

Datamatics Global Services Limited

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

Telephone No: +91 (22) 61020000/1/2, **Fax No:** +91 (22) 28343669

CIN: L72200MH1987PLC045205

Website: www.datamatics.com, **Email:** divya.kumat@datamatics.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name and registered address of the sole / first named shareholder (In Block Letters):
2. Name(s) of Joint shareholder(s), if any:
3. Registered Folio No. /DP Id No./Client Id No.*:
(*Applicable to Members holding shares in Dematerialised form)
4. Number of equity shares held:
5. I/We hereby exercise my/our vote in respect of the Resolution as detailed in the Notice dated March 18, 2019, convening Meeting of the Equity Shareholders of Datamatics Global Services Limited, as directed by the National Company Law Tribunal, Mumbai Bench, on Thursday, May 09, 2019 at 11:00 a.m. at Walchand Hirachand Hall, IMC Building, 4th Floor, IMC Marg, Churchgate, Mumbai – 400020 by sending my / our assent (for) or dissent (against) to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Description of the Resolution	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Approval of Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders			

Place: _____

Date: _____

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Remote e-Voting Event Number)	User ID	Password/PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote. If the voting rights are exercised electronically, then there is no need to use this Form

INSTRUCTIONS

A. GENERAL INFORMATION

1. The Mumbai Bench of the National Company Law Tribunal (NCLT), vide its Order dated March 08, 2019, has directed that a Meeting of the Equity Shareholders of the Company shall be convened and held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Thursday, May 09, 2019 at 11:00 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders.
2. Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated March 18, 2019 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.
3. Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business on Friday, March 15, 2019 ('Cut-off date')
4. The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Postal Ballot, remote e-voting and voting at the Meeting shall be considered as passed on the date of the Meeting

B. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

1. Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr Aashish K. Bhatt, Practicing Company Secretaries, at C/o Datamatics Global Services Limited, Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai 400 093, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. In case of joint holding, this Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per the specimen signature registered with the Company/ Depository).
3. There will be one Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
5. Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 5.00 p.m. on Wednesday, May 08, 2019. Incomplete Ballot Forms or Ballot Forms received after this date will be considered invalid.
6. An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
7. The Scrutinizer's decision in this regard shall be final and binding.
8. A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars i.e. Datamatics Business Solutions Limited, Plot No B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai 400 093 or to the e-mail ID anand_bhilare@datamaticsbpm.com.
9. Members are requested not to send any paper (other than the resolution/authority letter as mentioned under "Process for Members opting for voting by Ballot") along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

C. E-VOTING

1. The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through e-voting facility, he/she need not send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.