

August 05, 2024

To,

Corporate Communication Department
BSE Limited
Phiroze Jeejeeboy Towers,
Dalal Street, Mumbai – 400 001.
BSE Security Code: 532528

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) Mumbai 400 051.
NSE Symbol: DATAMATICS

Sub: Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

Further to our letter dated July 10, 2024, submitting the Notice of the 36th Annual General Meeting (“AGM”) dated May 08, 2024 to the Members of the Company for approval of re-classification of Promoter/ Promoter Group of the Company from 'Promoter and Promoter Group' category to 'Public' category shareholders of the Company in accordance with Regulation 31A of SEBI Listing Regulations, we are attaching herewith certified true copy of the resolution passed in the AGM through remote e-voting and e-voting at AGM conducted in accordance with the provisions of the Companies (Management and Administration) Rules, 2014 and Circulars issued by the Ministry of Corporate Affairs (“MCA”) and applicable Regulations of SEBI Listing Regulations.

The said announcement is also uploaded on the website of the Company at <https://www.datamatics.com/about-us/investor-relations/announcements>

Thanking you,

Yours faithfully,

For **Datamatics Global Services Limited**

Divya Kumat
EVP, Chief Legal Officer & Company Secretary

Encl: As above

DATAMATICS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE THIRTY SIXTH ANNUAL GENERAL MEETING OF DATAMATICS GLOBAL SERVICES LIMITED HELD ON THURSDAY, AUGUST 01, 2024 AT 02:30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).

Reclassification of Outgoing Promoters to “Public” shareholder category

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“SEBI Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder (hereinafter referred to as “Outgoing Promoters”), from "Promoter/ Promoters Group" category to "Public" category:

Sr. No.	Name of the Shareholder	No. of Equity Shares held as at date of notice	% Holding
1.	Mrs. Shubhlakshmi Dani	17,80,000	3.02
2.	Mrs. Rashmi Yogendra Kanodia	10,075	0.02
3.	Mrs. Aneesha Aditya Dalmia	0	0.00
4.	Mrs. Amrita Vidur Bhogilal	0	0.00
	Total	17,90,075	3.04

RESOLVED FURTHER THAT Dr. Lalit Kanodia, Chairman & Whole-time Director and/or Mr. Rahul Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary, be and are hereby severally authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any one of Dr. Lalit Kanodia, Chairman & Whole time Director and/or Mr. Rahul Kanodia, Vice Chairman & CEO and/or Ms. Divya Kumat, EVP, Chief Legal Officer & Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary.”

DATAMATICS

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT ANNEXURED TO THE NOTICE OF THE THIRTY SIXTH ANNUAL GENERAL MEETING OF DATAMATICS GLOBAL SERVICES LIMITED HELD ON THURSDAY, AUGUST 01, 2024 AT 02:30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) provides a mechanism regarding reclassification from “Promoter/ Promoter Group” category to “Public” Category.

Members are apprised that in terms of the said Regulation, the Company has received Request Letters dated May 07, 2024 from few members of Promoter/ Promoter Group for reclassification of their shareholding from the existing Promoter Group category to Public Shareholder Category in the Shareholding Pattern of the Company and/or at such other places wherever their name appears.

The members seeking reclassification (hereafter collectively referred to as the "Outgoing Promoters") and equity shares held by them in the Company is mentioned in the table below and are currently classified as “person belonging to the promoter group” in the Shareholding Pattern of the Company:

Sr. No.	Name of the Shareholder	No. of Equity Shares held as at date of notice	% Holding
1.	Mrs. Shubhlakshmi Dani	17,80,000	3.02
2.	Mrs. Rashmi Yogendra Kanodia	10,075	0.02
3.	Mrs. Aneesha Aditya Dalmia	0	0.00
4.	Mrs. Amrita Vidur Bhogilal	0	0.00
Total		17,90,075	3.04

Confirmation by the Outgoing Promoters

The Outgoing Promoters in their respective Request Letters have confirmed that, they along with the persons related to them:

- i) do not, together, hold more than 10% of the total voting rights in the Company;
- ii) do not exercise control over the affairs of the Company, directly or indirectly;
- iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) are not represented on the board of directors of the Company (including through nominee director);
- v) are not acting as a key managerial person in the Company;
- vi) are not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines; and
- vii) are not fugitive economic offenders.

Further, the Outgoing Promoters have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A(4) of the SEBI Listing Regulations.

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Confirmation by the Company

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3)(c) of the SEBI Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for reclassification of status of the said Outgoing Promoters to 'Public' shareholder category.

- (1) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the SEBI Listing Regulations;
- (2) The trading in equity shares of the Company have not been suspended by the Stock Exchanges where equity shares of the Company are listed;
- (3) The Company does not have outstanding dues to the SEBI, Stock Exchanges or the Depositories.

As at the date of this Notice, the total Promoter holding in the Company is at 66.44%. In the event, the reclassification is approved by the Members of the Company and the Stock Exchanges, the total Promoter holding in the Company shall reduce from 66.44% to 63.40%.

Board's Consideration and Recommendations

At their meeting held on May 08, 2024, Board of Directors of the Company analyzed the Request Letters received from the Outgoing Promoters and the confirmations therein as per the provisions of Regulation 31A of the SEBI Listing Regulations. Board also considered Company's confirmations in this matter and the impact of the proposed reclassification. Upon perusal of the above, Board of Directors of the Company approved the Reclassification Requests of the Outgoing Promoters, subject to approval of the Members and the Stock Exchanges.

None of the Outgoing Promoters and persons related to them shall vote to approve the reclassification request as prescribed under the Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.5, except to the extent of their shareholding as Member, if any.

The Board recommends passing of the proposed resolution as stated in Item No.5 as an Ordinary Resolution and requests Members' approval for the same.

CERTIFIED TO BE TRUE

For **Datamatics Global Services Limited**

Divya Kumat
EVP, Chief Legal Officer & Company Secretary