

26th ANNUAL GENERAL MEETING DATA PATTERNS (INDIA) LIMITED

REGISTERED OFFICE: PLOT NO. H9, FOURTH MAIN ROAD, SIPCOT IT PARK, SIRUSERI,
OFF RAJIV GANDHI SALAI (OMR), CHENNAI- 603 103

CIN: L72200TN1998PLC061236; **website:** www.datapatternsindia.com;

Email: investorgrievance@datapatterns.co.in; **Phone:** +91 44 4741 4000

NOTICE

Notice is hereby given that the 26th Annual General Meeting ("AGM") of Data Patterns (India) Limited ("the Company") will be held on Tuesday, July 30, 2024 at 11:00 a.m. IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the in-person presence of shareholders, as mentioned in the notes to this Notice, to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements along with the Reports of the Board of Directors and of the Auditors thereon

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024 together with the Report of the Board of Directors and Auditors thereon.

Item No. 2: Declaration of Final Dividend for the Financial year 2023-24

To declare a Final Dividend of Rs. 6.50/- per equity share of Rs. 2/- each for the Financial Year 2023-24.

Item No. 3: Re-appointment of Mr. Vijay Ananth K (DIN: 09398784)

To re-appoint Mr. Vijay Ananth K (DIN: 09398784), Whole-time Director, who retires by rotation and being eligible, offers himself for reappointment as a Director.

SPECIAL BUSINESS

Item No. 4: Ratification of Cost Auditor's Remuneration.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013

read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members of the Company hereby ratifies the remuneration of INR 75,000/- (Rupees Seventy-Five Thousand Only) plus out-of-pocket expenses and applicable taxes thereon, as approved by the Board of Directors, payable to CMA G Sundaresan, Cost Accountant (Membership No. 11733), Cost Auditor of the Company for the financial year 2023-24.

Item No. 5: Adoption of new Articles of Association (AoA) of the Company.

To consider and, if thought fit, to pass the following resolutions as Special Resolutions.

RESOLVED THAT pursuant to the Section 14 of the Companies Act, 2013 and other applicable provisions, if any and the Rules framed thereunder (including any statutory amendment(s), re-enactment(s), modification(s) thereof, for the time being in force), the amended articles of association of the Company placed before this meeting, be and hereby is adopted by the Shareholders of the Company as the new articles of association of the Company and that these amendments to the articles of association shall substitute the existing articles of association of the Company and such amended articles of association, shall be binding on the Company, members, Directors and any other interested parties of the Company with an immediate effect.

RESOLVED FURTHER THAT the Board and/or Chief Financial Officer and / or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized by and on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.

Item No. 6: Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass the following resolutions as Special Resolutions.

RESOLVED THAT in supersession of the resolution passed by shareholders of the Company, if any, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or

foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed the aggregate of the paid up capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board and/or Chief Financial Officer and/ or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized by and on behalf of the Company, to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution.

By Order of the Board
For **Data Patterns (India) Limited**

Place : Chennai
Date : May 18, 2024

Srinivasagopalan Rangarajan
Chairman and Managing Director
DIN: 00643456

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular No. 20/2020 dated May 05, 2020 read with circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide their circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing

("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this AGM notice.

2. **Since the ensuing AGM is being held 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. Since the AGM will be held through VC/OAVM, the Route**

Map is also not annexed in this Notice.

3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. Brief resume, details of shareholding and Directors' inter-relationship of Directors seeking appointment/re-appointment / changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as part of this Notice.
5. 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 their registered email address to mds@mdsassociates.in with a copy marked to the Company at investorgrievance@datapatterns.co.in and to its RTA at enotices@linkintime.co.in.
6. The Register of Members and share transfer books of the Company will remain closed from Wednesday, July 24, 2024 to Tuesday, July 30, 2024 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Board of Directors have recommended final dividend of Rs.6.50/- per equity share of Rs.2/- each for the financial year ended March 31, 2024. The Dividend as recommended by the Board of Directors, once declared at the AGM will be paid, subject to Tax Deduction at Source, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Tuesday, July 23,

2024.

9. Members are advised to utilize the National Electronic Clearing System ("NECS") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to submit the ECS mandate duly filled up and signed along with original cancelled cheque leaf to the Company or to the RTA.
10. SEBI vide its notification dated January 25, 2022 has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above and to eliminate the risks associated with physical shares, Members are advised to maintain their shares in demat mode.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

Further, SEBI vide its circular dated November 03, 2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before October 01, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon

receipt of requisite KYC details to the bank account of the shareholder electronically.

Further, SEBI vide its circular dated November 03, 2021 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked will be frozen by the RTA. The securities which will be frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Members are requested to submit the required documents through online by clicking on the following link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday, July 23, 2024.
12. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement, or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
13. Members holding shares in electronic form may please note that as per the regulations of SEBI, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants and furnish particulars of any changes desired by them.
14. a) Members are requested to notify immediately any change of address to their Depository Participants

("DPs") in respect of the shares held in electronic form,

- b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company/RTA/ DPs.
15. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other reasons whatsoever, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such member, as soon as possible.
16. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 2 working days before the meeting. The same will be replied by the Company suitably.
17. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individual(s) holding shares in the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
18. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM inter-alia, indicating the process and manner of electronic voting ("e-voting") along with the Annual Report 2023-24 is **being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories** unless any member has requested for a hard copy of the same. Members may note that the Notice and Annual Report 2023- 24 will also be available on the Company's website <http://www.datapatternsindia.com>, 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 Link Intime India Private Limited (RTA) at <https://instavote.linkintime.co.in/>. Members can attend and participate in the Annual General Meeting through VC/ OAVM facility only. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-24 and Notice of the 26th AGM of the Company, may send request to the Company's email address at

investorgrievance@datapatterns.co.in mentioning DP ID and Client ID.

19. 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.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s).
21. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
22. Annual financial statements and related details are posted on the Company's website and also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.
23. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection. Members seeking to inspect such registers can send their request to investorgrievance@datapatterns.co.in.
24. Mr. M.D. Selvaraj, M/s. MDS & Associates, Company Secretary in Practice, PCS Membership No. FCS-960, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-Voting at the 26th AGM, first download the votes cast at the 26th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any and whether the resolution has been carried or not, and

such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

25. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.datapatternsindia.com and on the website of Link Intime India Pvt Ltd, at <https://instavote.linkintime.co.in/> immediately after the declaration of Results by the Chairman or a person authorized by him within two(2) working days from the conclusion of the meeting. The Results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

26. Registration of email ID

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 26th AGM and facility for those members participating in the 26th AGM to cast vote through e-Voting system during the 26th AGM. For this purpose, Link Intime India Private Limited will be providing facility for voting through remote e-Voting, for participation in the 26th AGM through VC/ OAVM facility and e-Voting during the 26th AGM.

Members may join the 26th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 10:30 A.M. (IST) i.e. 30 minutes before the time scheduled to start the 26th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 26th AGM.

The remote e-Voting period will commence from Saturday, July 27, 2024 (9:00 A.M. IST) and end on Monday, July 29, 2024 (5:00 P.M. IST). During this period, members of the Company, holding shares as on the cut-off date i.e., Tuesday, July 23, 2024, may cast their vote electronically. The voting right of members shall be in proportion to their share in the

paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions to e-voting, as given below, explains the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Tuesday, July 23, 2024, may refer to this Notice of the AGM, posted on Company's website <http://www.datapatternsindia.com> for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. 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. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Provider (ESP) portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in

CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - * Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - * Shareholders holding shares in NSDL form, shall provide 'D' above
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel: 022-4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address,

Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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 LINKINTIME e-Voting system. Members may access the same at <https://instameet.linkintime.co.in>.
2. Members are encouraged to join the Meeting through Desktops/ Laptops than through Mobile Devices for better experience.
3. 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.
4. Shareholders who would like to express their views/ask questions during the meeting may

register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investorgrievance@datapatterns.co.in on or before 05.00 PM IST on Sunday, July 28, 2024.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

5. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
7. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorgrievance@datapatterns.co.in on or before 05.00 PM IST on Sunday, July 28, 2024. The same will be replied by the Company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a short duration of 5 minutes only.
9. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 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.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on **"Login"**.

- Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 4

Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), the remuneration payable to the Cost Auditors of the Company as approved the Board of Directors (including Committees thereof), has to be ratified by the Shareholders at the General Meeting.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the remuneration of Cost Auditor of the Company, CMA G Sundaresan, Cost Accountant, (Membership No. 11733) for the financial year 2023-24 at a fee of Rs. 75,000/- (Rupees Seventy-Five Thousand Only) plus out of pocket expenses and applicable taxes thereon.

Accordingly, consent of the members is sought for passing ordinary resolution as set out in Item No. 4 of the notice for ratification of remuneration paid/payable to the Cost Auditors for conducting the cost audit of the Company for the financial year 2023-24.

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

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

Item No. 5

The Articles of Association of the Company was drafted during the year 2021 while the Company went for IPO. The Articles of Association has certain provisions which was relevant at that time. The said provisions have become redundant at present wherein there is a need to amend the same to remove the redundant provisions from the Articles of Association.

The Articles of Association of the Company is required to be amended to reflect the changes resulting from the divestment by the original Investor, M/s. Florintree Capital Partners LLP of entire their shareholding of 10.71% in the Company. The Proposed amendment includes modification to the definition of Investor, right to nominate a Director to the Board by investors/institutions and other relevant duties

and obligations. It also include other minor amendments for operational convenience like usage of Common Seal.

The Board of Directors of the Company have approved the proposal for adoption of new set of Articles of Association(AOA) which is subject to the approval of the members as detailed in the resolution.

The Provisions of the Companies Act, 2013 require the company to seek the approval of the Members for alteration of Articles of Association of the Company.

The Board recommends the special Resolution as set out at Item No. 5 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

Item No. 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the moveable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose (which includes creating security on the assets by way or charge / mortgage etc.) of the whole, or substantially the whole, of any such undertaking requires the approval of the members by way of a Special Resolution.

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

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or

interested, financially or otherwise, in passing the proposed Resolution.

Additional information of Directors seeking appointment / re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015) and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India

Item No. 3

The information relating to Mr. Vijay Ananth K, Whole-time Director proposed to be re-appointed by way of retirement by rotation are given hereunder:

Mr. Vijay Ananth K, (DIN: 09398784) is the Whole-time Director of our Company. He has been associated with our Company since September 7, 1998. He holds a bachelor's degree in Computer Science from Manonmaniam Sundaranar University and a master's degree in Computer Applications from the Faculty of Science of University of Madras. He has also served in the National Cadet Corps for three years. He has more than two decades of experience in software engineering and product management. He joined our Erstwhile Subsidiary as a software engineering trainee and was confirmed as a software engineer in 1999. He was promoted as Manager Software and Information Technology Support in 2000. He was moved to the role of Head Delivery in 2000 and was re-designated as Head-Operations in 2008. He was appointed as Chief Operating Officer in 2016, a position he holds till date. He is also the Chief Information Security Officer since July 2011. He was appointed as Additional Director of the Company on February 8, 2022 and was regularized as Whole-time Director w.e.f. May 6, 2022.

Age: 48 Years

Nationality: Indian

Nature of expertise in specific functional areas: Strategy, Leadership, Technical, HR, Governance and Government/Regulatory expertise for the Business of the Company.

The details of directorships, Membership / Chairmanship of Committees in other listed Companies held by Mr. Vijay Ananth K: Nil

Listed entities from which Mr. Vijay Ananth K has resigned in the past three years: Nil

Shareholding in the Company as on March 31, 2024: 14,54,385 Equity Shares

Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company: Nil

Remuneration proposed to be paid: Mr. Vijay Ananth K, Whole-time Director, will be entitled to such remuneration as approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in line with the Policy of the Company and approval granted by the shareholders.

Terms and Conditions of reappointment: Whole-time Director, liable to retire by rotation

Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended: Mr. Vijay Ananth K was first appointed to the Board on February 8, 2022. The details of remuneration drawn, remuneration sought to be paid and number of meetings attended are provided in the Corporate governance report section of the Annual Report 2023-24.

In accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, we confirm that Mr. Vijay Ananth K is not debarred from holding office of Director by order of SEBI or any authority.

By Order of the Board
For **Data Patterns (India) Limited**

Place : Chennai
Date : May 18, 2024

Srinivasagopalan Rangarajan
Chairman and Managing Director
DIN: 00643456