

December 2, 2020

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

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

Sub.: 32nd AGM, Book Closure and e-Voting.

Dear Sir/Madam,

With reference to the captioned subject, we wish to inform you the following:

The 32nd Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, December 26, 2020 at 11.30 a.m through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30 read with Schedule III Para A of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **please find attached herewith, Notice of the 32nd AGM of the Company.** The Notice is also displayed on the website of the Company (www.datamatics.com).

1. Register of Members and Share Transfer Books of the Company will remain closed from December 20, 2020 to December 26, 2020 (both days inclusive) for the purpose of 32nd AGM.
2. The remote e-Voting period for EVEN 115024 commences on December 23, 2020 at 9.00 a.m and ends on December 25, 2020 at 5.00 p.m. The cut-off date for determining shareholders who are eligible for e-voting is December 19, 2020.

Kindly take the above on your record.

For **Datamatics Global Services Limited**

Divya Kumat

EVP, Chief Legal Officer & Company Secretary

Encl : Notice of Annual General Meeting



NOTICE

NOTICE is hereby given that the **THIRTY SECOND ANNUAL GENERAL MEETING (AGM)** of the members of **DATAMATICS GLOBAL SERVICES LIMITED** will be held on Saturday, December 26, 2020 at 11.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020, together with the Reports of the Auditors; and
 - (b) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rahul L. Kanodia (DIN: 00075801), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mrs. Asha L. Kanodia as Non-Executive Non-Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Asha L. Kanodia (DIN: 00008061), appointed as Non-Executive Non-Independent Additional Director by the Board of Directors with effect from September 10, 2020 and who holds the office pursuant to provisions of Section 161 of the Companies Act, 2013 upto date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the appointment of Mrs. Asha L. Kanodia (DIN: 00008061) having already attained age of 75 years, as Non-Executive Non-Independent Director of the Company, liable to retire by rotation;

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."

4. To appoint Mrs. Mona Bhide as Woman Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Mona Bhide (DIN: 05203026) who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who was appointed as an Additional Director and also as a Woman Independent Director of the Company by the Board of Directors with effect from December 20, 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying her intention to propose her as a candidate for the office of the Director, be and is hereby appointed as a Woman Independent Director of the Company, not liable to retire by rotation for a term of five (5) years with effect from December 20, 2019 to December 19, 2024;

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."

5. To re-appoint Dr. Lalit S. Kanodia as Chairman & Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), 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"), as amended or re-enacted from time to time, read with Schedule V and rules made



thereunder (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 expired on May 14, 2020, 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 for a period of five years with effect from May 15, 2020;

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. 60,00,000/- per annum.
2. Personal Allowance/Perks	: Rs. 22,80,000/- 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 one month's basic salary per year i.e. Rs. 5,00,000/-
4. Medical	: Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary per year i.e. Rs. 5,00,000/-. Notwithstanding the ceiling specified in clause 2 above, if reimbursement of expenses claimed under clause 3 (ii) and 4 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. Telephone	: Communication facilities as per the rules of the Company.
13. Commission	: Upto 1% of the net profits of the Company as computed in accordance with the provisions of 197 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 20% per annum or at such other rate as may be approved by the Board;

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, Dr. Lalit S. Kanodia be paid remuneration by way of salary and perquisites as specified above subject to the requisite approvals and restrictions, if any, set out in Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable from time to time;

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the re-appointment of Dr. Lalit S. Kanodia including remuneration, within the overall limits specified in the Act or other regulations as may be applicable to the Company;

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 be considered expedient and necessary in this regard."

6. To re-appoint Mr. Vinay Aggarwal as Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of



the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinay Aggarwal (DIN: 00030483), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, 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 five (5) consecutive years with effect from August 28, 2020 to August 27, 2025;

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 be considered expedient and necessary in this regard."

7. To divest entire 62.51% shares in CIGNEX Datamatics Inc. (a corporation headquartered in the USA), indirectly held by the Company through Datamatics Global Technologies Limited (Mauritius).

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 180(1)(a) of the Companies Act, 2013, 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 dispose of the entire stake which is indirectly held by the Company in its step down and Material Foreign Subsidiary CignexDatamatics Inc. ("Cignex US") through its wholly-owned subsidiary i.e. Datamatics Global Technologies Limited, Mauritius ("DGTL") by way of divestment through stock redemption agreement entered into by and between Cignex US and DGTL (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 DGTL and Cignex US) the terms and conditions in relation to the above divestment with the representatives of DGTL and Cignex US; (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 DGTL 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."

By **Order of the Board of Directors**
Divya Kumat
EVP, Chief Legal Officer &
Company Secretary

Place : Mumbai

Date : November 24, 2020

Registered Office:

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

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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.



3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to swapneel@spassociates.co with a copy marked to evoting@nsdl.co.in.
5. As per Regulation 40 of SEBI Listing Regulations, 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. Members can contact the Company or Company's Registrars and Transfer Agents, Datamatics Business Solutions Limited ("DBSL") for assistance in this regard.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with DBSL in case the shares are held by them in physical form.
7. 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 DBSL in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to DBSL in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or DBSL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Shareholders are requested to forward their queries on the annual report for the financial year ended March 31, 2020 to the Company on investors@datamatics.com atleast 10 days in advance, to enable us to keep the required information available at the Meeting.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. Members' attention is particularly drawn to the "Corporate Governance" section with respect to unclaimed and unpaid dividends.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.datamatics.com at the link <https://www.datamatics.com/about-us/investor-relations/financials>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. Instructions for e-voting and joining the AGM are as follows:
 - A. **VOTING THROUGH ELECTRONIC MEANS**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.



- ii. The remote e-voting period commences on December 23, 2020 (9:00 a.m. IST) and ends on December 25, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on December 19, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The Register of members and Share Transfer Books of the Company will be closed from December 20 2020 to December 26, 2020.
- iii. The Registers required to be maintained under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investors@datamatics.com.
- iv. The Board of Directors has appointed Mr. Swapneel V. Patel, Company Secretary in Practice (Membership No. A41106/Certificate of Practice No. 15628) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- v. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, will only be entitled to avail the facility of remote e-Voting as well as voting through e-voting system during the AGM.
- viii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- ix. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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 "Shareholders" section.
3. 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.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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system.
 - 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 in your mailbox from evoting@nsdl.com. 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. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
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.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, click 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.

Details on Step 2 are mentioned below:

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

1. 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.
2. After click 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.
3. Select "EVEN" of the Company, which is 115024.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 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.
4. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, DBSL at investorsqry@datamaticsbpm.com providing 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) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.



B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553.
4. Members can submit questions in advance with regard to any business set out in the Notice of the 32nd AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investors@datamatics.com at least 48 hours in advance before the start of the meeting i.e. by December 24, 2020 by 11:30 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
5. A facility will be provided to the Shareholders attending the meeting through VC/ OAVM, whereby they can pose questions concurrently, during the proceeding of the meeting. Questions raised during the meeting will be responded by the company suitably. Company however reserves the right to limit and respond to queries raised by members.

6. Members are encouraged to join the Meeting through Laptops for better experience.
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

C. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.datamatics.com and on the website of NSDL <https://www.evoting.nsd.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Place : Mumbai
Date: November 24, , 2020

Divya Kumat
EVP, Chief Legal Officer &
Company Secretary



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

Item No. 3

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mrs. Asha L. Kanodia as an Additional Director of the Company with effect from September 10, 2020 under Section 161 of the Companies Act, 2013. In terms of Section 161(1) of the Act, Mrs. Asha L. Kanodia holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mrs. Asha L. Kanodia appointment as a Non-Executive Non-Independent Director, liable to retire by rotation.

Mrs. Asha L. Kanodia is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of Section 164 and has also given her consent to act as Non-Executive Director of the Company.

Further as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 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 Mrs. Asha L. Kanodia has already attained the age of 75 years, it is necessary to approve appointment of her directorship on the Board of Directors of the Company by way of a special resolution.

She holds 33,05,258 equity shares of the Company.

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 are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

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 notified by Central Government are annexed hereto.

Brief Profile and Justification for appointment of Mrs. Asha Kanodia [DIN: 00008061] as Non-Executive Director of the Company:

Mrs. Asha Kanodia, wife of Chairman Dr. Lalit S. Kanodia has done her graduation in psychology from University of Mumbai. She studied Social Psychology at the Massachusetts Institute of Technology, USA. She is also an Interior Designer and has designed most of Datamatics offices.

Mrs. Asha Kanodia with her expertise, skills and knowledge, can articulate and provide valuable guidance and inputs in all matters pertaining business matters and the Board of the Company believes that her association will be valuable and positive.

The Board recommends Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mrs. Mona Bhide as an Additional Director under section 161 and also as Woman Independent Director of the Company, subject to approval of the Members, for a term of 5(five) year with effect from December 20, 2019 to December 19, 2024. In terms of Section 161(1) of the Act, Mrs. Mona Bhide holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose appointment of Mrs. Mona Bhide as Non-Executive Woman Independent Director, not liable to retire by rotation.

Mrs. Mona Bhide is not disqualified from being appointed as a Non-Executive Woman Independent Director in terms of Section 164 and has also given her consent to act as Non-Executive Woman Independent Director of the Company.

Further the Company has also received declarations from Mrs. Mona Bhide that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mrs. Mona Bhide fulfils the conditions for appointment as Non-Executive Woman Independent Director as specified in the Act and the Listing Regulations.

Mrs. Mona Bhide does not hold any equity shares of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Mrs. Mona Bhide is not related to any Director of the Company.

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 notified by Central Government are annexed hereto.

Brief Profile of the Director seeking appointment - Mrs. Mona Bhide [DIN: 05203026]

Mrs. Mona Bhide is a commerce and law graduate and has done her LLM from Northwest University School of Law, Chicago. She has further studied Securities Law, Business Corporation and M&A at Kellogg Management School.

She is a Managing Partner at Dave & Girish & Co., law firm focusing on Corporate & Securities laws since 1992. She is presently in charge of International Corporate Law and structured finance. She has also advised on joint ventures, mergers/acquisitions, securities law (domestic and offshore issues) project finance, technology transfer, corporate restructuring, securitisation, derivatives, and intricated financial structures for Banks and Corporates.

She is rated as "Highly Recommended Lawyer" by Global Counsel 3000 for Projects, Restructuring and Insolvency, Company &



Corporate Transactions and Project Finance and is a Member of:-

- (a) Bar Council of Maharashtra & Goa;
- (b) Law Society, London; and
- (c) International Bar Association.

Looking at Mrs. Mona Bhide's rich experience and expertise, the management feels that her appointment as Non-Executive Woman Independent Director will be beneficial to the Company and its stakeholders.

The Board recommends Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No.5

The members of the Company had, at the 27th AGM of the Company held on August 28, 2015, re-appointed Dr. Lalit S. Kanodia as Chairman & Whole Time Director of the Company for a period of five years effective from May 15, 2015. As per the terms, tenure of his appointment expired on May 14, 2020.

Accordingly, on the recommendation of Nomination & Remuneration Committee, the Board of Directors have, at their meeting held on May 14, 2020, re-appointed Dr. Lalit S. Kanodia as Chairman & Whole Time Director for a further period of five years, with effect from May 15, 2020, 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 reappointment 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.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rahul L. Kanodia, Mr. Sameer L. Kanodia and Mrs. Asha Kanodia are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

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 notified by Central Government are annexed hereto.

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'.

Currently, he has been nominated as a member of the Advisory Council of the University of Mumbai (having about 800 colleges and over 250,000 students) by the Hon'ble Governor of Maharashtra. Dr. Kanodia has held eminent positions in prestigious organizations, industry associations, such as-

- a. President of Management Consultants of India (1979 – 1980)
- b. Executive Board Member of MIT, USA (2009 – 2016)
- c. National President of the Indo American Chamber of Commerce (2015 – 2016)
- d. President of IMC Chamber of Commerce and Industry (2017 – 2018)
- e. Executive Member of NASSCOM, the apex body of the IT-BPO industry in India;

Dr. Kanodia was also on the Board of Directors of several large conglomerates. He was the Honorary Consul General of Chile in Mumbai, India by the Government of Chile (2002 – 2014).

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 36,88,265 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, 2020 to May 14, 2025.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

At the 27th Annual General Meeting of the Company Mr. Vinay Aggarwal was appointed as Independent Director for term of 5(five) years from August 28, 2015 upto August 27, 2020 pursuant



to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended and Board of Directors on basis of such recommendation have approved, subject to approval of members, re-appointment of Mr. Vinay Aggarwal as Independent Director for a second term of five (5) consecutive years with effect from August 27, 2020 to August 26, 2025.

The Company has also received declarations from Mr. Vinay Aggarwal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

The Board is of the view that the continued association of Mr. Vinay Aggarwal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Therefore, it is proposed to re-appoint Mr. Vinay Aggarwal as Independent Director of the Company, not liable to retire by rotation.

In the opinion of the Board, Mr. Vinay Aggarwal fulfil the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations.

Mr. Vinay Aggarwal does not hold any equity shares of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Vinay Aggarwal is not related to any Director of the Company.

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 notified by Central Government are annexed hereto.

Brief Profile of the Director seeking re-appointment - Mr. Vinay Aggarwal [DIN: 00030483]

Mr. Vinay Aggarwal has an MBA in finance from North Eastern University, USA. After a stint with Unisys in Detroit, he became Vice President of Tata Unisys Ltd. (1981 – 89). Thereafter, he was appointed as CFO of TCS which position he occupied between 1990 and 2003. Mr. Vinay Aggarwal was the Chief Financial Officer at TCS for more than a decade, and also worked briefly as CFO of Flag Telecom, a subsidiary of Reliance Communications. He is now an independent consultant.

The Board recommends the Special Resolutions set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

Datamatics Global Technologies Limited, Mauritius (DGTL) is a wholly owned subsidiary of the Company. DGTL holds 62.51% stake in Cignex Datamatics Inc. ("Cignex US"), which is headquartered in USA. Therefore, Cignex US is a step down subsidiary of the Company.

Cignex US and DGTL are also considered to be "Material Subsidiaries" of the Company as per Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Cignex US, in turn, is 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. However, Cignex Datamatics GmbH, Germany and Cignex Datamatics UK Ltd, UK are under liquidation.

The Proposed Divestment will be effected through a stock redemption agreement, pursuant to which Cignex US will buy back the entire 62.51% stake held by DGTL in Cignex US for an aggregate price of USD 16,568,903, of which USD 7,973,778 will be paid upfront to DGTL and the balance will be paid within 3 (three) years.

As a result of the Proposed Divestment, Cignex US and its subsidiaries shall ultimately cease to be step-down subsidiaries of the Company.

The Management believes that the Proposed Divestment is beneficial to the Company and its stakeholders because this divestment will help us free management bandwidth and provide funds to focus on our digital products and solutions and future business areas.

The Board of Directors at their meeting held on 24th November, 2020 has evaluated the Proposed Divestment and after considering the advantages and merits thereof and in the interest of the Company and its stakeholders, it has unanimously resolved to accept the offer and consummate the Proposed Divestment, 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.

Further Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provides that a listed entity shall not sell, dispose of or lease assets amounting to more than 20% of the assets of material subsidiary on aggregate basis during a financial year, without passing a special resolution in its General Meeting.

Considering that the consummation of the Proposed Divestment would result in the (i) disposal of Cignex US (being a material subsidiary) held through DGTL (being a material subsidiary) and consequent reduction of the entire "indirect" shareholding of the Company in Cignex US and its subsidiaries and also cessation of control; and (ii) disposal of entire investment of DGTL (being a material subsidiary) in Cignex US constituting more than 20% of its assets, 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 financial year ending March 31, 2020, 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.

Cignex US and DGTL belong to the Promoter Group of the Company, the management wishes to clarify that the proposed divestment is not regarded as 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 shareholders. 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE AGM PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name of Director	Mr. Rahul L. Kanodia	Mrs. Asha L. Kanodia	Mrs. Mona Bhide	Dr. Lalit S. Kanodia	Mr. Vinay Aggarwal
DIN	00075801	00008061	005203026	00008050	00030483
Date of birth	November 25, 1966	November 16, 1943	April 17, 1963	March 30, 1941	August 20, 1952
Age	53 Years	76 Years	57 Years	79 Years	67 Years
Qualification	MBA from Columbia University, USA with a major in Business Strategy & Marketing and a minor in Mergers & Acquisition and Turnaround Management.	Graduate in Psychology from Massachusetts University, USA	LLB and LLM from Northwest University School of Law, Chicago.	PhD, MBA and Bachelors in Engineering from IIT Mumbai	MBA in Finance from North Eastern University, USA
Expertise in specific functional areas	He has over 30 years of professional experience and has expertise in the field of Business Strategies, Marketing, Finance, Merger and Amalgamations.	She has done her graduation in psychology from University of Mumbai. She studied Social Psychology at the Massachusetts Institute of Technology, USA. She is also an Interior Designer and has designed most of Datamatics Offices.	She is a Managing Partner at Dave & Girish & Co., law firm focusing on Corporate & Securities laws since 1992. She is presently in charge of International Corporate Law and structured finance. She has also advised on Joint ventures, mergers/acquisitions, Securities law (domestic and offshore issues) Project finance, Technology Transfer, Corporate restructuring, Securitisation, Derivatives, and intricately financial structures for Banks and Corporates. She is rated as "Highly Recommended Lawyer" by Global Counsel 3000 for Projects, Restructuring and Insolvency, Company & Corporate Transactions and Project Finance and is a Member of:- Bar Council of Maharashtra & Goa, Law Society, London, International Bar Association.	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). 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 Kanodia as Chief Mentor at Datamatics, drives all innovation, new product development and quality initiatives. 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 is currently on the Executive Board of MIT (Europe, Asia and Africa).	He is MBA in Finance from North Eastern University, USA. After a stint with Unisys in Detroit, he became the Vice President of Tata Unisys Ltd. (1981- 89). Thereafter he was appointed as CFO of TCS (1990- 2003). Mr. Vinay Aggarwal, was the Chief Financial Officer at TCS for more than a decade, and also worked briefly as CFO of Flag Telecom, a subsidiary of Reliance Communications. He is now an Independent Consultant.



Name of Director	Mr. Rahul L. Kanodia	Mrs. Asha L. Kanodia	Mrs. Mona Bhide	Dr. Lalit S. Kanodia	Mr. Vinay Aggarwal
Date of appointment / re-appointment	September 28, 2007	September 10, 2020	December 20, 2019	November 03, 1987	May 27, 2015
No. of Meetings of the Board attended during FY 2019-20	5 out of 5 meetings held	4 out of 5 meetings held	1 out of 5 meetings held	4 out of 5 meetings held	5 out of 5 meetings held
Directorship held in other companies (excluding foreign, private and Section 8 Companies and Datamatics Global Services Limited).	5 (five): Safari Industries (India) Limited Lumina Datamatics Limited Datamatics Digital Limited Cybercom Datamatics Information Solutions Limited Datamatics Robotics Software Limited	Nil	2(Two) GIC Housing Finance Limited Vinati Organics Limited	6 (Six): RPG Life Sciences Limited Lumina Datamatics Limited Cignex Datamatics Technologies Limited Datamatics Staffing Services Limited LD Publishing & e-Retail Limited Datamatics Robotics Software Limited	Nil
Membership in Committees (This includes the Chairmanships/ Memberships only in the Audit Committee and Stakeholders Relationship Committee of all listed and unlisted companies, excluding Datamatics Global Services Limited.)	Nil	Nil	Stakeholders Relationship Committee GIC Housing Finance Limited Audit Committee Vinati Organics Limited	Nil	Nil
Shareholding in the Company	209 shares	3,305,258 shares	Nil	36,88,265 shares	Nil
Directorship in other listed entities	Safari Industries (India) Limited, Independent Director	NA	<ul style="list-style-type: none"> Vinati Organics Limited; Non-Executive Independent Director GIC Housing Finance Limited; Non-Executive Independent Director 	RPG Life Sciences Limited, Independent Director	NA
Disclosure of relationships between directors inter-se	He is son of Dr. Lalit S. Kanodia & Mrs. Asha L. Kanodia and brother of Mr. Sameer L. Kanodia, Directors of the Company.	She is wife of Dr. Lalit S. Kanodia, Chairman Whole time Director of the Company and Mother of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia Directors of the Company.	NA	He is husband of Mrs. Asha L. Kanodia and Father of Mr. Rahul L. Kanodia and Mr. Sameer L. Kanodia Directors of the Company.	NA

By **Order of the Board of Directors**
Divya Kumat
EVP, Chief Legal Officer &
Company Secretary

Place : Mumbai
Date : November 24, 2020

Registered Office:

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