at the Registered Office of the Company from the date of dispatch of the Postal Ballot Notice till the last date for receipt of votes by postal ballot / e-Voting between 10.00 a.m. to 1.00 p.m. on all working days (except Saturdays, Sundays and public holidays).
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-Voting") facility to the Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-Voting facility to its Members.
5. Voting rights will be proportionate to paid-up value of shares registered in the name of the Members on the cut-off date i.e. December 13, 2019. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
6. Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-Voting. In case any Member cast his/her votes both by Postal Ballot Form and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed over leaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope (BRE Envelope) to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on January 20, 2020. The postage will be borne by the Company for the BRE Envelope.

However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed BRE, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. on January 20, 2020, it will be considered that no reply from the Member has been received and will be treated as invalid.
8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the Company's website and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. on January 20, 2020.

9. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Registrar and Share Transfer Agents, Datamatics Business Solutions Limited or to the Company at its Registered Office.
10. Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his/her vote and/or the Postal Ballot Form is not signed or for any justifiable reason as determined by the Scrutinizer.
11. The detailed process, instructions and manner for availing remote e-Voting facility are provided herein below:

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

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsd.com/>.
- b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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.
- d. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- e. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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, your 'initial password' is communicated to you on your postal address.
- f. 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.
 - g. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - h. Now, you will have to click on “Login” button.
 - i. 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.

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c. Select “EVEN” of the Company.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. 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.
- f. Upon confirmation, the message “Vote cast successfully” will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- a) 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 tushar@tusharshri.com with a copy marked to evoting@nsdl.co.in.
- b) 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

12. Mr. Tushar Shridharani, Company Secretary in Practice (Membership No. 2690 / Certificate of Practice No. 2190) is being appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
14. The scrutinizer will submit a report to the Chairman after scrutinizing the voting made by shareholders through postal ballot (physical and remote e-Voting).
15. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-Voting) from the Scrutinizer, shall announce the voting results of the Postal Ballot not later than 48 hours of conclusion of the voting through postal ballot.
16. The voting results along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.datamatics.com and NSDL i.e. www.evoting.nsdl.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed.
17. The Special Resolution as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Ballot Forms or e-Voting.

For **Datamatics Global Services Limited**

Sd/-

Divya Kumat

EVP, Chief Legal officer and Company Secretary

Place : Mumbai

Date : December 11, 2019

Registered Office:

Knowledge Centre, Plot No. 58, Street No. 17,
MIDC, Andheri (East), Mumbai 400 093.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Company through its wholly-owned subsidiary Company i.e. Datamatics Global Technologies Limited, Mauritius holds 62.51% stake in Cignex Datamatics Corporation (Cignex BVI), a company incorporated under the laws of British Virgin Islands. Cignex BVI holds 100% of the share capital of Cignex Datamatics Inc. ("Cignex US"), which is headquartered in USA. Therefore, Cignex US is a step down subsidiary of the Company.

Cignex US is also a "Material Subsidiary" of the Company as per Regulation 16(1)(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Cignex US is in turn a Holding Company of (i) Cignex Datamatics Technologies Limited, India; (ii) Cignex Datamatics Pte. Ltd, Singapore; (iii) Cignex Datamatics GmbH, Germany; (iv) Cignex Datamatics UK Ltd, UK and (v) Duo Consulting Inc., US.

As per the proposal, Relevance Lab Pte. Limited (hereinafter referred to as "Relevance Lab" or the "buyer") has offered to purchase the entire 100% share capital of Cignex US which is held by Cignex BVI and in consideration of the said purchase, Relevance Lab has agreed to give the following consideration to Cignex BVI (i) 2,157,374 shares of Relevance Lab and (ii) amount of current cash in CIGNEX US and its subsidiaries excluding Duo Consulting Inc. as on the completion date minus USD 1.96 million (adjusted towards working capital and other adjustments). ("**Proposed Transaction**"). Relevance Lab is a specialist IT services company with re-usable technology assets in the area of DevOps, Cloud, Automation, Digital, Service Delivery and Supply Chain Analytics that help global organizations achieve frictionless business by transforming their traditional Infrastructure, Applications and Data. Headquartered in Singapore, Relevance Lab has specialized IT professionals across its offices spread across India, US and Canada.

As a result of the Proposed Transaction, Cignex US and its subsidiaries excluding Duo consulting, Inc. shall cease to be subsidiaries of the Company.

The Management believes that the Proposed Transaction is beneficial to the Company and its stakeholders because it will bring an integrated offering approach with robust digital solutions for the customers and the stakeholders will benefit from the synergies that will exist between the two entities.

The Board of Directors at their meeting held on December 11, 2019 has evaluated the proposed transaction and after considering the advantages and merits thereof and in the interest of the Company and its stakeholders, has unanimously resolved to accept the offer and consummate the Proposed Transaction, subject to the approval of the members of the Company.

Regulation 24 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, provides that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary, without passing a special resolution in its General Meeting. Considering that the consummation of the Proposed Transaction would result in disposal of Cignex US (being a material step-down subsidiary) held through Cignex BVI and consequent reduction of the entire "indirect" shareholding of the Company (through Cignex BVI) in Cignex US and cessation of control, approval of the members of the Company is required by way of a special resolution.

Provisions of Section 180(1)(a) of Companies Act, 2013, restricts a company from disposing off the whole or substantially the whole of its undertaking without obtaining prior approval of the members by way of a special resolution. In terms of explanation to Section 180(1)(a), 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

The total income of Cignex US does not exceed 20% of the total consolidated income of the Company and it has also been held by the Hon'ble Bombay High Court that, the sale of shares of the subsidiary Company, howsoever controlling interest they may have, does not amount to, sale of an "undertaking". Therefore, based on the legal opinions received from the solicitors of the Company, the management of the Company is of the view that, the provisions of Section 180(1)(a) of the Act are not applicable. However, since Cignex US and its subsidiaries income is more than 20% of the total standalone income of the Company during the previous financial year, it is thought as a matter of abundant caution to seek approval of the Shareholders in terms of Section 180(1)(a) of the Act as well.

It is pertinent to note that, Relevance Lab does not belong to the promoter/promoter group either of the Company or any of the group companies. Further, the proposed divestment to Relevance Lab is not a related party transaction either under the Companies Act, 2013 or under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In view of the aforesaid, your Directors recommend the said special resolution for your approval, as they sincerely believe the same to be in the interest of the Company and its stakeholders. None of the Directors or Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in this resolution, except as members to the extent of their shareholdings in the Company.

For Datamatics Global Services Limited
Sd/-
Divya Kumat
EVP, Chief Legal officer and Company Secretary

Place : Mumbai

Date : December 11, 2019

Registered Office:

Knowledge Centre, Plot No. 58, Street No. 17,
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