Datamatics Global Services Limited

Registered Office: Unit No. 117-120, SDF IV SEEPZ, Andheri (E), Mumbai-400 096.

NOTICE

NOTICE is hereby given that the **Twenty Fifth** Annual General Meeting of Datamatics Global Services Limited will be held on Tuesday, September 24, 2013 at 3.30 p.m. at Indian Merchant Chamber Hall, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. R. K. Saraswat, who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Sudhir C. Deshpande, who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Auditors to hold office from the conclusion of this Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

5. To declare final dividend on the equity shares of the Company.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of the Sections 198, 269 & 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other consents, approvals, permissions as may be required, consent of the Members be and is hereby given for the re-appointment of Mr. Sameer L. Kanodia as an Executive Director of the Company for a period of five years with effect from January 30, 2013, on the following terms & conditions and remuneration:-

1.	Basic Salary	:	₹1,680,000 /- per annum.
2.	House Rent Allowance	:	₹50% of the basic salary.
3.	Personal Allowance	:	₹731,200/- per annum as per rules of the Company.
4.	Performance Incentive	:	Incentive under this clause will be based on individual performance as well as the Company's overall performance, which will be determined by the Compensation Committee.
5.	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.
6.	Medical	:	i) Reimbursement of medical expenses for self and family subject to maximum of one month's basic salary per year. ii) Notwithstanding the ceiling specified in clause 3 above, if reimbursement of expenses under clause 5(ii) and 6 claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis.

7.	Leave Travel Allowance	:	As per the rules of the Company.
8.	Club	:	Club Fees subject to maximum of two clubs. This will include annual membership fee but not admission fee and life membership fee.
9.	Insurance	:	As per the rules of the Company.
10.	Leave	:	As per the rules of the Company.
11.	Provident Fund	:	Contribution to Provident Fund/Annuity Fund /Superannuation Fund or Allowance as per rules of the Company.
12.	Gratuity	:	Gratuity in accordance with the rules of the Company.
13.	Car	:	Vehicle(s) as per the rules of the Company.
14.	Telephone	:	Communication facilities as per the rules of the Company.

RESOLVED FURTHER THAT the gross remuneration to be paid to Mr. Sameer L. Kanodia be increased, augmented and/ or enhanced upto 20% per annum, effective from April 01 each year, first such increase to be granted with effect from April 01, 2013;

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, Mr. Sameer L. Kanodia shall subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and perquisites as specified above subject to the restrictions, if any, set out in Schedule XIII to the Companies Act, 1956 (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 or its committee be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the re-appointment of Mr. Sameer L. Kanodia including remuneration, provided that such remuneration shall not exceed the maximum limits for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit;

RESOLVED FURTHER THAT Ms. Divya Kumat, Vice President - Legal & Company Secretary, be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provision of Sections 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and subject such other consents, approvals, permissions as may be required, consent of the Members be and is hereby accorded for the re-appointment of Mr. Vidur V. Bhogilal as an Executive Director and Chief Financial Officer of the Company for a period of five years with effect from May 12, 2013, on the following terms & conditions and remuneration:

1.	Basic Salary	:	₹2,940,000 /- per annum.
2.	House Rent Allowance	:	50% of the basic salary
3.	Personal Allowance	:	₹48,396/- per annum as per rules of the Company.
4.	Performance Incentive	:	Incentive under this clause will be based on individual performance as well as the Company's overall performance which will be determined by the Compensation Committee.
5.	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.

6.	Medical	:	i) Reimbursement of medical expenses for self and family subject to the maximum of one month's basic salary per year. ii) Notwithstanding the ceiling specified in clause 3 above, if reimbursement of expenses under clause 6 claimed is less than the specified maximum limit, the balance shall be added to the personal allowance on an annual basis.
7.	Leave Travel Allowance	:	As per the rules of the Company.
8.	Club	:	Fees of Club subject to maximum of two clubs. This will include annual membership fee but not admission fee and life membership fee.
9.	Insurance	:	As per the rules of the Company.
10.	Leave	:	Leave with full pay and allowance as per the rules of the Company.
11.	Provident Fund	:	Contribution to Provident Fund/Annuity Fund/Superannuation Fund or Allowance as per rules of the Company.
12.	Gratuity	:	Gratuity in accordance with the rules of the Company.
13.	Car	:	Vehicle(s) as per Company rules.
14.	Telephone	:	Communication facilities as per Company rules.

RESOLVED FURTHER THAT the gross remuneration to be paid to Mr. Vidur V. Bhogilal be increased, augmented and/or enhanced subject to the aforesaid provisions and applicable approvals upto 20% per annum, effective from April 01 each year, first such increase to be granted with effect from April 01, 2013;

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any financial year, Mr. Vidur V. Bhogilal shall subject to the approval of the Central Government, if any required, be paid remuneration by way of Salary and perquisites as specified above subject to the restrictions, if any, set out in Schedule XIII to the Companies Act, 1956 (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/Committee of Directors be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the re-appointment of Mr. Vidur V. Bhogilal including remuneration, provided that such remuneration shall not exceed the maximum limits for payment of remuneration as may be admissible to him, within the overall limits specified in the Act, and as existing or as amended, modified or re-enacted from time to time by the Government of India, as the Board may deem fit;

RESOLVED FURTHER THAT Ms. Divya Kumat, Vice President - Legal & Company Secretary, be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 read with clarification issued thereto vide Circular No. CIR/CFD/DIL/7/2013 dated May 13, 2013 ("Circular"), the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") as applicable and amended till date, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions, sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, conferred by this resolution), for the issue and transfer of 1,725,861 equity shares held by Datamatics Employees Welfare Trust ("the Trust"), which have already been acquired by the Trust from the

secondary market, by way of grant of ESOPs through "Datamatics Key Employee Stock Option Plan 2006"; "Datamatics Key Employee Stock Option Plan 2007"; "Datamatics General Employee Stock Option Plan 2007"; "Datamatics Key Employee Stock Option Plan 2011"; and "Datamatics General Employee Stock Option Plan 2011" (hereinafter collectively referred to as "the Schemes") for the benefit of employees of the Company;

RESOLVED FURTHER THAT after the utilization of 1,725,861 equity shares acquired by the Trust from the secondary market for the benefit of employees of the Company, the Trust will not purchase any equity shares from the secondary market;

RESOLVED FURTHER THAT in case of any balance equity shares lying with the Trust after meeting the requirement under the Schemes, to be dispose off the same in accordance with the applicable laws including the SEBI circulars;

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to issue and allot (after utilizing the Equity shares of the Company held by the Trust by way of transfer to the employees upon exercise of options pursuant to the Schemes) new equity shares to meet the balance requirement arising out of the grant of Employee Stock Options under the Schemes and that the same may be allotted directly to such employees by way of fresh allotment by the Company and that the words 'transfer/transferred' appearing in the Schemes, shall be replaced with 'allotment/allotted' and the payment of exercise price for the new shares being purchased pursuant to any employee stock options shall be made by cheque drawn in favor of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to settle all questions, difficulties or doubts that may arise with regard to the transfer of Equity shares as also issue and allotment of new equity shares upon exercise of option by the employees and utilization of the proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members in this regards and that the members shall deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations in the existing schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956 and any circular, regulations of SEBI Guidelines and any other applicable laws;

RESOLVED FURTHER THAT for the purpose of bringing into effect, implementing and carrying out the aforesaid amendment, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for the purpose of giving effect to the this resolution in this regard."

By Order of the Board of Directors

Divya Kumat
Vice President - Legal & Company Secretary

Place : Mumbai
Date : May 23, 2013

Registered Office:
Unit No. 117-120,
SDF IV, SEEPZ, Andheri (E),
Mumbai - 400 096.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.

2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos. 6 to 8 of the Notice set out above, is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 19, 2013 to September 24, 2013 (both days inclusive).

4. The Company has put into operation the Electronic Clearing Service (ECS) for payment of dividend to its shareholders. Under this facility, the amount of dividend payable to you is directly credited into your bank account. In case you wish to avail of the above facility and you are holding shares in physical mode, kindly furnish the information in the ECS mandate form which can be downloaded from the Company's website: www.datamatics.com or can also be obtained from the Company's Registrar & Share Transfer Agents viz. Datamatics Financial Services Limited. Shareholders holding shares in dematerialized form, please inform/update your information directly with the Depository Participant (DP) with whom you are maintaining Demat Account and not to the Company or its Registrars.

5. Members are requested to notify their change of address, if any, to the Company/Share Transfer Agent, Datamatics Financial Services Limited, Plot No. B-5, MIDC, Part B, Cross lane, Andheri (East), Mumbai - 400 093.

6. Members holding shares in single name may avail the nomination facility.

7. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2013 to the Company atleast 10 days in advance, to enable us to keep the required information available at the Meeting.

8. **The Ministry of Corporate Affairs has come out with a circular dated April 29, 2011 which allows the companies to send documents including Annual Reports and other intimation by email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar and Transfer Agent. Pursuant to the green initiative undertaken by the Ministry, the Company is sending the Annual Report and other intimations through electronic mode to the shareholders whose email IDs are registered with the Company.**

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 6

Mr. Sameer L. Kanodia was appointed as an Executive Director of the Company for a period of five years effective January 30, 2008. His appointment was approved by the members in their 20th Annual General Meeting held on September 30, 2008. Since his tenure as an Executive Director expired on January 30, 2013, the Board of Directors approved the re-appointment of Mr. Sameer L. Kanodia as an Executive Director of the Company for a period of five years with effect from January 30, 2013 in their meeting held on January 29, 2013.

Mr. Sameer L. Kanodia is a B.Sc. in Business Administration from Bryant University, USA, with Marketing as a major, graduating with honors. Among the honors he earned during his undergraduate years was being featured in the Dean's List throughout the program. Mr. Sameer L. Kanodia subsequently received his Masters in Business Administration from Bryant University, USA, with Finance as a major. He is currently serving on the Board of Trustees at Bryant University since February 2008.

During his association with the Company and under his leadership, the Company has successfully expanded its operations in Tier II cities viz. Nashik and Puducherry and the Nashik facility has grown into the single largest facility under one roof.

Apart from being actively involved in the operations of the Company, Sameer drives various strategic, initiatives, expansion plans and go-to-market strategies.

Re-appointment of Director requires approval from shareholders and therefore your Directors recommend the passing of the resolution.

Mr. Sameer L. Kanodia holds 1,475,858 equity shares of the Company.

None of the Directors of the Company except Dr. Lalit S. Kanodia, Mr. Rahul L. Kanodia and Mr. Vidur V. Bhogilal, may be considered to be interested in the passing of the Resolution.

This may also be treated as an abstract and memorandum issued pursuant to Section 302 of the Companies Act, 1956.

Item No. 7

Mr. Vidur V. Bhogilal was appointed as an Executive Director & Chief Financial Officer of the Company for a period of five years with effect from May 12, 2008. His appointment was approved by the members in their 20th Annual General Meeting held on September 30, 2008. Since his tenure as an Executive Director and Chief Financial Officer expired on May 12, 2013, the Board of Directors approved the re-appointment of Mr. Vidur V. Bhogilal as an Executive Director and Chief Financial Officer of the Company for a period of five years with effect from May 12, 2013 in their meeting held on May 23, 2013.He is seeking no change in his current compensation structure.

Mr. Vidur V. Bhogilal is a B.Com from Sydenham College of Commerce & Economics, Mumbai and LL.B from Government Law College, Mumbai. He is a member of the Institute of Chartered Accountants of India (ACA) and the Institute of Cost & Works Accountants of India (AICWA). He also holds a degree of Certified Public Accountants (CPA) from the American Institute of Certified Public Accountants, Delaware. Mr. Vidur V. Bhogilal has successfully driven the in-organic growth through the merger of IT and BPO businesses and four acquisitions of Datamatics.

Mr. Vidur V. Bhogilal plays a critical role in creating sustainable value for the organization through successful mergers, acquisitions, and joint venture partnerships. He has been focusing on growth and profitability initiatives through planning, monitoring, and course-correcting. He brings with him strong leadership skills, vigor and a passion for excellence. Mr. Vidur V. Bhogilal played a pivotal role in the amalgamation of the IT services and BPO divisions of the Datamatics Group.

None of the Directors of the Company except Dr. Lalit S. Kanodia, Mr. Rahul L. Kanodia and Mr. Sameer. L. Kanodia, may be considered to be interested in the passing of the Resolution.

Re-appointment of Director requires approval from shareholders and therefore your Directors recommend the passing of the resolution.

Mr. Vidur V. Bhogilal holds 1,769,821 equity shares in the Company.

This may also be treated as an abstract and memorandum issued pursuant to Section 302 of the Companies Act, 1956.

Item No. 8

SEBI vide its Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 (SEBI Circular) read with clarification issued vide Circular No. CIR/CFD/DIL/7/2013 dated May 13, 2013 had *inter-alia* provided that all employee benefit schemes involving securities of the Company shall not acquire shares of the Company from the secondary market. SEBI had also provided that such schemes be aligned with and made to conform to SEBI (ESOS & ESPS) Guidelines by December 31, 2013. The Company seeks approval of the shareholders to issue/transfer of 1,725,861 equity shares held by Datamatics Employees Welfare Trust, which have already been acquired by the Trust from the secondary market, under existing ESOP Schemes of the Company.

It is necessary for the Schemes to be aligned to the SEBI (ESOS & ESPS) Guidelines to enable the equity shares held by Trust to continue to be held and used for the purpose of the schemes. In order to achieve such alignment, one of the key requirements under SEBI (ESOS & ESPS) Guidelines, is that the ESOP Schemes must be aligned with the consent of shareholders of the Company. Thus, in order to comply with the aforesaid circular, the Board of Directors have approved amendment to the ESOP schemes of the Company and recommended the same for the approval of shareholders. Approval by the shareholders of the Company pursuant to the resolution proposed herein is proposed so that the Schemes shall stand aligned to the SEBI (ESOS & ESPS) Guidelines as required under the SEBI Circular.

The other terms and conditions of the existing ESOP schemes, “Datamatics Key Employee Stock Option Plan 2006”; “Datamatics Key Employee Stock Option Plan 2007”; “Datamatics General Employee Stock Option Plan 2007”; “Datamatics Key Employee Stock Option Plan 2011”; and “Datamatics General Employee Stock Option Plan 2011” would remain the same as envisaged in the respective ESOP Scheme(s) and earlier approved by the shareholders of the Company, amended from time to time.

Your Directors recommends the resolution set out in Item No. 8 for your approval as a Special Resolution.

None of the Directors of the Company, is in any way, concerned or interested in the resolution, except to the extent of the securities or shares that may be offered to them under the scheme(s).

By Order of the Board of Directors

Divya Kumat
Vice President - Legal & Company Secretary

Place : Mumbai
Date : May 23, 2013

Registered Office:
Unit No. 117-120
SDF IV, SEEPZ, Andheri (E)
Mumbai 400 096.