

# Datamatics Global Services Limited

Regd. Office :  
Knowledge Centre, Plot No. 58, Street No.17, MIDC,  
Andheri (East), Mumbai - 400 093. INDIA  
Tel. : +91 (22) 6102 0000/1/2 • Fax : +91 (22) 2834 3669  
CIN : L72200MH1987PLC045205  
www.datamatics.com



April 27, 2018

To,

The Manager,  
Listing Department,

**BSE Limited**

Phiroze Jeejeebhoy Tower, Dalal Street,  
Mumbai - 400 001.

**BSE Scrip Code : 532528**

The Manager,  
Listing Department,

**National Stock Exchange of India Ltd.**

Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1, G Block,  
Bandra – Kurla Complex, Bandra (E),

Mumbai - 400 051.

**NSE Symbol: DATAMATICS**

Dear Sir / Madam

**Sub: Disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).**

**Ref: Composite Scheme of Arrangement is presented under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, between Delta Infosolutions Private Limited (Delta), Datamatics Infotech Services Private Limited (Datamatics Infotech), Datamatics Global Services Limited and their respective shareholders (“Scheme”).**

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we inform you that the board of Directors of the Company (“Board”) at its meeting held on April 27, 2018 have, inter alia, considered and approved the draft composite Scheme.

The Scheme, inter alia, provides for the following:

- (i) As part II of the Scheme, demerger and vesting of Demerged Undertaking (as defined in the scheme) of Delta into Datamatics Infotech; and
- (ii) As part III of the Scheme, amalgamation and vesting of Residual Delta (Upon Part II becoming effective) into the Company.



Further, the proposed demerger and merger is in the interest of the shareholders, creditors and all other stakeholders of the respective companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

Post effectiveness of the Scheme:

- (iii) As part II of the Scheme, equity shares to be issued by Datamatics Infotech to the shareholders of Delta such that mirror shareholding as that of Delta is attained; and
- (iv) As part III of the Scheme, equity shares to be issued by the Company to the shareholders of Residual Delta will be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), such that mirror shareholding as that of Delta is attained.

The Scheme as aforesaid is subject to necessary approvals by the stock exchanges, Securities and Exchange Board of India, shareholders and creditors of the company(ies), as may be applicable, Mumbai Bench of National Company Law Tribunal and such other statutory and regulatory approvals as may be required.

The Scheme as approved by the Board of Director will be available on the website of the Company at [www.datamatics.com](http://www.datamatics.com) post submitting the same to the stock exchanges.

In terms of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September, 2015, we are furnishing herewith the details of the Scheme as Annexure I and Annexure II.

Thanking you,

For **Datamatics Global Services Limited**

  
R Divya Kumart

EVP, Chief Legal Officer & Company Secretary





**Annexure I – Demerger**

a) Brief details of the division to be demerged	The Demerged Undertaking comprises of the non-strategic investments of Delta in an array of financial securities like mutual funds, shares, and debentures.
b) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Turnover of the Demerged Undertaking as on March 31, 2017 was INR 2.92 crores which constituted 77.18% of the total turnover of Delta in the financial year ending March 31, 2017.
c) Rationale for demerger	<p>It is envisaged that the following benefits would, inter alia, accrue to Delta and Datamatics Infotech:</p> <p>a) The divestment of the Demerged Undertaking from Delta would allow Datamatics Infotech to provide depth and focus along with adoption of strategies necessary for its growth and expansion by utilising the liquid and marketable assets of the Demerged Undertaking; and</p> <p>b) By demerger of Demerged Undertaking into Datamatics Infotech, the financial resources will be conveniently merged and pooled with the resources of Datamatics Infotech, leading to better utilisation of resources towards expansion and growth of the business of Datamatics Infotech.</p>



d) Brief details of change in shareholding pattern (if any) of all entities

Datamatics Global Services Limited:

There will be no change in the shareholding pattern or have any other adverse effect on the Company on demerger of the Demerged Undertaking of Delta into Datamatics Infotech, since the Company is a not a party to the demerger but only to the Scheme.

Delta Infosolutions Private Limited:

There will be no change in the shareholding pattern of Delta on demerger of the Demerged Undertaking of Delta into Datamatics Infotech.

Datamatics Infotech Services Private Limited:

The pre and post demerger shareholding pattern of Datamatics Infotech Services Private Limited is as follows:

***Pre-demerger:***

Particulars	No. of shares	%
Dr. Lalit S. Kanodia	40,000	33.33
Mr. Sameer L. Kanodia	40,000	33.33
Mrs. Priyadarshini R. Kanodia	40,000	33.33
<b>Total</b>	<b>1,20,000</b>	<b>100.00</b>

***Post-demerger:***

Particulars	No. of shares	%
Dr. Lalit Kanodia	20,000	16.67
Mrs. Asha L. Kanodia	20,000	16.67
Mr. Sameer L. Kanodia	40,000	33.33
Vikrant Trust	40,000	33.33
<b>Total</b>	<b>1,20,000</b>	<b>100.00</b>



Continuation



e) In case of cash consideration - amount or otherwise share exchange ratio	<p>The Scheme does not involve payment of any cash consideration.</p> <p>In terms of the share exchange ratio under the Scheme, Datamatics Infotech would issue one fully paid equity share of INR 1/- each of Datamatics Infotech to the Equity Shareholders of Delta, in proportion to one equity share held by them in Delta.</p>
f) Whether listing would be sought for the Resulting entity	<p>Listing is not sought as per the Scheme for the shares issued by Datamatics Infotech as mentioned in point (e) above.</p>





**Annexure II – Amalgamation / Merger**

<p>a) Name of the entity(ies), forming part of the amalgamation details in brief such as size, turnover etc.;</p>	<p>1. <u>Datamatics Global Services Limited (“the Company” or “Transferee Company”)</u> – standalone</p> <p>Total assets – INR 560.47 crores            Net worth – INR 443.98 crores            as on 31 December 2017            Turnover – 235.17 crores (for the period April 01, 2017 –December 31, 2017)</p> <p>2. <u>Delta Infosolutions Private Limited (“Residual Delta” for Part III of the Scheme)</u> – standalone</p> <p>Total assets – INR 44.92 crores            Net worth – INR 44.84 crores            as on 31 December 2017            Turnover – INR 10.47 crores (for the period April 01, 2017 –December 31, 2017).</p>
<p>b) Whether the transaction would fall within related party transaction? If yes, whether the same is done at “arms’ length”.</p>	<p>The merger is proposed between Residual Delta and the Transferee Company, wherein the Transferee Company is a subsidiary of Residual Delta, hence, the same would fall under the ambit of related party transaction.</p> <p>Upon Scheme becoming effective, the Transferee Company will issue exactly the same number of shares (i.e. 3,18,13,742 equity shares) to the shareholders of the Residual Delta as is currently held by Delta. The companies have obtained a Share Exchange Ratio report from an independent chartered accountant which is confirmed by a fairness opinion obtained from SEBI registered Category I Merchant Banker.</p>



c) Area of the business of the entity(ies)	<p>1. Residual Delta:</p> <p>Residual Delta is primarily engaged in the business of investing, holding and managing a number of assets, inter-alia, investments in mutual funds, quoted and unquoted shares, debentures, interest in various promoter managed partnership firms and also a strategic investment in the flagship entity of the Datamatics Group i.e. Datamatics Global Services Limited, a company listed on BSE and NSE, and other assets.</p> <p>2. Transferee Company:</p> <p>The Company listed on the BSE and NSE, is a technology company that builds intelligent solutions enabling data-driven businesses to digitally transform themselves through Robotics, Artificial Intelligence, Cloud, Mobility and Advanced Analytics. With its wide array of solutions, the company has developed several proprietary products and innovative solutions through which it caters to over 450 customers across the globe, some of which are Fortune 500 companies. Headquartered in Mumbai, the company has a strong presence across the Americas, Australia, Asia, Europe, and the Middle East.</p>
d) Rationale for amalgamation / merger	<p>It is proposed to amalgamate Residual Delta into Transferee Company by the Scheme, as a result of which the shareholders of Residual Delta would directly hold shares in the Transferee Company, since it is envisaged that the following benefits would, inter alia, accrue to the Transferee Company:</p>





	<p>a) The amalgamation will result in the promoters of Residual Delta directly holding shares in the Transferee Company, which will lead not only to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group's direct commitment to and engagement with the Transferee Company;</p> <p>b) The promoter group of the Transferee Company is desirous of streamlining its holding in the Transferee Company. As a step towards such rationalization, it is proposed to merge Residual Delta into the Transferee Company;</p> <p>c) The promoters would continue to hold the same percentage of shares in the Transferee Company, pre and post amalgamation. There would also be no change in the financial position of the Transferee Company.</p> <p>d) Further, the Scheme also provides that shareholders of Residual Delta shall indemnify the Transferee Company and keep the Transferee Company indemnified for liability, claim, demand, if any, and which may devolve on the Transferee Company on account of this amalgamation.</p>
e) In case of cash consideration - amount or otherwise share exchange ratio	<p>The Scheme does not involve payment of any cash consideration</p> <p>In terms of the share exchange ratio under the Scheme, the Company would issue 3,18,13,742 fully paid equity shares of INR 5/- each to the Equity Shareholders of the Residual Delta, in proportion to their holdings in Residual Delta.</p>





Continuation



f) Brief details of change in shareholding of listed entity	There would not be any change in the shareholding pattern of the Company post the Scheme, as the promoter group would continue to hold 73.03% of the paid-up share capital of the Transferee Company.
---	---

