



## Datamatics Global Services Limited

**Registered Office:** Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093

**Telephone No:** +91 (22) 61020000/1/2, **Fax No:** +91 (22) 28343669

**CIN:** L72200MH1987PLC045205

**Website:** [www.datamatics.com](http://www.datamatics.com), **Email:** [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com)

### NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF DATAMATICS GLOBAL SERVICES LIMITED CONVENED IN ACCORDANCE WITH THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

#### MEETING DETAILS :

<b>Day</b>	Thursday
<b>Date</b>	May 09, 2019
<b>Time</b>	11.00 A.M.
<b>Venue</b>	Walchand Hirachand Hall, IMC Building, 4 <sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020.

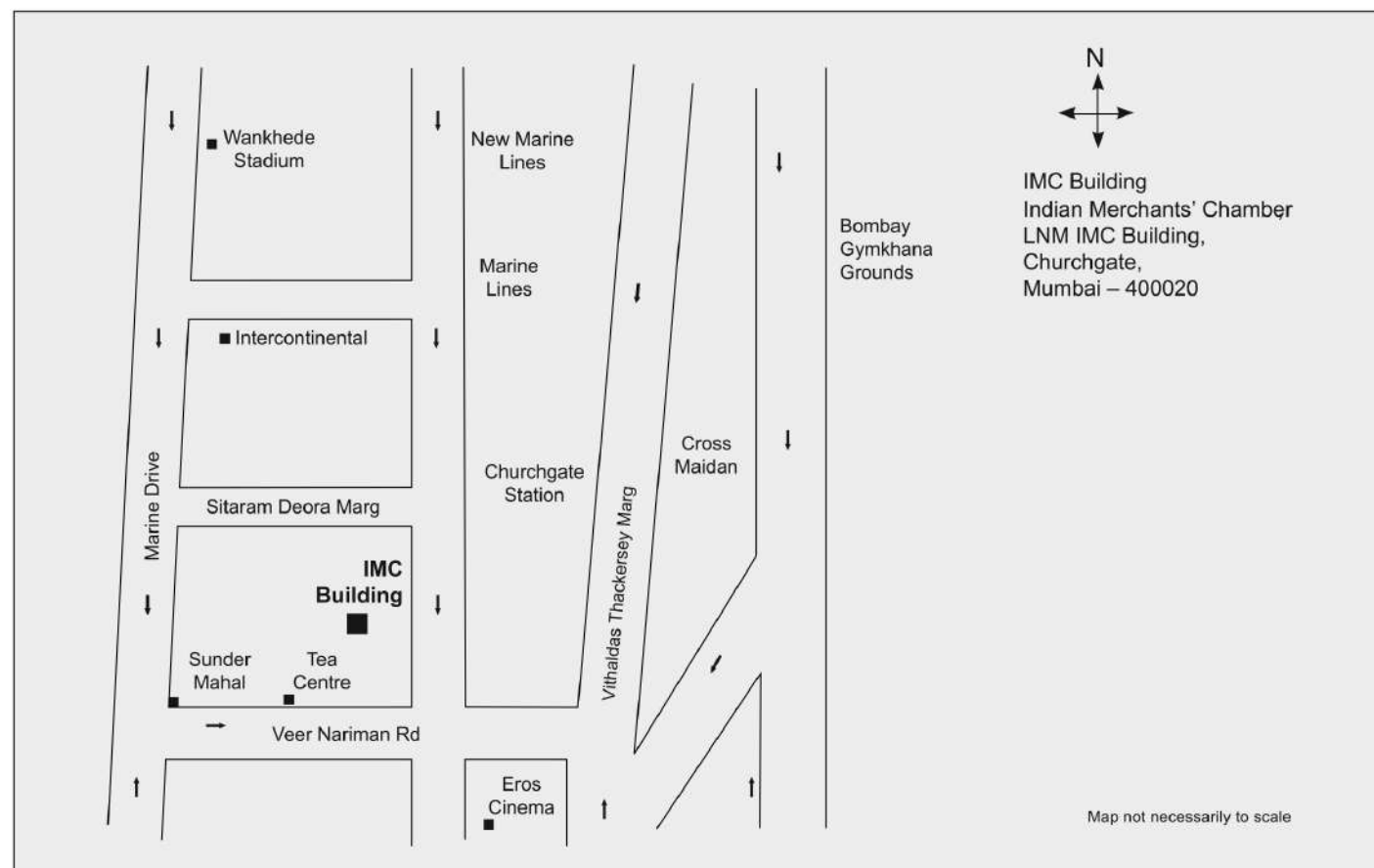
#### POSTAL BALLOT AND E-VOTING:

<b>Commencing on</b>	April 09, 2019 at 9:00 A.M. (IST)
<b>Ending on</b>	May 08, 2019 at 5:00 P.M. (IST)

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

In the matter of the Companies Act, 2013;  
AND

In the matter of section 230 to section 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders

**Datamatics Global Services Limited**

(CIN: L72200MH1987PLC045205)

A Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093.

} Applicant  
Company

**FORM NO. CAA. 2**

[Pursuant to Section 230 (3) and rule 6 and 7]

**C.A. (CAA) 1654/MB/2018**

**DATAMATICS GLOBAL SERVICES LIMITED**

..... Applicant Company / Transferee Company

**Notice of meeting of the Equity Shareholders of Datamatics Global Services Limited convened by the National Company Law Tribunal, Mumbai Bench**

Notice is hereby given that by an Order dated March 08, 2019, the Mumbai Bench of the National Company Law Tribunal ("NCLT" or "Tribunal") has directed to hold a meeting of equity shareholders of the Company for the purpose of considering, and if thought fit, approving with or without modification, the Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders ('Scheme'). This notice is given for consideration of the resolution mentioned below to be passed at such Meeting convened by the NCLT and by remote e-voting pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the relevant Rules.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of equity shareholders of the Applicant company will be held at Walchand Hirachand Hall, IMC Building, 4<sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020, Maharashtra, on Thursday, May 09, 2019 at 11.00 A.M. at which time and place the said equity shareholders are requested to attend.

Copies of the said Scheme and of the statement under Section 230 are annexed to this notice and can be obtained free of charge from the registered office of the Company. Persons entitled to attend and vote at the

meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093, Maharashtra, not later than 48 hours before the meeting.

Form of proxy is also annexed to this notice or can be obtained from the Registered Office of the Company as mentioned above.

The Tribunal has appointed Dr. Lalit S. Kanodia, failing him, Mr. Rahul L. Kanodia, failing him, Mr. Sameer L. Kanodia, as the Chairman of the said meeting. The above-mentioned Scheme if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

**TAKE NOTICE** that the following resolutions are proposed for the purpose of considering, and if thought fit, approving with or without modification, the Scheme:

***“RESOLVED THAT*** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules thereto (including any modifications, amendment or re-enactment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approval of the National Company Law Tribunal, Mumbai and such other competent authority as may be applicable, Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders, be and is hereby approved.

***RESOLVED FURTHER THAT*** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for bringing the Scheme into effect or to carry out such modification(s)/direction(s) as may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to Datamatics Global Services Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”

A copy of the Explanatory Statement under Section 230(3) and Section 102 of the Act, read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot Form are enclosed herewith.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons (in number) representing three-fourth in value of the members or class of members, as the case may be, of the Applicant Company, voting in person or by proxy or by remote e-voting or by way of postal ballot.

Accordingly, the Applicant Company shall be providing its shareholders the option to vote on the Scheme by way of: (i) postal ballot; (ii) remote e-voting; or (iii) voting at the venue of the Meeting to be held on May 09, 2019 at 11:00 am at Walchand Hirachand Hall, IMC Building, 4<sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020.

For **Datamatics Global Services Limited**  
**Sd/-**

**Dr. Lalit S. Kanodia**  
**Chairman appointed for the meeting**

**Place:** Mumbai

**Date:** March 18, 2019

**Registered Office:**

Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri (East), Mumbai 400 093.

**NOTES:**

1. **ONLY REGISTERED EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY MAY ATTEND AND VOTE (EITHER IN PERSON OR BY PROXY OR THROUGH AUTHORISED REPRESENTATIVES IN CASE OF CORPORATE SHAREHOLDERS DULY AUTHORISED BY A BOARD RESOLUTION) AT THE TRIBUNAL CONVENED MEETING. AN EQUITY SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE TRIBUNAL CONVENED MEETING IS ENTITLED TO APPOINT PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXIES NEED NOT BE EQUITY SHAREHOLDER OF THE APPLICANT COMPANY.**
2. Proxy(ies) to be effective shall be in the prescribed form, duly filled, stamped, signed and deposited not less than 48 hours before the commencement of the Tribunal Convened Meeting at the Registered Office of the Applicant Company. The form of proxy can be obtained free of charge at the registered office of the Applicant Company.
3. Pursuant to section 105 of the Companies Act, 2013 and the rules thereunder, a person can act as proxy on behalf of equity shareholders not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Applicant Company carrying voting rights. An equity shareholder holding more than ten per cent, of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.
4. All alterations made in the form of proxy should be initialed.
5. A minor cannot be appointed as a proxy.
6. The proxy of an equity shareholder who is blind or incapable of writing will be accepted if such equity shareholder has attached his/her signature or mark thereto in presence of a witness who has signed the proxy form and added his/her description and address, provided that all insertions have been made by the witness at the request and in the presence of the equity shareholder before the witness attached his/her signature or mark.
7. The proxy of an equity shareholder who does not know English may be accepted if it is executed in the manner prescribed in Note 6 above, and the witness certifies that it was explained to the equity shareholder in the language known to him/her and gives the equity shareholder's name in English below the signature.
8. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with their respective Depositories or with the Applicant Company for admission to the meeting hall.

9. During the period beginning 24 (twenty-four) hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, an equity shareholder entitled to vote at the Meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice of such intention to inspect is given in writing to the Applicant Company.
10. In case of joint holders attending the Tribunal Convened Meeting, only such joint holder whose name appears at the top in the hierarchy of names, in the register of members of the Applicant Company in respect of such joint holding, shall be entitled to vote.
11. The authorized representative of a body corporate which is an equity shareholder of the Applicant Company may attend and vote at the said Tribunal Convened Meeting provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the said Meeting is deposited at the registered office of the Applicant Company at least 48 (forty eight) hours before the time fixed for the Meeting. Further, the authorized representative and any persons voting by proxy are requested to carry a copy of valid proof of identity at the Meeting.
12. In terms of the directions contained in the Orders, the quorum for the Meeting shall be 30 equity shareholders. Further, in case the aforesaid quorum for the Meeting is not present at 11.00 am, then the Meeting shall be adjourned by half an hour and thereafter, the equity shareholders, present and voting, shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.
13. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders, by permitted mode, whose names appear in the register of members as on March 15, 2019.
14. A person whose name is not recorded in the register of members as on the cut-off date i.e. Friday, March 15, 2019 shall not be entitled to avail the facility of remote e-voting or voting through postal ballot or voting at the Meeting to be held on Thursday, May 09, 2019. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders (which include Public Shareholders) as on March 15, 2019. Persons who are not the equity shareholders of the Applicant Company as on the cut-off date should treat this notice for information purpose only.
15. All documents referred to in the Notice and Explanatory Statement will be available for inspection at the Applicant Company's Registered Office between 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and Public Holidays) till the date of the Tribunal Convened Meeting and at the venue of Tribunal Convened Meeting on the date of the Tribunal Convened meeting.
16. In compliance with Section 108 of the Companies Act, 2013, read with the relevant rules of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Applicant Company has provided the facility to its equity shareholders to exercise their vote electronically through the electronic voting service facility provided by the National Securities Depository Limited (NSDL).

Equity shareholders desiring to exercise their vote by using the remote e-voting facility are requested to carefully follow the instructions in the Notes under the Section "Voting through electronic means" in this Notice.

A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Shareholders voting in postal ballot are requested to carefully read the instructions printed in the attached postal ballot form. Shareholders who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Applicant Company's website ([www.datamatics.com](http://www.datamatics.com)) or

seek duplicate postal ballot form from the Applicant Company or NSDL. Shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before May 08, 2019. Any postal ballot form received after the said date and time period shall be treated as if the reply from the shareholder has not been received.

17. Incomplete, unsigned, improperly or incorrectly tick marked, defaced, torn, mutilated, over-written, wrongly-signed postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint holders.
18. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Applicant Company). In case, shares are jointly held, this form should be completed and signed by the first named holder and, in his/her absence, by the next named holder. Holder(s) of Power of Attorney ("**PoA**") on behalf of a shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Applicant Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorisation giving the requisite authority to the person voting on the postal ballot form.
19. The voting period for Postal Ballot and Remote E-voting shall commence on and from April 09, 2019 at 9.00 a.m. and shall end on May 08, 2019 at 5.00 p.m. The Remote E-voting shall not be allowed beyond the said time and date.
20. Equity shareholders can opt for only one mode of voting i.e. either through remote e-voting or postal ballot form or voting at the Tribunal Convened Meeting. If a shareholder has opted for remote e-voting, then he/she should not vote by postal ballot form and vice versa. However, in case any shareholder casts his/her vote both via remote e-voting and postal ballot, then voting through remote e-voting shall prevail and voting done by postal ballot form shall be treated as invalid, notwithstanding whichever is cast first.
22. The equity shareholders attending the Tribunal Convened Meeting who have not already cast their vote by remote e-voting or postal ballot shall be able to exercise their vote at the Tribunal Convened Meeting. Shareholders who have cast their vote through remote e-voting or postal ballot prior to the Tribunal Convened Meeting may attend the Tribunal Convened Meeting but shall not cast their votes again. However, in case shareholders cast their vote via remote e-voting or postal ballot and voting at the Tribunal Convened Meeting, then voting through remote e-voting or postal ballot shall prevail and voting done at the Tribunal Convened Meeting shall be treated as invalid.
23. The Notice convening the aforesaid Tribunal Convened Meeting will be published through advertisement in the 'Business Standard' in English language and translation thereof in 'Navshakti' in Marathi language indicating the day, date, place and time of the Tribunal Convened Meeting and stating that the copies of the Scheme, the Explanatory Statement and the form of proxy shall be provided free of charge at the Registered Office of the Applicant Company.
24. Mr. Aashish K. Bhatt, Company Secretary in Practice (Membership No. A19639/Certificate of Practice No. 7023) is being appointed as the Scrutinizer to scrutinize the voting process (remote e-voting, postal ballot and physical voting) in a fair and transparent manner.
25. The scrutinizer will submit a report to the Chairman of the Tribunal Convened Meeting after scrutinizing the voting made by shareholders, including Public Shareholders, of the Applicant Company through postal ballot, remote e-voting and voting at the Meeting. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contract (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.

26. The results, together with scrutinizer's report, will be announced within 48 Hours of conclusion of the Meeting and will be placed on the website of the Applicant Company at [www.datamatics.com](http://www.datamatics.com) and on NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides being communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the shares of the Applicant Company are listed.

## 27. Voting through Electronic Means

The Applicant Company is pleased to offer remote e-voting facility for its equity shareholders to enable them to cast their votes electronically. The Applicant Company has engaged NSDL as the agency to provide remote e-voting facility. The detailed process, instructions and manner for availing remote e-voting facility are provided herein below:-

### Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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 e-services 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 will be as per details given below :
  - 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 folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
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. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - 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 from your mailbox. 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. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b. **"Physical User Reset Password"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick 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.

## **Step 2: 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.
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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail [mail@aashishbhatt.in](mailto:mail@aashishbhatt.in) to with a copy marked to [evoting@nsdl.co.in](mailto: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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on.: 1800 222 990.

## **NOTICE OF POSTAL BALLOT AND E-VOTING TO THE SHAREHOLDERS OF THE COMPANY**

**NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, REGULATION 44 AND OTHER APPLICABLE PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND PARAGRAPH 9 of CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017, AS AMENDED BY CIRCULAR NO. CFD/DIL3/ CIR/2018/2 DATED JANUARY 3, 2018**

Dear Shareholder(s),

The Board of Directors of the Company at its meeting held on April 27, 2018 resolved to obtain the approval, with or without modifications, of the Shareholders of the Company through Postal Ballot and e-voting for the Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders ('Scheme').

The Applicant Company seeks the approval of its Public Shareholders for the Scheme by means of postal ballot and e-voting under Section 110 of the Companies Act, 2013 read with rules made thereof, Regulation 44 of the SEBI Listing Regulations and such other regulations as may be applicable, the terms of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circulars").

The SEBI Circulars require the Scheme to be put for voting by Public Shareholders through postal ballot and e-voting and provides that "the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the proposal are more than the number of votes cast by the Public Shareholders against it.

**TAKE NOTICE** that the following resolutions are proposed for the purpose of considering, and if thought fit, approving with or without modification, the Scheme:

***"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules thereto (including any modifications, amendment or re-enactment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approval of the National Company Law Tribunal, Mumbai and such other competent authority as may be applicable, Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders, be and is hereby approved.***

***RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for bringing the Scheme into effect or to carry out such modification(s)/direction(s) as may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at***

*any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to Datamatics Global Services Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”*

By the order passed on March 08, 2019, the Mumbai Bench of the National Company Law Tribunal has directed to hold a meeting of equity shareholders (“Tribunal Convened Meeting”) of the Company, for the purpose of considering, and if thought fit, approving the scheme with or without modification, on Thursday, May 09, 2019 at Walchand Hirachand Hall, IMC Building, 4<sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020 at 11:00 am.

In addition to the Tribunal Convened Meeting, the Applicant Company also seeks the approval of its Equity Shareholders to the Scheme by way of postal ballot and e-voting pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 and other applicable provisions of the SEBI Listing Regulations, the SEBI Circular and under relevant provisions of the applicable laws. Detailed instructions for remote e-voting are set out in the accompanying notes.

Kindly note that each Equity Shareholder can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. If you opt for e-voting, then do not vote by Postal Ballot and vice-versa. In case of Shareholders exercising their right to vote via both modes, i.e. postal ballot as well as e-voting, then e-voting shall prevail over voting through postal ballot and vote through postal ballot of that Shareholder shall be treated as invalid.

Accordingly, the Applicant Company shall be providing its shareholders the option to vote on the Scheme by way of: (i) postal ballot; or (ii) remote e-voting.

**For Datamatics Global Services Limited**

**Sd/-**

**Dr. Lalit S. Kanodia**

**Chairman appointed for the meeting**

**Place:** Mumbai

**Date:** March 18, 2019

**Registered Office:**

Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri (East), Mumbai 400 093.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

In the matter of the Companies Act, 2013;

AND

In the matter of section 230 to section 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders

**Datamatics Global Services Limited**

(CIN: L72200MH1987PLC045205)

A Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093.

} Applicant  
Company

**FORM NO. CAA. 2**

[Pursuant to Section 230 (3) and rule 6 and 7]

**C.A. (CAA) 1654/MB/2018**

**DATAMATICS GLOBAL SERVICES LIMITED**

..... Applicant Company / Transferee Company

**EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF DATAMATICS GLOBAL SERVICES LIMITED UNDER SECTION 102 AND 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the Order dated March 08, 2019 passed by the Mumbai Bench of the National Company Law Tribunal, in the Company Application referred to hereinabove, meeting of the Equity Shareholders of the Applicant Company, is being convened and held for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment or amendment thereof) read with the rules issued thereunder and provisions of the Companies Act, 1956 as may be applicable.
2. The draft Scheme was placed before the Audit Committee of the Applicant Company at its meeting held on April 27, 2018. On the basis of its evaluation and independent judgement and consideration of the valuation report dated April 27, 2018 submitted by M/s. Bharat Kotak & Co., Chartered Accountants, fairness opinion certificate dated April 27, 2018 issued by Turnaround Corporate Advisors Private Limited, a SEBI Registered Merchant Banker, certificate dated April 27, 2018 issued by the statutory auditors, M/s. M L Bhuwania and Co LLP stating that the accounting treatment specified in the Scheme is in accordance with the accounting principles laid down under the Companies Act, pre and post shareholding pattern of the Transferee Company and audited financials of the Transferee Company, the Audit Committee recommended the Scheme to the Board of Directors of the Applicant Company.

3. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the members or class of members, as the case may be, of the Applicant Company, voting in person or by proxy or by remote e-voting or by way of postal ballot.
4. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly. In terms of SEBI Circular, the Applicant Company has provided the facility of voting by remote e-voting to its Public Shareholders.
5. NCLT has given directions for dispensing with requirement for convening, holding and conducting of a meeting of the secured creditors and unsecured creditors of the Applicant Company, Delta Infosolutions Private Limited and Datamatics Infotech Services Private Limited.
6. A copy of the Scheme setting out in detail the terms and conditions of the scheme, inter alia, providing for the proposed Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders, which has been approved by the Board of Directors of the Applicant Company at its meeting held on April 27, 2018 is attached to this explanatory statement and forms part of this statement as **ANNEXURE A**.

7. **Background of Datamatics Global Services Limited ("Applicant Company") is as under:**

- a) **Datamatics Global Services Limited** ("Transferee Company" for Part III of the Scheme / "Applicant Company"), was incorporated as a private limited company in the State of Maharashtra on November 03, 1987 as Interface Software Resources Private Limited. The name of the Transferee Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On January 14, 1999, the Company became a deemed public company, pursuant to the provisions of section 43A of the Companies Act, 1956. The members of the Transferee Company passed a resolution on December 27, 1999, to convert the Company to public company. By a certificate dated January 13, 2000, the name of the Transferee Company was changed from Datamatics Technologies Private Limited to Datamatics Technologies Limited. The name of the Transferee Company was changed to its current name i.e. Datamatics Global Services Limited pursuant to a High Court order dated December 17, 2008. It has its Corporate Identity Number as L72200MH1987PLC045205. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN AAACD4471B.
- b) The Share Capital of the Applicant Company as on March 15, 2019 was as under:

Share Capital	Amount (Rupees)
Authorized Share Capital	
10,40,00,000 equity shares of Rs. 5 each	52,00,00,000
4,55,50,000 Redeemable Preference shares of Rs. 10 each	45,55,00,000
<b>TOTAL</b>	<b>97,55,00,000</b>
Issued, subscribed and paid-up Share Capital	
5,89,49,337 equity shares of Rs. 5 each	29,47,46,685
<b>TOTAL</b>	<b>29,47,46,685</b>

c) The main object of the Applicant Company is set out in the Memorandum of Association as under:

- “1. To carry on the trade or business of providing complete data centre. Data entry/ conversion, data processing services on block time or shared time, self service or operator assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management. telecommunications, software publishing and Information technology for business, Industrial and general purpose requirement on turnkey basis or otherwise In domestic markets and fore exports.*
- 2. To carry on the business of conducting research on and developing, improving, designing, marketing, selling. licensing and maintenance of software and program products in packages and to orders. relating to accounting, statistical, scientific or mathematical information and reports in domestic markets and for exports.”*

**8. Background of Delta Infosolutions Private Limited is as under:**

a) **Delta Infosolutions Private Limited (“Delta”)** (“Demerged Company” for Part II of the Scheme and “Transferor Company” for Part III of the Scheme) was incorporated as a private limited company under the name and style of Delta Share Services Private Limited in the State of Maharashtra on 17<sup>th</sup> January 1992 vide Corporate Identity Number U72300MH1992PTC064911. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN AAACD3760B. Thereafter, its name was changed to its current name i.e. Delta Infosolutions Private Limited, on December 14, 1998.

b) The Share Capital of Delta as on March 15, 2019 was as under:

<b>Share Capital</b>	<b>Amount (Rupees)</b>
Authorized Share Capital	
600,000 equity shares of Re. 1 each	6,00,000
650,000 Redeemable Preference shares of Re. 1 each	6,50,000
<b>TOTAL</b>	<b>12,50,000</b>
Issued, subscribed and paid-up Share Capital	
1,20,000 equity shares of Re. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

c) The main object of Delta is set out in the Memorandum of Association. The main objects inter alia are as under:

- 1. To carry on the business of processing both manual as well as with use of Data Processing Equipment and Computers, of Financial Instruments like shares, debentures, bonds issued by Private and Public Sectors Companies, Financial Institutions, Commercial Banks, Government and Semi-Government Bodies, Local Authorities and such other Bodies and to act and carry on the business of Registrar and Transfer Agents, and to perform all such services associated with such business.*
- 2. To carry on the business of manufacturing, development and marketing of information technology products and services, software and hardware systems and to design, develop, create, produce, compile, convert, alter, operate, write, test, record, print and document and to buy, sell, import, export, exchange, let on hire, lease, licence or otherwise deal in, whether as principals or as agents, software systems, packages, programmes and information technology products, electronic products and services required for or by different organisations, industries, businesses or individuals.”*

9. **Background of Datamatics Infotech Services Private Limited is as under:**

- a) **Datamatics Infotech Services Private Limited (“DISPL”)** (“Resulting Company” for Part II of the Scheme) is a newly incorporated company and is incorporated as a private limited company in the State of Maharashtra on March 28, 2018 vide Corporate Identity Number U74999MH2018PTC307296. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093 and having PAN – AAGCD6204N.
- b) The Share Capital of DISPL as on March 15, 2019 was as under:

Share Capital	Amount (Rupees)
Authorized Share Capital 10,00,000 equity shares of Re. 1 each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>
Issued, subscribed and paid-up Share Capital 1,20,000 equity shares of Re. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

- c) The main object of DISPL is set out in the Memorandum of Association. The main objects inter alia are as under:

- “1. To carry on the trade or business of providing complete data centre, Data entry, conversion, data processing services on block time or shared time, self-service or operator assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management, telecommunication, software publishing and information technology for business, industrial and general purpose requirement on turnkey basis or otherwise in domestic markets and for exports.
2. To carry on the business of conducting research on and developing, improving, designing, marketing, selling, licensing and maintenance of software and program products in packages and to orders, relating to accounting, statistical, scientific or mathematical information and reports in domestic markets and for exports.”

10. **Rationale and Salient Features of the Scheme**

- a) **Relationship between the Companies:**

Delta holds 53.97% of the shareholding of the Applicant Company. Hence, the Applicant Company is a subsidiary of the Transferor Company.

- b) **Rationale for Arrangement:**

Rationale for Part II of the Scheme which deals with demerger and vesting of the Demerged Undertaking of Delta into DISPL on a going concern basis:

It is proposed to divest the Demerged Undertaking of the Demerged Company which mainly comprises of non-strategic investments in an array of financial securities like mutual funds, shares, debentures into the Resulting Company since it is envisaged that the following benefits would, inter alia, accrue to the Demerged Company and the Resulting Company:

- a) The divestment of the Demerged Undertaking from the Demerged Company would allow the Resulting Company 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

- b) By demerger of Demerged Undertaking into the Resulting Company, the financial resources will be conveniently merged and pooled with the resources of the Resulting Company, leading to better utilisation of resources towards expansion and growth of the business of the Resulting Company.

Rationale for Part III of the Scheme which deals with the amalgamation and vesting of the Residual Transferor Company, Delta (upon Part II becoming effective) into Datamatics Global Services Limited

It is proposed to amalgamate the Residual Transferor Company into the Transferee Company by the Scheme, as a result of which the shareholders of the Residual Transferor Company (who along with the Residual Transferor Company are also the promoters of the Transferee Company) would directly hold shares in the Transferee Company since it is envisaged that the following benefits would, inter alia, accrue to the Transferee Company:

- a) The amalgamation will result in the promoters of the Residual Transferor Company 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;
- 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 the Residual Transferor Company into the Transferee Company;
- c) The promoters would continue to hold the same percentage of shares in the Transferee Company, pre and post the amalgamation. There would also be no change in the financial position of the Transferee Company.
- d) Further, the Scheme also provides that the shareholders of the Residual Transferor Company 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.

**c) Salient features of the Scheme:**

- i. This is a Scheme for demerger and vesting of Demerged Undertaking of Delta into DISPL, on a going concern basis and thereafter amalgamation and vesting of the Residual Delta (upon Part II becoming effective) into Datamatics Global Services Limited.
- ii. Applicant Company, Delta and DISPL shall, as may be required, make applications and/or petitions under Sections 230 to 232 and other applicable provisions of the Act to the Mumbai Bench of the National Company Law Tribunal for sanction of the Scheme and all matters ancillary or incidental thereto.
- iii. "Appointed Date" for the Arrangement under Scheme is April 01, 2019.
- iv. "Effective Date" means the dates on which the Order of the NCLT sanctioning the Composite Scheme of Arrangement is filed with the Registrar of Company, Mumbai, Maharashtra State by the respective companies. Any references in this Scheme to the date of "coming into effect of this scheme" or "effectiveness of this scheme" or "Scheme taking effect" shall mean the Effective Date.
- v. "Record Date" shall mean:
  - (i) for Part II of the Scheme - the date to be fixed by the Board of Directors of the



Resulting Company for the purpose of issue of shares of the Resulting Company to the shareholders of the Demerged Company.

- (i) for Part III of the Scheme - the date to be fixed by the Board of Directors of the Transferee Company for the purpose of issue of shares of the Transferee Company to the shareholders of the Residual Transferor Company.

- vi. For the Scheme, the Valuation Report was obtained from Bharat Kotak & Co., Chartered Accountants, who had recommended the following share exchange ratio in their report dated April 27, 2018.

**Consideration for Demerger of “Demerged Undertaking” from Demerged Company into Resulting Company**

Upon coming into effect of the Scheme and in consideration for demerger of Demerged Undertaking of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot equity shares of face value INR 1/- each, credited as fully paid up, to all the equity shareholders of the Demerged Company whose names appear in the register of members as on the Record Date of the Demerged Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, in the following proportion:

*One fully paid up Equity Shares of INR 1/- each of the Resulting Company shall be issued and allotted to the Equity Shareholders of the Demerged Company, in proportion to one equity share held by them in the Demerged Company.*

**Consideration for Amalgamation of Residual Transferor Company (post demerger of its Demerged Undertaking into Resulting Company) with the Applicant Company**

The investment of equity shares held by the Delta in Applicant Company as on the record date shall stand cancelled.

No additional consideration should be paid to the shareholders of Delta.

Upon coming into effect of this Scheme, for the amalgamation of Residual Transferor Company with the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further payment, issue and allot fully paid up new equity shares as defined in Clause 19 of the Scheme.

- vii. For the Scheme, the Accounting Treatment is as under:

**For Demerger of “Demerged Undertaking” from Demerged Company into Resulting Company**

Upon the Scheme becoming effective, the Resulting Company and the Demerged Company shall account for demerger in their respective books of account in accordance with the accounting standards issued by Government u/s 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006 or the applicable standard prevailing.

**For Amalgamation of Residual Transferor Company (post demerger of its Demerged Undertaking into Resulting Company) with the Applicant Company**

Amalgamation of the Residual Transferor Company with the Applicant Company would be accounted in the books of the Applicant Company for by way of as per the IndAS 103 (Accounting for Business Combinations) and any other relevant Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013.

viii. This Scheme is specifically conditional upon and subject to:

- The approval by the requisite majorities of the respective members of the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company, as required under the Act and directed by the NCLT.
- The Scheme being approved by a shareholders' resolution of the Transferee Company passed by way of postal ballot/e-voting in terms of Para I(A)(9) of Annexure 1 of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and other SEBI guidelines, as may be amended from time to time wherein presently the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.
- The sanction or approval of the authorities concerned being obtained and granted in respect of any of the matters for which such sanction or approval being required.
- The sanction of the Scheme by the NCLT under Sections 230 to 232 of the Act and other applicable provisions of the Act.
- The requisite orders of the NCLT being obtained for sanctioning the Scheme under Section 230 read with Section 232 of the Act being filed with the concerned Registrar of Companies.

ix. Increase in Authorized Share Capital of the Applicant Company:

Upon this Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of the Residual Transferor Company shall stand transferred to and be amalgamated with the authorized share capital of the Transferee Company, without any liability for payment of any additional fees (including Registrar of Company's fees) or stamp duty.

x. Detail of capital restructuring:

**Capital restructuring in case of demerger of Demerged Undertaking from Demerged Company into Resulting Company**

Upon the coming into effect of the Scheme and in pursuance of the demerger of the Demerged Undertaking of Demerged Company into the Resulting Company pursuant to this scheme, the Resulting Company shall, without any further act or deed and without any further payment, issue and allot fully paid up equity shares, to the shareholders of the Demerged Company whose name is recorded in the register of members of the Demerged Company as holding equity shares as per the Share Entitlement Ratio.

**Capital restructuring in case of Amalgamation of Residual Transferor Company (post demerger of its Demerged Undertaking into Resulting Company) with the Applicant Company**

Upon coming into effect of this Scheme, in consideration of the amalgamation of Residual Transferor Company with the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further payment, issue and allot fully paid up new equity shares as defined in Clause 19 of the Scheme. There shall be no change in the shareholding pattern or control in Residual Transferor Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchanges, other than as provided in the Scheme. Pursuant to the Scheme coming into effect, Residual Transferor Company would stand dissolved without winding up.

xi. Cancellation of Existing Paid up share capital of DISPL:

Upon the issuance and allotment of equity shares pursuant to point (vi) above, the existing shares i.e. shares held by the equity shareholders of DISPL prior to the Scheme becoming effective shall stand cancelled without any further application, act, instrument or deed, as an integral part of this Scheme.

Such reduction of share capital of DISPL shall be effected as an integral part of the scheme and the orders of the NCLT sanctioning the scheme shall be deemed to be an order under section 66 of the Act confirming the reduction and no separate sanction under section 66 of the Act will be necessary.

Notwithstanding the reduction of capital of DISPL, DISPL shall not be required to add “And Reduced” as suffix to its name.

xii. Cancellation of Inter-se investments between Delta and Datamatics Global Services Limited:

On the scheme becoming effective, the investment of equity shares held by Delta in Datamatics Global Services Limited shall stand cancelled. Accordingly, the share capital of the Datamatics Global Services Limited shall stand reduced to the extent of face value of shares held by Delta in the Datamatics Global Services Limited and such reduction shall be adjusted against the balance of Capital Reserve created pursuant to clause 20 of the Scheme. Equivalent number of shares cancelled, shall be issued and allotted to the shareholders of the Residual Transferor Company.

Pursuant to the Scheme becoming effective, the investment in Datamatics Global Services Limited held by Delta Infosolutions Private Limited shall be adjusted against the balance in capital reserve appearing in the books of Datamatics Global Services Limited prior to the Scheme becoming effective and the balance, if any, shall further be adjusted against the balance in capital redemption reserve appearing in the books of Datamatics Global Services Limited prior to the Scheme becoming effective.

The adjustment against the capital reserve and/ or capital redemption reserve above, shall be effected as an integral part of the scheme and the orders of the NCLT sanctioning the scheme shall be deemed to be an order under section 66 of the Act confirming the reduction and no separate sanction under section 66 of the Act will be necessary.

Notwithstanding the reduction of capital of the Resulting Company, the Resulting Company shall not be required to add “And Reduced” as suffix to its name.

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE COMPOSITE SCHEME OF ARRANGEMENT, THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE COMPOSITE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

**11. Details of Directors, Promoters and Key Managerial Personnel of the Applicant Company and the effect of the Scheme on various Stakeholders of the Applicant Company:**

List of Promoters of the Applicant Company as on March 15, 2019:

<b>Sr. No</b>	<b>Name of Promoters</b>	<b>Address</b>
1.	Delta Infosolutions Private Limited	Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai 400 093.
2.	Dr. Lalit S. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
3.	Mrs. Asha L. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
4.	Mr. Rahul L. Kanodia	A-2102 And 2202, Vivarea, B-1 Tower, Sane Guruji Marg, Near Jacob Circle, Mahalaxmi East Mumbai 400011.
5.	Mr. Sameer L. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
6.	Mrs. Priyadarshini R. Kanodia	A-2102 And 2202, Vivarea, B-1 Tower, Sane Guruji Marg, Near Jacob Circle, Mahalaxmi East Mumbai 400011.
7.	Mrs. Aneesha A. Dalmia	B-72, Greater Kailash 1, New Delhi – 110048.
8.	Mrs. Amrita V. Bhogilal	B/10, Sea Face Park, 50 B.D. Road, Mumbai – 400026.
9.	Lalit S Kanodia HUF - 2	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
10.	Mr. Yogendra S. Kanodia	Samudra Tarang, Keluskar Road, Shivaji Park, Dadar (W), Mumbai – 400 028.
11.	Yogendra Kanodia HUF	Samudra Tarang, Keluskar Road, Shivaji Park, Dadar (W), Mumbai – 400 028.

List of Directors & KMPs of the Applicant Company as on March 15, 2019:

<b>Sr. No</b>	<b>Name of Directors/ KMP</b>	<b>Designation</b>	<b>Residential Address</b>	<b>DIN</b>
1	Dr. Lalit S. Kanodia	Chairman & Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008050
2	Mr. Rahul L. Kanodia	Vice-Chairman & CEO	A-2102 And 2202, Vivarea, B-1 Tower, Sane Guruji Marg, Near Jacob Circle, Mahalaxmi East Mumbai 400011.	00075801
3	Mr. Sameer L. Kanodia	Whole Time Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008232
4	Mrs. Asha L. Kanodia	Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008061

<b>Sr. No</b>	<b>Name of Directors/ KMP</b>	<b>Designation</b>	<b>Residential Address</b>	<b>DIN</b>
5	Mr. Shahzaad S. Dalal	Director	Emirates Crown 4102 Dubai Marina Dubai 626162 AE.	00011375
6	Mr. R.K. Saraswat	Director	House No. 6, Building No A, Asian Building, Manmala Tank Road Opposite Starcity Cinema, Matunga (West), Mumbai- 400 016.	00015095
7	Mr. Vinay M. Aggarwal	Director	Block 5A Shyam Niwas, Flat No 6, Gr Floor, 51 Bhulabhai Desai Road, Cumballa Hill, Mumbai - 400026.	00030483
8	Mr. Dilip D. Dandekar	Director	701, Venkateshwara CHSL, Perry Cross Road, Off Turner Road, Bandra West, Mumbai- 400050.	00846901
9.	Mr. Sandeep Mantri	CFO	336/504, Sector-3, Shrushti, Mira Road (East), Thane - 401107.	-
10.	Ms. Divya Kumat	Company Secretary	Sterling CHS, E Wing, Flat No. 104, MIDC, Andheri (East) Mumbai 400093.	-

List of Directors of the Applicant Company who voted on the resolution passed on April 27, 2018 are as follows:

<b>Sr. No</b>	<b>Name of Directors</b>	<b>Voted in Favour / Against / Abstained</b>
1	Dr. Lalit S. Kanodia	Voted in Favour
2	Mr. Rahul L. Kanodia	Voted in Favour
3	Mr. Sameer L. Kanodia	Voted in Favour
4	Mrs. Asha L. Kanodia	Voted in Favour
5	Mr. Shahzaad S. Dalal	Voted in Favour
6	Mr. R.K. Saraswat	Voted in Favour
7	Mr. Vinay M. Aggarwal	Voted in Favour
8	Mr. Dilip D. Dandekar	Voted in Favour

None of the Directors except Dr. Lalit S. kanodia, Mr. Rahul L. Kanodia, Mrs. Asha L. Kanodia and Mr. Sameer L. Kanodia have any interest in the Scheme except to the extent of the equity shares held by them, if any, in Delta / DISPL / Applicant Company. The details of the shareholding of directors, Key Managerial Personnel in the respective companies as on March 15, 2019 are as follows:

<b>Sr. No</b>	<b>Name of Director / KMP of Datamatics Global Services Limited</b>	<b>No. of shares held in Datamatics Global Services Limited</b>	<b>No. of shares held in Delta</b>	<b>No. of shares held in DISPL</b>
1	Dr. Lalit S. Kanodia	34,77,995	20,000	40,000
2	Mr. Rahul L. Kanodia	209	-	-
3	Mr. Sameer L. Kanodia	14,72,858	40,000	40,000
4	Mrs. Asha L. Kanodia	33,05,258	20,000	-
5	Mr. Shahzaad S. Dalal	2,000	-	-

6	Mr. R. K. Saraswat	1,000	-	-
7	Mr. Vinay M. Aggarwal	-	-	-
8	Mr. Dilip D. Dandekar	-	-	-
9	Mr. Sandeep Mantri	-	-	-
10	Ms. Divya Kumat	200	-	-

Disclosure about the effect of the Scheme on the following persons:

Sr. No	Category of Stakeholders	Effect of the Scheme on the Stakeholders
1	Shareholders	Pursuant to amalgamation, shares held by the Residual Transferor Company in the Applicant Company will get cancelled and equivalent shares will be issued by the Applicant Company to shareholders of the Residual Transferor Company.
2	Promoter and Non-Promoter Shareholders	Both promoter and non-promoter shareholders are not adversely impacted pursuant to amalgamation. The proportion of shareholding of the promoter group and non-promoters in the Applicant Company will remain the same.
3	Key Managerial Personnel and Directors	The amalgamation is not expected to have any effect on the Directors and Key Managerial Personnel of the Applicant Company. Further, no change in the Board of the Applicant Company is envisaged on account of the Amalgamation.
4	Creditors	Pursuant to the Scheme, the liability of the Applicant Company towards its creditors (secured and unsecured) shall not undergo any change and shall be paid off in the ordinary course of business.
5	Depositors	Not Applicable
6	Debenture Holders	Not Applicable
7	Deposit Trustee	Not Applicable
8	Debenture Trustee	Not Applicable
9	Employees	The Scheme shall in no manner whatsoever affect the terms and conditions of employment of the employees of the Applicant Company.

**12. Details of Promoters and Directors of the Delta and the effect of the Scheme on various Stakeholders of the Delta:**

List of Promoters of Delta as on March 15, 2019:

Sr. No	Name of Promoters	Address
1.	Dr. Lalit S. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
2.	Mrs. Asha L. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
3.	Mr. Sameer L. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
4.	Vikrant Trust	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.

List of Directors of Delta as on March 15, 2019:

Sr. No	Name of Director	Designation	Residential Address	DIN
1.	Dr. Lalit S. Kanodia	Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008050
2.	Mr. Rahul L. Kanodia	Director	A-2102 And 2202, Vivarea, B-1 Tower, Sane Guruji Marg, Near Jacob Circle, Mahalaxmi East Mumbai 400011.	00075801
3.	Mr. Sameer L. Kanodia	Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008232

List of Directors of the Delta who voted on the resolution passed on April 27, 2018 are as follows:

Sr. No	Name of Directors	Voted in Favour / Against / Abstained
1	Dr. Lalit S. Kanodia	Voted in Favour
2	Mr. Rahul L. Kanodia	Voted in Favour
3	Mr. Sameer L. Kanodia	Voted in Favour

The details of the shareholding of Directors in the respective companies as on March 15, 2019 are as follows:

Sr. No	Name of Directors of Delta	No. of shares held in Datamatics Global Services Limited	No. of shares held in Delta	No. of shares held in DISPL
1	Dr. Lalit S. Kanodia	34,77,995	20,000	40,000
2	Mr. Rahul L. Kanodia	209	-	-
3	Mr. Sameer L. Kanodia	14,72,858	40,000	40,000

Disclosure about the effect of the Scheme on the following persons:

Sr. No	Category of Stakeholders	Effect of the Scheme on the Stakeholder
1	Shareholders	<p>All the shareholders of Delta are promoter shareholders.</p> <p><u>On Demerger:</u> All the shareholders of Delta will receive shares of the Resulting Company based on the share swap report issued by M/s. Bharat Kotak &amp; Co., Chartered Accountants. The share swap ratio does not adversely affect the shareholders of Delta.</p> <p><u>On Amalgamation:</u> The shares held by Delta in the Applicant Company will get cancelled and equivalent shares will be issued by the Applicant Company to the shareholders of Delta. Thus, the shareholders of Delta are not adversely affected pursuant to the amalgamation.</p>

2	Key Managerial Personnel and Directors	The Scheme is not expected to have any effect on the Directors of Delta. Further, no change in the Board of Delta is envisaged on account of the scheme.
3	Creditors	Pursuant to the Scheme, the liability of Delta towards its creditors (secured or unsecured) shall not undergo any change and shall be paid off in the ordinary course of business by Applicant Company / DISPL, as the case may be.
4	Depositors	Not Applicable
5	Debenture Holders	Not Applicable
6	Deposit Trustee	Not Applicable
7	Debenture Trustee	Not Applicable
8	Employees	The Scheme shall in no manner whatsoever affect the terms and conditions of employment of the employees of Delta as they will become the employees of the Applicant Company / DISPL, as the case may be, without any break in their service.

**13. Details of Promoters and Directors of the DISPL and the effect of the Scheme on various Stakeholders of the DISPL:**

List of Promoters of the DISPL as on March 15, 2019:

Sr. No	Name of Promoter	Address
1	Dr. Lalit S. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
2	Mr. Sameer L. Kanodia	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.
3	Mrs. Priyadarshini R. Kanodia	A-2102 And 2202, Vivarea, B-1 Tower, Sane Guruji Marg, Near Jacob Circle, Mahalaxmi East Mumbai 400011.

List of Directors of the DISPL as on 15th March, 2019:

Sr. No	Name of Directors	Designation	Residential Address	DIN
1.	Dr. Lalit S. Kanodia	Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008050
2.	Mr. Rahul L. Kanodia	Director	A-2102 And 2202, Vivarea, B-1 Tower, Sane Guruji Marg, Near Jacob Circle, Mahalaxmi East Mumbai 400011.	00075801
3.	Mr. Sameer L. Kanodia	Director	1201, Red Rose Apartments, 44 Pochkhanwala Road, Worli, Mumbai - 400 025.	00008232



List of Directors of the DISPL who voted on the resolution passed on April 27, 2018 are as follows:

<b>Sr. No</b>	<b>Name of Directors</b>	<b>Voted in Favour / Against / Abstained</b>
1	Dr. Lalit S. Kanodia	Voted in Favour
2	Mr. Rahul L. Kanodia	Voted in Favour
3	Mr. Sameer L. Kanodia	Voted in Favour

The details of the shareholding of Directors in the respective companies as on March 15, 2019 are as follows:

<b>Sr. No</b>	<b>Name of Director of DISPL</b>	<b>No. of shares held in Datamatics Global Services Limited</b>	<b>No. of shares held in Delta</b>	<b>No. of shares held in DISPL</b>
1	Dr. Lalit S. Kanodia	34,77,995	20,000	40,000
2	Mr. Rahul L. Kanodia	209	-	-
3	Mr. Sameer L. Kanodia	1472858	40,000	40,000

Disclosure about the effect of the Scheme on the following persons:

<b>Sr. No</b>	<b>Category of Stakeholders</b>	<b>Effect of the Scheme on the Stakeholder</b>
1	Shareholders	All the shareholders of the DISPL are promoter shareholders. Pursuant to demerger, DISPL will issue shares to the shareholders of the Delta (Demerged Company) based on share swap report issued by M/s. Bharat Kotak & Co., Chartered Accountants. The share swap ratio does not adversely affect the shareholders of DISPL.
2	Key Managerial Personnel and Directors	The demerger is not expected to have any impact on the Directors of DISPL. Further, none of the directors of DISPL have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Delta / DISPL.
3	Creditors	Pursuant to the Scheme, the liability of DISPL towards its creditors (secured or unsecured), if any, shall not undergo any change and shall be paid off in the ordinary course of business.
4	Depositors	Not Applicable
5	Debenture Holders	Not Applicable
6	Deposit Trustee	Not Applicable
7	Debenture Trustee	Not Applicable
8	Employees	The Scheme shall in no manner whatsoever affect the terms and conditions of employment of the employees of DISPL.

14. **Statement disclosing details of the Scheme of Arrangement as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.**

Sr. No	Particulars	Datamatics Global Services Limited	Delta Infosolutions Private Limited	Datamatics Infotech Services Private Limited
(i)	Details of the order of the NCLT directing the calling, convening and conducting of the meeting:-			
A	Date of the order	Order dated March 08, 2019		
B	Date, time and venue of the meeting			
	Equity Shareholders	May 09, 2019 at Walchand Hirachand Hall, IMC Building, 4 <sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020 at 11:00 am	May 09, 2019 at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093 at 4:00 pm	May 09, 2019 at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093 at 5:00 pm
(ii)	Details of the Companies including			
A	Corporate Identification Number (CIN)	L72200MH1987PLC045205	U72300MH1992PTC064911	U74999MH2018PTC307296
B	Permanent Account Number (PAN)	AAACD4471B	AAACD3760B	AAGCD6204N
C	Name of Company	Datamatics Global Services Limited	Delta Infosolutions Private Limited	Datamatics Infotech Services Private Limited
D	Date of Incorporation	November 03, 1987	January 17, 1992	March 28, 2018
E	Type of Company	Public Limited	Private Company	Private Company
F	Registered Office address	Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093	Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093	Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093
G	Summary of main object as per the Memorandum of association; and main business carried on by the Company	As per Para 7 of the Explanatory Statement	As per Para 8 of the Explanatory Statement	As per Para 9 of the Explanatory Statement
H	Details of change of name, Registered Office and objects of the Company during the last five years	There has been no change in the objects of the Company during last five years.	There has been no change in the objects of the Company during last five years.	The Company is incorporated on March 28, 2018. There is no change in name, registered office & objects of the Company since incorporation.

I	Name of stock exchange(s) where securities of the Company are listed, if applicable	Listed on BSE Limited and National Stock Exchange of India Limited	Unlisted	Unlisted
J	Details of capital structure – Authorized, Issued, subscribed and paid-up share capital	As per Para 7 of the Explanatory Statement	As per Para 8 of the Explanatory Statement	As per Para 9 of the Explanatory Statement
K	Names of the promoters and directors along with their addresses	As per Para 11 of the Explanatory Statement.	As per Para 12 of the Explanatory Statement.	As per Para 13 of the Explanatory Statement.
(iii)	If the scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such Scheme of Arrangement, including holding, subsidiary or associate companies	As per Para 10 (a) of the Explanatory Statement.	As per Para 10 (a) of the Explanatory Statement.	As per Para 10 (a) of the Explanatory Statement.
(iv)	The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	April 27, 2018 As per Para 11 of the Explanatory Statement.	April 27, 2018 As per Para 12 of the Explanatory Statement.	April 27, 2018 As per Para 13 of the Explanatory Statement.

(v)	Explanatory Statement disclosing details of the Scheme of Arrangement including:			
A	Parties involved in the Scheme	Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited		
B	Appointed Date	April 01, 2019		
C	Effective Date	As per Para 10(c)(iv) of the Explanatory Statement.		
D	Share Exchange Ratio and other considerations, if any	As per Para 10(c)(vi) of the Explanatory Statement.		
E	Summary of Valuation report	Refer Annexure B for Valuation Report The same is available for inspection at the Registered Office of the Company on all working days, except Sundays and Public Holidays, during business hours from Monday to Friday between 10:00 a.m. to 5:00 p.m. upto one day prior to the date of the meeting.		
F	Details of capital or debt restructuring, if any	<u>Details of Capital Restructuring</u> As per Para 10(c)(vi) of the Explanatory Statement. <u>Details of Debt Restructuring</u> No debt restructuring is being carried on pursuant to the Scheme.		
G	Rationale for the Scheme of Arrangement	As per Para 10(b) of the Explanatory Statement.		
H	Benefits of the arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	As per Para 10(b) of the Explanatory Statement.		
I	Amount due to unsecured and secured Creditors as of 28 <sup>th</sup> February, 2019	Unsecured Creditors Rs. 8,46,95,341/- Secured Creditors Rs. 30,62,50,000/-	Unsecured Creditors Rs. NIL Secured Creditors Rs. NIL	Unsecured Creditors Rs. NIL Secured Creditors Rs. NIL
(vii)	Investigation or proceedings, if any, pending against the company under the Act	Nil	Nil	Nil

15. The following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the members of the Applicant Company at its Registered Office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093 between 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and Public Holidays) till the date of the Tribunal Convened Meeting and at the venue of Tribunal Convened Meeting on the date of the Tribunal Convened meeting:

- a) Copy of the order dated March 08, 2019 passed by the Mumbai Bench of the NCLT in C.A. (CAA) 1654/MB/2018 directing the Applicant Company to convene the Tribunal Convened Meeting;
- b) Copy of Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders;
- c) Copies of the Memorandum of Association and Articles of Association of the Applicant Company, Delta and DISPL;
- d) Copies of the resolutions passed by the respective Board of Directors of Applicant Company, Delta and DISPL dated April 27, 2018 approving the Scheme.
- e) Audited Statement of Accounts as on May 31, 2018 of Delta Infosolutions Private Limited;
- f) Provisional Statement of Accounts as on September 30, 2018 of Datamatics Infotech Services Private Limited;
- g) Provisional Statement of Accounts as on September 30, 2018 of Datamatics Global Services Limited;
- h) Register of Director's, Shareholding Pattern of the Applicant Company, Delta and DISPL;
- i) Valuation Report dated April 27, 2018, issued by M/s. Bharat Kotak & Co., Chartered Accountants
- j) Fairness Opinion Certificate dated April 27, 2018 issued by Turnaround Corporate Advisors Private Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the valuation as recommended by M/s. Bharat Kotak & Co., Chartered Accountants
- k) Observation Letter dated November 06, 2018 issued by Bombay Stock Exchange Limited to Datamatics Global Services Limited
- l) Observation Letter dated December 06, 2018 issued by National Stock Exchange of India Limited to Datamatics Global Services Limited
- m) Complaints Report dated June 11, 2018 submitted to BSE Limited and National Stock Exchange of India Limited by Datamatics Global Services Limited

16. General:

- a) The rights and interests of the Equity Shareholders of the Applicant Company, Delta and DISPL will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.
- b) There is no winding up proceedings pending against the Applicant Company as of date.
- c) This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Arrangements) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013 and corresponding Section 393 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956.

**For Datamatics Global Services Limited**  
**Sd/-**  
**Dr. Lalit S. Kanodia**  
**Chairman appointed for the meeting**

**Place:** Mumbai

**Date:** March 18, 2019

## **INFORMATION PURSUANT TO SUB-SECTION 2 OF SECTION 232 OF THE COMPANIES ACT, 2013, CIRCULATED FOR THE MEETING**

Dear Members,

Pursuant to Sub-section 2 of Section 232 of the Companies Act, 2013, where an Order has been made by the Tribunal under Sub-Section (1), the companies between which a compromise or arrangement is proposed shall circulate information for the meeting so ordered by the Tribunal.

Whereas the Hon'ble Mumbai Bench of the National Company Law Tribunal ("NCLT") has ordered the meeting of the Members to consider the proposed Scheme, in terms of Sub-section 2 of Section 232 of the Companies Act, 2013, the following information is circulated for the meeting:

- Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders (**Annexure A**).
- Valuation Report dated April 27, 2018, issued by M/s. Bharat Kotak & Co., Chartered Accountants (**Annexure B**).
- Fairness Opinion Certificate dated April 27, 2018 issued by Turnaround Corporate Advisors Private Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the valuation as recommended by M/s. Bharat Kotak & Co., Chartered Accountants (**Annexure C**).
- Observation Letter dated November 06, 2018 issued by Bombay Stock Exchange Limited to Datamatics Global Services Limited (**Annexure D**).
- Observation Letter dated December 06, 2018 issued by National Stock Exchange of India Limited to Datamatics Global Services Limited (**Annexure E**).
- Complaints Report dated June 11, 2018 submitted to BSE Limited and to National Stock Exchange of India Limited by Datamatics Global Services Limited (**Annexure F**).
- Compliance Report submitted to BSE and NSE by Datamatics Global Services Limited (**Annexure G**).
- Report adopted by the Board of Directors of Datamatics Global Services Limited pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 (**Annexure H**).
- Shareholding pattern of Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited pre and post Scheme (**Annexure I**).
- Abridged Prospectus for Delta Infosolutions Private Limited duly certified by Turnaround Corporate Advisors Private Limited, a SEBI Registered Merchant Banker (**Annexure J**).
- Audited Statement of Accounts as on May 31, 2018 of Delta Infosolutions Private Limited (**Annexure K**).
- Provisional Statement of Accounts as on September 30, 2018 of Datamatics Infotech Services Private Limited (**Annexure L**).
- Provisional Statement of Accounts as on September 30, 2018 of Datamatics Global Services Limited (**Annexure M**).

**For Datamatics Global Services Limited**

**Sd/-**

**Dr. Lalit S. Kanodia**

**Chairman appointed for the meeting**

**Place:** Mumbai

**Date:** March 18, 2019

**COMPOSITE SCHEME OF ARRANGEMENT**  
**UNDER SECTION 232 READ WITH SECTION 230 OF THE COMPANIES ACT, 2013 AND OTHER**  
**APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER**  
**BETWEEN**  
**DELTA INFOSOLUTIONS PRIVATE LIMITED**  
(“Demerged Company” for Part II of the Scheme  
And  
“Residual Transferor Company” for Part III of the Scheme)  
**AND**  
**DATAMATICS INFOTECH SERVICES PRIVATE LIMITED**  
(“Resulting Company” for Part II of the Scheme)  
**AND**  
**DATAMATICS GLOBAL SERVICES LIMITED**  
(“Transferee Company” for Part III of the Scheme)  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS**

**A. PREAMBLE**

This Composite Scheme of Arrangement (“Scheme”) 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, for demerger and vesting of Demerged Undertaking (hereinafter defined) of Delta Infosolutions Private Limited (“Demerged Company” for Part II of the Scheme) into Datamatics Infotech Services Private Limited (“Resulting Company” for Part II of the Scheme), on a going concern basis and thereafter amalgamation and vesting of residual Delta Infosolutions Private Limited (upon Part II becoming effective) (“Residual Transferor Company” for Part III of the Scheme) into Datamatics Global Services Limited (“Transferee Company” for Part III of the Scheme) in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal.

**B. DESCRIPTION OF COMPANIES**

Delta Infosolutions Private Limited (“Demerged Company” for Part II of the Scheme and “Residual Transferor Company” for Part III of the Scheme), was incorporated as a private limited company under the name and style of Delta Share Services Private Limited in the State of Maharashtra on 17<sup>th</sup> January 1992 vide Corporate Identity Number U72300MH1992PTC064911. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN AAACD3760B and email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com). Thereafter, its name was changed to its current name, Delta Infosolutions Private Limited, on December 14, 1998.

Datamatics Infotech Services Private Limited (“Resulting Company” for Part II of the Scheme), is a newly incorporated company and is incorporated as a private limited company in the State of Maharashtra on 28<sup>th</sup> March, 2018 vide Corporate Identity Number U74999MH2018PTC307296. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093 and having PAN – AAGCD6204N and email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com).

Datamatics Global Services Limited ("Transferee Company" for Part III of the Scheme), was incorporated as a private limited company in the State of Maharashtra on 3<sup>rd</sup> November, 1987 as Interface Software Resources Private Limited. The name of the Transferee Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On January 14, 1999, the Company became a deemed public company, pursuant to the provisions of section 43A of the Companies Act, 1956. The members of the Transferee Company passed a resolution on December 27, 1999, to convert the Company to public company. By a certificate dated January 13, 2000, the name of the Transferee Company was changed from Datamatics Technologies Private Limited to Datamatics Technologies Limited. The name of the Transferee Company was changed to its current name Datamatics Global Services Limited pursuant to a High Court order dated December 17, 2008. It has its Corporate Identity Number as L72200MH1987PLC045205. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN AAACD4471B and Email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com).

## **C. RATIONALE OF THE SCHEME**

### **1. Background**

Delta Infosolutions Private Limited, the Demerged Company / the Residual Transferor 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 Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), and other assets. The investments held by the Demerged Company / Residual Transferor Company is categorised into the strategic and non-strategic in nature. Primarily, strategic investments of the Demerged Company comprise of the investment in Datamatics Global Solutions Limited and promoter managed partnership firms, whereas the non-strategic investments held by the company consist of both listed and unlisted companies. Further, the earnings generated by the company is in the nature of dividend, interest, and profit on sale of non-strategic investments.

Datamatics Infotech Services Private Limited, the Resulting Company, is a newly incorporated company which will undertake itself in carrying business of providing complete data centre, data entry, conversion, data processing services on block time or shared time, self-service or operator assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management, telecommunication, software publishing and information technology for business, industrial and general purpose requirement on turnkey basis or otherwise in domestic markets and for exports. Further, it will also carry on the business of conducting research on and developing, improving, designing, marketing, selling, licensing and maintenance of software and program products in packages and to orders, relating to accounting, statistical, scientific or mathematical information and reports in domestic markets and for exports.

Datamatics Global Services Limited, a company listed on the BSE and the 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 America, Australia, Asia, Europe, and the Middle East.

## **2. Rationale for the Scheme**

### **2.1. Rationale for Part II of the Scheme which deals with demerger and vesting of the Demerged Undertaking of Delta Infosolutions Private Limited into Datamatics Infotech Services Private Limited, on a going concern basis:**

It is proposed to divest the Demerged Undertaking of the Demerged Company which mainly comprises of non-strategic investments in an array of financial securities like mutual funds, shares, debentures into the Resulting Company since it is envisaged that the following benefits would, inter alia, accrue to the Demerged Company and the Resulting Company:

- a) The divestment of the Demerged Undertaking from the Demerged Company would allow the Resulting Company 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
- b) By demerger of Demerged Undertaking into the Resulting Company, the financial resources will be conveniently merged and pooled with the resources of the Resulting Company, leading to utilisation of resources towards expansion and growth of the business of the Resulting Company.

### **2.2. Rationale for Part III of the Scheme which deals with the amalgamation and vesting of the Residual Transferor Company, Delta Infosolutions Private Limited (upon Part II becoming effective) into Datamatics Global Services Limited**

It is proposed to amalgamate the Residual Transferor Company into the Transferee Company by the Scheme, as a result of which the shareholders of the Residual Transferor Company (who along with the Residual Transferor Company are also the promoters of the Transferee Company) would directly hold shares in the Transferee Company since it is envisaged that the following benefits would, inter alia, accrue to the Transferee Company:

- a) The amalgamation will result in the promoters of the Residual Transferor Company 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;
- 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 the Residual Transferor Company into the Transferee Company;
- c) The promoters would continue to hold the same percentage of shares in the Transferee Company, pre and post the amalgamation. There would also be no change in the financial position of the Transferee Company.
- d) Further, the Scheme also provides that the shareholders of the Residual Transferor Company 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.

Accordingly, the Board of Directors of Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited, have formulated this Scheme for the transfer and vesting of all the assets of the Demerged Undertaking of the Demerged Company into the Resulting Company which would be followed by transfer and vesting of the Remaining Undertaking of the Residual Transferor Company into the Transferee Company pursuant to the provisions of Section 230-232 and other relevant provisions of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof).

### **3. Parts of the Scheme**

This Scheme is divided into the following parts:

**Part I** deals with the preliminary of the Scheme, definitions of the terms used in this Scheme, Objects and the Share Capital;

**Part II** deals with demerger and vesting of Demerged Undertaking (hereinafter defined) of Delta Infosolutions Private Limited into Datamatics Infotech Services Private Limited, on a going concern basis;

**Part III** deals with the amalgamation and vesting of Residual Transferor Company (Upon Part II becoming effective) into Datamatics Global Services Limited; and

**Part IV** deals with the General Terms and Conditions.

### **4. SEQUENCE OF EFFECTIVENESS OF THE SCHEME**

Upon the Scheme becoming effective, with effect from the Appointed Date, the following shall be deemed to have occurred and become effective and operative only in the order mentioned hereunder:

- (a) Part II which provides for with demerger and vesting of Demerged Undertaking (hereinafter defined) of the Demerged Company into the Resulting Company, on a going concern basis, shall be operative prior to coming effect of Part III; and
- (b) Part III which provides for amalgamation and vesting of the Residual Transferor Company (upon Part II becoming effective) into the Transferee Company shall take effect immediately after coming into effect of Part II.

## **PART I**

### **DEFINITIONS AND INTERPRETATION**

### **5. DEFINITIONS**

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 5.1. **“Act”** means the Companies Act, 1956 and/or Companies Act, 2013, to the extent its provisions relevant for this Scheme are notified and ordinances, rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force.
- 5.2. **“Appointed Date”** means the 1<sup>st</sup> day of April, 2019.

- 5.3. **“Board of Directors” or “Board”** means the Board of Directors of the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company as the case may be, and shall include a duly constituted committee thereof.
- 5.4. **“Demerger”** means the transfer by way of demerger in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961 of the Demerged Undertaking into the Resulting Company.
- 5.5. **“Delta” or “Demerged Company” or “Residual Transferor Company”** means Delta Infosolutions Private Limited having its Corporate Identity Number as U72300MH1992PTC064911, the Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN – AAACD3760B and Email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com).
- 5.6. **“DGSL” or “Transferee Company”** means Datamatics Global Services Limited having its Corporate Identity Number as L72200MH1987PLC045205, the Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN – AAACD4471B and email ID Email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com).
- 5.7. **“DISPL” or “Resulting Company”** means Datamatics Infotech Services Private Limited having its Corporate Identity Number as U74999MH2018PTC307296, the Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN – AAGCD6204N and Email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com).
- 5.8. **“Effective Date”** means the dates on which the Order of the NCLT sanctioning the Composite Scheme of Arrangement is filed with the Registrar of Company, Mumbai, Maharashtra State by the respective companies. Any references in this Scheme to the date of “coming into effect of this scheme” or “effectiveness of this scheme” or “Scheme taking effect” shall mean the Effective Date.
- 5.9. **“Encumbrance”** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever, and the term “Encumbered” shall be construed accordingly.
- 5.10. **“Governmental Authority”** means any applicable Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction and shall include any other authority which supersedes the existing authority.
- 5.11. **“Demerged Undertaking”** shall mean the business, on a going concern basis, of making investment which are non-strategic in nature in mutual funds, quoted shares, unquoted shares, debentures, cash and cash equivalents, partnership firms/LLP’s, loans and advances, other receivable assets, properties and liabilities and obligations of whatsoever nature and kind and wheresoever situated in India and outside India, of the Demerged Company as on the Appointed Date, belonging to, or forming part of, or relating or appertaining to, or attributable to the Demerged Undertaking of Demerged Company and shall include the following without limitation:
- a. all movable assets including financial securities like mutual funds, shares, and debentures, and the income generated therefrom, cash and cash equivalents, current assets (such as account receivables, loans and advances, and other movable assets pertaining to the Demerged Undertaking) any and all rights, programs, warranties, supports, title, interest, covenant,

intercompany deposits, liabilities including continuing rights, title and interest in connection with the movable properties whether leasehold or otherwise along with all present and future liability including contingent liabilities and debts of the Demerged Undertaking, if any;

- b. all assets (including leased assets), any continuing rights, title and interest in connection with the immovable properties, whether leasehold or otherwise of the Demerged Undertaking, if any;
- c. all contracts, agreements, deeds, arrangements, letters of intent, policies of insurance in connection with or in relation to the Demerged Undertaking, if any;
- d. all necessary records, files, documents, reports, papers, computer programs, manuals, data catalogues, sales and advertising materials, list of present and former customers and suppliers, customer pricing information and other records in physical or computerized form;
- e. all intellectual property rights created, developed or invented by employees in connection with the Demerged Undertaking, if any;
- f. all other property or assets, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent, owned, held, used or otherwise enjoyed by the Demerged Undertaking, if any;
- g. all debts, borrowings and liabilities, present or future, whether secured or unsecured of the Demerged Undertaking, if any, including its contingent liabilities;
- h. all permanent and contractual employees of the Demerged Company engaged in relation to the Demerged Undertaking, if any, at their respective offices and branches or otherwise, at their current terms and conditions;
- i. all customers, contracts, projects, works, benefits and privileges, tax credits, including CENVAT credits, GST Credits refunds, reimbursements, claims, exemptions, benefits under service tax laws, value added tax, purchase tax, sales tax or any other duty or tax or cess or imposts under central or state law including sales tax deferrals, advance taxes, tax deducted at source, right to carry forward and set-off unabsorbed losses, if any and depreciation, deductions and benefits under the Income Tax Act, 1961;
- j. all investments, current assets, funds, and loans and advances including accrued interest of the Demerged Undertaking, if any;

It is hereby clarified that where any question that may arise as to whether a specific asset whether tangible or intangible or liability or contracts or employee, pertains or does not pertain to the Demerged Undertaking, if any, or whether it arises out of the activities or operations of the Demerged Undertaking, if any, shall be decided by the Board of the Demerged Company, or any committee constituted thereof.

5.12. **“NCLT”** means National Company Law Tribunal, Mumbai Bench having jurisdiction in relation to the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company.

5.13. **“Record Date”** shall mean:

- (i) for Part II of the Scheme - the date to be fixed by the Board of Directors of the Resulting Company

for the purpose of issue of shares of the Resulting Company to the shareholders of the Demerged Company.

- (i) for Part III of the Scheme - the date to be fixed by the Board of Directors of the Transferee Company for the purpose of issue of shares of the Transferee Company to the shareholders of the Residual Transferor Company.

- 5.14. **“Remaining Undertaking”** means all the undertaking, businesses, activities and operations other than those comprised in the Demerged Undertaking business, including their respective properties, assets, investments and liabilities, warrants.
- 5.15. **“Scheme”** or **“the Scheme”** or **“this Scheme”** means this Composite Scheme of Arrangement including Schedules, as amended or modified, in its present form submitted to the NCLT for approval, with any modifications, as may be approved or imposed or directed by the NCLT or any other appropriate authority.
- 5.16. **“Transition period”** means period starting from the date immediately after the Appointed Date till the Effective Date.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 6. SHARE CAPITAL

- 6.1. The present share capital structure of the Demerged Company / Residual Transferor Company is as under—

Share Capital	Amount (Rupees)
Authorized Share Capital	
600,000 equity shares of Re. 1 each	6,00,000
650,000 Redeemable Preference shares of Re. 1 each	6,50,000
<b>TOTAL</b>	<b>12,50,000</b>
Issued, subscribed and paid-up Share Capital	
1,20,000 equity shares of Re. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

There is no change in the authorised, issued, subscribed and paid-up share capital of the Demerged Company / Residual Transferor Company from the date of approval of the scheme by the Board of Directors of the Demerged Company / Residual Transferor Company till filling of this Scheme with SEBI.

- 6.2. The present share capital structure of the Resulting Company is as under –

Share Capital	Amount (Rupees)
Authorized Share Capital	
10,00,000 equity shares of Re. 1 each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>
Issued, subscribed and paid-up Share Capital	
1,20,000 equity shares of Re. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

There is no change in the authorized, issued, subscribed and paid-up share capital of the Resulting Company, from the date of approval of the Scheme by the Board of Directors of the Resulting Company till filling of this Scheme with SEBI.

- 6.3. The present share capital structure of the Transferee Company is as under –

Share Capital	Amount (Rupees)
Authorized Share Capital	
10,40,00,000 equity shares of Rs. 5 each	52,00,00,000
4,55,50,000 Redeemable Preference shares of Rs. 10 each	45,55,00,000
<b>TOTAL</b>	<b>97,55,00,000</b>
Issued, subscribed and paid-up Share Capital	
5,89,49,337 equity shares of Rs. 5 each	29,47,46,685
<b>TOTAL</b>	<b>29,47,46,685</b>

There is no change in the authorized, issued, subscribed and paid-up share capital of the Transferee Company, from the date of approval of the Scheme by the Board of Directors of the Transferee Company till filling of this Scheme with SEBI.

## **7. DATE OF TAKING EFFECT AND OPERATIVE DATE**

- 7.1. The Scheme shall be effective in its present form or with any modification(s) approved or imposed or directed by the NCLT or any other appropriate authority and shall become effective from the Appointed Date as defined in Section 232(6) of the Act in terms of Clause 1.2 mentioned above.

## **PART II – DEMERGER AND VESTING OF DEMERGED UNDERTAKING OF DELTA INFOSOLUTIONS PRIVATE LIMITED INTO DATAMATICS INFOTECH SERVICES PRIVATE LIMITED, ON A GOING CONCERN BASIS**

### **8. TRANSFER AND VESTING OF DEMERGED UNDERTAKING INTO RESULTING COMPANY**

- 8.1. With effect from the Appointed Date and upon the Scheme becoming effective, the Demerged Undertaking of Demerged Company shall vest into the Resulting Company, as a going concern including all its properties and assets, whether movable or immovable, tangible or intangible, balance in bank, cash or investments and other assets of whatsoever nature and tax credits including under GST law, quotas, rights, consents, entitlements, licenses, certificates, permits, and facilities of every kind and description whatsoever for all intents and purposes, permissions under income tax and/or any other statutes, incentives, if any, without any further act or deed so as to become the business, properties and assets of the Resulting Company.
- 8.2. With effect from the Appointed Date and upon the Scheme becoming effective, all the movable assets of Demerged Undertaking or assets otherwise capable of transfer by manual delivery or by endorsement and delivery, including cash in hand, shall be physically handed over by manual delivery or by endorsement and delivery, to the Resulting Company to the end and intent that the property therein passes to the Resulting Company on such manual delivery or endorsement and delivery, without requiring any deed or instrument of conveyance for the same and shall become the property of the Resulting Company accordingly.
- 8.3. With effect from the Appointed Date and upon the Scheme becoming effective, in respect of movable assets of Demerged Undertaking, other than those specified in sub-Clause 8.2 above, the same shall,

without further act, instrument or deed, be vested and/ or deemed to be vested in Resulting Company pursuant to the provisions of Section 232 of the Act and the Demerged Company shall give notice in such form as it deems fit to such persons, that pursuant to the order of the NCLT, the said asset would be paid or made good to or held on account of, the Resulting Company, and the rights of the Demerged Company will vest with the Resulting Company upon this Scheme becoming operative.

- 8.4. With effect from the Appointed Date and upon the Scheme becoming effective, all debts, liabilities, contingent liabilities, duties, taxes, GST liabilities, and obligations of Demerged Undertaking, as on the Appointed Date, whether provided for or not, in the books of accounts of the Demerged Company, and all other liabilities which may accrue or arise after the Appointed Date but which relates to the Transition period, shall, pursuant to the Order of the NCLT or such other competent authority, as may be applicable under Section 232 and other applicable provisions of the Act, and without any further act or deed, be vested or deemed to be vested in and be assumed by the Resulting Company, so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company and the Resulting Company undertakes to meet, discharge and satisfy to the exclusion of the Demerged Company and to keep the Demerged Company indemnified at all times from and against all such debts, liabilities, contingent liabilities, duties, taxes and obligations of Demerged Undertaking from all actions, demands and proceedings in respect thereto.
- 8.5. The Resulting Company, may, at any time after this Scheme coming into effect, if required under law or otherwise, execute deeds of confirmation in favour of any other party with which the Demerged Company has a contract or arrangement, or give any such writing or do any such things, as may be necessary, to give effect to the above.
- 8.6. In so far as loans and borrowings of the Demerged Company pertaining to the loans and liabilities, which are to be vested to the Resulting Company as part of Demerged Undertaking shall, without any further act or deed, become loans and borrowings of the Resulting Company, and all rights, powers, duties and obligations in relation thereto shall be and stand vested in and shall be exercised by or against the Resulting Company as if it had entered into such loans and incurred such borrowings. Thus, the primary obligation to redeem or repay such liabilities upon the Scheme becoming effective shall be that of the Resulting Company. However, without prejudice to such vesting of liability amount, where considered necessary for the sake of convenience and towards facilitating single point creditor discharge, the Resulting Company may discharge such liability (including accretions thereto) by making payments on the respective due dates to the Demerged Company, which in turn shall make payments to the respective creditors.
- 8.7. The vesting of the assets comprised in Demerged Undertaking to the Resulting Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same as hereinafter provided.
- 8.8. The existing securities, mortgages, charges, encumbrances or liens or those, if any, created by the Demerged Company after the Appointed Date and during the Transition period, in terms of this Scheme, over the assets comprised in Demerged Undertaking, or any part thereof, shall be vested in the Resulting Company by virtue of this Scheme, and the same shall, after the Transition period, continue to relate and attach to such assets or any part thereof to which they relate or attached prior to the Transition period and are vested with the Resulting Company, and such Encumbrances shall not relate or attach to any of the other assets, of the Demerged Company.

- 8.9. In so far as the existing Encumbrance, if any, in respect of the loans, borrowings, debts, liabilities, is concerned, such Encumbrance shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in Demerged Undertaking which have been Encumbered in respect of the transferred liabilities as transferred to the Resulting Company pursuant to this Scheme. Provided that if any of the assets comprised in Demerged Undertaking which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the transferred liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or third party shall not affect the operation of the above.
- 8.10. In so far as the existing security in respect of the loans or borrowings of the Demerged Company and other liabilities relating to the Demerged Undertaking are concerned, such security shall, without any further act, instrument or deed be continued with the Demerged Company. The Demerged Company and the Resulting Company shall file necessary particulars and/or modification(s) of charge, with the Registrar of Companies to give formal effect to the above provisions, if required.
- 8.11. The foregoing provisions in so far as they relate to the vesting of liabilities with the Resulting Company shall operate, notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security documents, all of which instruments shall stand modified and/or superseded by the foregoing provisions.
- 8.12. With effect from the Appointed Date and during the Transition period, subject to the other provisions of the Scheme, all approvals, quotas, rights, consents, entitlements, licenses, certificates, permits, and facilities of every kind and description whatsoever, privileges, deeds, bonds, quality certifications and approvals, powers of attorneys, agreements and other instruments of whatsoever nature in relation to Demerged Undertaking to which the Demerged Company is a party, or the benefit to which the Demerged Company may be eligible, subsisting or operative immediately on or before the Effective Date, shall be in full force and effect against or in favour of the Resulting Company and may be enforced fully and effectively as if instead of the Demerged Company, the Resulting Company had been a party or beneficiary thereto so as to continuation of operations of the Demerged Undertaking by the Resulting Company without any hindrance or disruption after the Transition period. The Resulting Company shall enter into and/or issue and/or execute deeds, writings, endorsements or confirmation or enter into any tripartite agreement, confirmations or novations to which Demerged Company will, if necessary, also be a party, in order to give formal effect to the provisions of this Scheme, if so required or if it becomes necessary. Further, the Resulting Company shall be deemed to be authorized to execute any such deeds, writings, endorsements or confirmations on behalf of the Demerged Company and to implement or carry out all formalities required on the part of the Demerged Company to give effect to the provisions of this Scheme. In case a question arises as to whether a specific asset or liability or contracts or employee, pertains or does not pertain to Demerged Undertaking or whether it arises out of the activities or operations of Demerged Undertaking shall be decided by the Board of the Demerged Company, or any committee constituted thereof. A certificate issued by the Board of Directors or the committee thereof in this respect shall be a conclusive evidence of the matter.
- 8.13. With effect from the Appointed Date and upon the Scheme becoming effective, the entitlement to various benefits under incentive schemes and policies, if any, in relation to Demerged Undertaking of Demerged



Company shall stand vested in and/or be deemed to have been vested in the Resulting Company together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include (but shall not be limited to) income-tax, sales tax exemption / deferment, value added tax, turnover tax, excise duty, service tax, customs, export benefits and other incentives in relation to Demerged Undertaking of the Demerged Company to be claimed by the Resulting Company with effect from the Appointed Date as if the Resulting Company were originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued compliance by the Resulting Company of all the terms and conditions subject to which the benefits under such incentive schemes were made available to the Demerged Company. The Resulting Company shall be entitled to such benefits in its name, without any additional liabilities or expenses whatsoever.

- 8.14. Any tax liability under the Income-tax Act, 1961, Customs Act 1962, Central Excise Act, 1944, Goods and Services Tax Act, 2017, State Value Added Tax laws, Central Sales Tax Act, 1956 or other applicable laws/ regulations dealing with taxes/ duties/ levies (herein referred to as 'Tax Laws') allocable or related to Demerged Undertaking of the Demerged Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date related to Demerged Undertaking shall be vested with the Resulting Company.
- 8.15. All taxes (including income tax, goods and services tax, sales tax, excise duty, service tax, VAT etc.) paid or payable by the Demerged Company in respect of the operations and/ or the profits of Demerged Undertaking before the Appointed Date shall be on account of the Demerged Company and in so far as it relates to the tax payment (including, without limitation, sales tax, goods and services tax, excise duty, custom duty, income tax, service tax, VAT etc.) whether by way of deduction at source, advance tax or otherwise howsoever, by the Demerged Company in respect of the profits or activities or operations of Demerged Undertaking after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company and shall in all proceedings be dealt with accordingly.
- 8.16. On and from the Appointed Date, if any Certificate for Tax Deducted at Source or any other tax credit certificate relating to Demerged Undertaking of the Demerged Company is received in the name of the Demerged Company, it shall be deemed to have been received by the Resulting Company, which alone shall be entitled to claim credit for such tax deducted or paid.
- 8.17. On and from the Appointed Date, the benefit of all balances relating to CENVAT or GST or Service Tax or VAT being balances pertaining to Demerged Undertaking of the Demerged Company, if any, shall stand vested in the Resulting Company as if the transaction giving rise to the said balance or credit was a transaction carried out by the Resulting Company. The liabilities of Demerged Undertaking of the Demerged Company as on the Appointed Date shall stand vested in the Resulting Company, save as otherwise in respect of the liabilities which were met by the Demerged Company during the Transition period, which shall be construed to have been met by the Resulting Company as if the transaction giving rise to the said liability was a transaction carried out by the Resulting Company.
- 8.18. Upon the coming into effect of the Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, Schemes, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, and which are subsisting or have effect before the Appointed Date and during the Transition period, shall continue in full force and effect on or against or in favour, as the case may be, of the Resulting Company and may be enforced as fully and effectually

as if instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto or thereunder. All liabilities arising from all such contracts, deeds, bonds, agreements, Schemes, arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, and which are subsisting or have effect immediately before the Appointed Date, shall be on account of the Demerged Company and after the Appointed Date, the same shall be on account of the Resulting Company and shall, in all proceedings, be dealt with accordingly.

- 8.19. It is clarified that upon the Scheme coming into effect, all consents, permissions, licenses, approvals, certificates, insurance covers, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Demerged Company in relation to the Demerged Undertaking shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company, and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Resulting Company. All liabilities arising from all such consents, permissions, licenses, approvals, certificates, insurance covers, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Demerged Company in relation to the Demerged Undertaking, and which are subsisting or have effect immediately before the Appointed Date, shall be on account of the Demerged Company and after the Appointed Date, the same shall be on account of the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- 8.20. If any assets (including estate, claims, rights, title, interest in or authorities relating to any asset) or any contracts, deeds, bonds, agreements, Schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which the Demerged Company owns or to which the Demerged Company is a party to, cannot be transferred to the Resulting Company for any reason whatsoever, the Demerged Company shall hold such assets, contracts, deeds, bonds, agreements, Schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company, insofar as it is permissible so to do, till such time as the transfer is affected.
- 8.21. It is hereby clarified that the vesting of Demerged Undertaking in the Resulting Company shall be on a going concern basis. It is further clarified that the rest of the assets, Warrants and liabilities (other than those forming part of Demerged Undertaking or otherwise specified in this Scheme) of the Demerged Company shall continue to vest in the Demerged Company.

## **9. STAFF & EMPLOYEES**

- 9.1. Upon the Scheme coming into effect, all staff and employees of the Demerged Undertaking in service as at the end of the Transition period shall be deemed to have become staff and employees of the Resulting Company with effect from the Appointed Date, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them in the Demerged Company as at the end of the Transition period.
- 9.2. The equitable interest in accounts/funds of the employees and staff, if any, whose services are vested with the Resulting Company, relating to superannuation, provident fund and gratuity fund shall be identified, determined and vested with the respective trusts/funds of the Resulting Company and such employees shall be deemed to have become members of such trusts/funds of Resulting Company.

Until such time, the Demerged Company may, subject to necessary approvals and permissions, if any, continue to make contributions pertaining to the employees of the Demerged Undertaking to the relevant funds of the Demerged Company.

- 9.3. The Resulting Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Demerged Undertaking of the Demerged Company to which any of the Demerged Company is a party in order to give formal effect to the provisions of the Scheme. The Resulting Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Demerged Company.

## **10. LEGAL PROCEEDINGS**

- 10.1. If any suit, appeal or other legal proceedings of whatsoever nature by or against the Demerged Company in relation to the Demerged Undertaking is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the Demerger and by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Resulting Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company as if this Scheme had not been made. In the event that the legal proceedings referred to herein require the Demerged Company and the Resulting Company to be jointly treated as parties thereto, Resulting Company shall be added as party to such proceedings and shall prosecute and defend such proceedings in co-operation with the Demerged Company. In the event of any difference or difficulty in determining as to whether any specific legal or other proceeding relates to Demerged Undertaking or not, a certificate issued by the Board of Directors of the Demerged Company as to whether such proceeding relates to Demerged Undertaking or not, shall be conclusive evidence of the matter.
- 10.2. The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of Demerged Company.
- 10.3. After the Transition period, the Resulting Company shall and may, if required, initiate any legal proceedings in relation to the Demerged Undertaking of the Demerged Company.

## **11. CONSIDERATION**

- 11.1. Upon coming into effect of the Scheme and in consideration for demerger of Demerged Undertaking of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot equity shares of face value INR 1/- each, credited as fully paid up, to all the equity shareholders of the Demerged Company whose names appear in the register of members as on the Record Date of the Demerged Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, in the following proportion:

*One fully paid up Equity Shares of INR 1/- each of the Resulting Company shall be issued and allotted to the Equity Shareholders of the Demerged Company, in proportion to one equity share held by them in the Demerged Company.*

Equity shares shall be issued by the Resulting Company in dematerialized form to those equity shareholders of the Demerged Company respectively who hold shares of the Demerged Company in dematerialized form, in to the account in which the Demerged Company shares are held or such other account as is intimated by the shareholders to the Resulting Company and / or its Registrar. All those shareholders who hold shares of the Demerged Company in physical form shall also have the option to receive the equity shares in the Resulting Company in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Resulting Company and / or its Registrar. Otherwise, they would be issued equity shares in physical form.

- 11.2. The Resulting Company shall take necessary steps to increase or alter or re-classify, (if necessary), its authorized share capital suitably to enable it to issue and allot equity shares required to be issued and allotted by it under this Scheme.
- 11.3. Approval of this Scheme by the equity shareholders of the Resulting Company shall be deemed to be the due compliance of the provisions of section 62 of the Companies Act, 2013, and other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Resulting Company to the equity shareholders of the Demerged Company respectively, as provided in this Scheme.
- 11.4. The issue and allotment of equity shares by the Resulting Company to the equity shareholders of the Demerged Company as provided in this Scheme, shall be deemed, without any further act or deed by the Resulting Company, to be a private placement within the meaning of section 42 of the Companies Act, 2013 and it shall be deemed that the procedures laid down under the said section of the Act and any other applicable provisions of the Act were duly complied with.
- 11.5. The approval of this Scheme by the equity shareholders of both the companies under Sections 230 to 232 of the Act shall be deemed to have the approval under sections 13 and 14 of the Companies Act, 2013 and other applicable provisions of the Act and any other consents and approvals required in this regard.

## **12. BUSINESS AND PROPERTY IN TRUST FOR RESULTING COMPANY**

With effect from the Appointed Date and during the Transition period:

- 12.1. The Demerged Company shall be deemed to have been carrying on and shall carry on its business and activities, pertaining to the Demerged Undertaking of the Demerged Company, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all their properties and assets for and on account of and in trust for the Resulting Company. The Demerged Company undertakes to hold its said assets with utmost prudence until the Effective Date.
- 12.2. The Demerged Company shall carry on its business and activities, pertaining to the Demerged Undertaking of the Demerged Company, with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Resulting Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of any business or part, pertaining to the Demerged Undertaking of the Demerged Company, thereof.
- 12.3. All the profits or income accruing or arising to the Demerged Undertaking of the Demerged Company or expenditure or losses arising or incurred or suffered by the Demerged Undertaking of the Demerged Company, post the Appointed Date, shall for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of the Resulting Company.

- 12.4. The Demerged Company shall not vary the terms and conditions of employment of any of their employees, pertaining to the Demerged Undertaking of the Demerged Company, except in the ordinary course of business or without the prior consent of the Resulting Company or pursuant to any pre-existing obligation undertaken by them, as the case may be, prior to the Appointed Date.
- 12.5. The Demerged Company and the Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, approvals and sanctions, which may be required pursuant to this Scheme.
- 12.6. All accretions and depletions to the Demerged Undertaking shall be for and on account of the Resulting Company.
- 12.7. With effect from the Effective Date, the Resulting Company shall commence and carry on and shall be authorized to carry on the business carried on by the Demerged Undertaking of the Demerged Company in addition to the business of the Resulting Company.
- 12.8. The Demerged Company shall not utilize the profits or income of Demerged Undertaking, if any, for the purpose of declaring or paying any dividend or for any other purpose except in the ordinary course of Demerged Undertaking, without the prior written consent of the Resulting Company.

### **13. ACCOUNTING TREATMENT**

Upon the Scheme becoming effective, the Resulting Company and the Demerged Company shall account for demerger in their respective books of account as under:

#### **13.1. In the books of Resulting Company**

The Resulting Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards issued by Government u/s 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006 or the applicable standard prevailing.

#### **13.2. In the books of Demerged Company**

The Demerged Company shall give effect to the accounting treatment in its books of account in accordance with the relevant Indian Accounting Standard prescribed under Section 133 of the Act.

### **14. REDUCTION IN PAID UP SHARE CAPITAL OF THE RESULTING COMPANY**

- 14.1. Upon the issuance and allotment of equity shares pursuant to Clause 11 above, the existing shares i.e. shares held by the equity shareholders of the Resulting Company prior to the Scheme becoming effective shall stand cancelled without any further application, act, instrument or deed, as an integral part of this Scheme.
- 14.2. The share certificate(s) in relation to the shares held by the equity shareholders of the Resulting Company as on the date of issue and allotment above, shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and no new share certificates will be issued by the Resulting Company, in lieu of share certificates already held by existing shareholders of the Resulting Company in the Resulting Company.

- 14.3. Such reduction of share capital of the Resulting Company shall be effected as an integral part of the scheme and the orders of the NCLT sanctioning the scheme shall be deemed to be an order under section 66 of the Act confirming the reduction and no separate sanction under section 66 of the Act will be necessary.
- 14.4. Notwithstanding the reduction of capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.

**PART III – AMALGAMATION AND VESTING OF RESIDUAL DELTA INFOSOLUTIONS PRIVATE LIMITED (UPON PART II BECOMING EFFECTIVE) INTO DATAMATICS GLOBAL SERVICES LIMITED**

- 15. AMALGAMATION AND VESTING OF ASSETS AND LIABILITIES AND RESIDUAL BUSINESS OF RESIDUAL TRANSFEROR COMPANY (UPON PART II TAKING EFFECT) WITH THE TRANSFeree COMPANY**
- 15.1. Upon this Part II of this Scheme becoming effective and with effect from the Appointed Date and subject to the provisions of the Scheme and in accordance with the provisions of section 2(1B) of the Income-tax Act, 1961, the Residual Transferor Company shall, pursuant to the sanction of this Scheme by the NCLT and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company without any further act, instrument, deed matter or things so as to become business of the Transferee Company by virtue of and in the manner provided in the Scheme.
- 15.2. The business of the Residual Transferor Company carried on till the Appointed Date and thereon till the Effective Date, shall, under Sections 230 to 232 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, ongoing concern basis so as to become business of the Transferee Company by virtue of and in the manner provided in the Scheme.
- 15.3. Without prejudice to the generality of the above, upon the coming into effect of this scheme and with effect from the Appointed Date:
- a. All the assets, properties and entitlements of the Residual Transferor Company, of whatsoever nature and wheresoever situate and which are incapable of passing by manual delivery, shall under the provisions of Section 230 to 232 and all other provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to or vested in the Transferee Company as a going concern so as to become, as from the Appointed Date, the assets and properties of the Transferee Company.
  - b. Without prejudice to the above provisions, in respect of such of the assets and properties of the Residual Transferor Company, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Residual Transferor Company and shall upon such transfer become the assets and properties of the Transferee Company without requiring any deed or instrument or conveyance for the same.
  - c. In respect of the movables other than those dealt with in sub-clause (b) above including sundry debtors, receivables, bills, credits, loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, investments, earnest monies and deposits, if any, with

any Government, Semi-Government, local and other authorities and bodies, with any company or other person, the Residual Transferor Company, shall, if required give notice in such form as they may deem fit and proper, to each person, debtor or depositor, as the case may be, that pursuant to the NCLT having sanctioned the amalgamation of the Residual Transferor Company with the Transferee Company, under Sections 230 to 232 of the Act, the said debt, loan, advance or deposit be paid or made good or held on account of the Transferee Company as the person entitled thereto and that appropriate entry should be passed in its books to record the aforesaid change. The Transferee Company shall, if required, also give notice in such form as it may deem fit and proper to each person, debtor or depositor that, pursuant to NCLT having sanctioned the amalgamation of the Residual Transferor Company with the Transferee Company under Sections 230 to 232 of the Act, the said debt, loan, advance, balance or deposit be paid or made good or held on account of the Transferee Company.

- d. All the licenses, permits, quotas, approvals, trademarks, brands, permissions, registrations, incentives, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Residual Transferor Company and all rights and benefits that have accrued or which may accrue to the Residual Transferor Company, whether before or after the Appointed Date, shall pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to or vested in and be available to the Transferee Company so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.
- e. All Assets and properties of the Residual Transferor Company as on the Appointed Date, whether or not included in the books of the Residual Transferor Company, and all assets and properties, which are acquired by the Residual Transferor Company, on or after the Appointed Date, shall be deemed to be and shall become assets and properties of the Transferee Company by virtue of and in the manner provided in this Scheme.
- f. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is hereby clarified that with effect from the Appointed Date, and upon the scheme becoming effective, the benefits of all tax credits, tax losses etc. under various Acts including but not restricted to Income Tax Act, VAT, Excise Act etc. to which the Residual Transferor Company is entitled to shall vest in and become available to the Transferee Company. In so far as the various incentives, subsidies, tax benefits or any other exemptions of the Residual Transferor Company, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Residual Transferor Company or tax credits of the Residual Transferor Company, are concerned, the same shall vest with and be available to Transferee Company on the same terms and conditions.

15.4. Without prejudice to the generality of the above, upon coming into effect of this Scheme and with effect from the Appointed Date, all debts, liabilities, duties, obligations of every kind, nature and description of the Residual Transferor Company, and all the revenue as well as capital reserves of the Residual Transferor Company, shall pursuant to the sanction of the Scheme by the NCLT and pursuant to

the provisions of sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties, obligations and reserves of the Transferee Company on the same terms and conditions as were applicable to the Residual Transferor Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.

- 15.5. The transfer of property and liabilities, as above, shall not affect any transaction already concluded by the Residual Transferor Company till, on or after the Appointed Date and till the Effective Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Residual Transferor Company in regard thereto as done and executed by the Transferee Company on its own behalf. Furthermore, as from the Appointed Date, the Residual Transferor Company shall be deemed to have carried on and to be carrying on the business on behalf of and in trust for the Transferee Company until such time as the Scheme takes effect.
- 15.6. It is clarified that all owing, liabilities, duties and obligations of the Residual Transferor Company as on the Appointed Date whether provided for or not in the books of accounts of the Residual Transferor Company and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the day of the Appointed Date shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Residual Transferor Company or on any income earned from those assets. It is further clarified that, as and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued by or enforced against the Residual Transferor Company.
- 15.7. Loans, debt securities, Debentures or other obligations, if any, due between or amongst the Residual Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf with effect from the Appointed Date.
- 15.8. The transfer as aforesaid shall be subject to charges / hypothecations / mortgages over the assets or any part thereof provided, however, that any reference in any security document or any arrangements to which the Residual Transferor Company is a party, to the assets or properties of the Residual Transferor Company offered as security for any financial assistance or obligations to the secured creditor/s of the Residual Transferor Company, shall be construed only to be to the respective assets or properties of the Residual Transferor Company as are vested in the Transferee Company by virtue of this clause to the end and intent that such security, mortgage and charge shall not extend or be deemed to extend to any Assets or any other units or divisions of the Transferee Company unless specifically agreed to by the Transferee Company with such secured creditor/s and subject to consents and approvals of the existing secured creditors of the Transferee Company, if any. This Scheme shall not operate to enlarge / enhance any security created by the Transferee Company.

## **16. STAFF & EMPLOYEES**

- 16.1. Upon the Scheme becoming effective, the Transferee Company shall take over all the staff (including working Directors) in the service of the Residual Transferor Company immediately preceding Effective Date, and that they shall become the staff and employees, of the Transferee Company on the basis



that their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer. The terms and conditions of service applicable to such staff or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately preceding the transfer.

- 16.2. As far as Provident Fund, Gratuity Fund or any other Special Fund or schemes existing for the benefit of the employees of the Residual Transferor Company are concerned, upon the Scheme becoming effective, the Transferee Company shall be substituted for the Residual Transferor Company for all purposes whatsoever related to the administration / operation of such Funds or schemes or in relation to the obligation to make contribution to the said Funds or schemes in accordance with provisions of such Funds or Schemes or according to the terms provided in the respective Trust Deeds or other documents. All the rights, duties, powers and obligations of the Residual Transferor Company in relation to such Funds or Schemes shall become those of the Transferee Company and the services of the employees will be treated as being continuous for the purpose of the aforesaid Funds or Schemes.

## **17. LEGAL PROCEEDINGS**

- 17.1. If any suit, appeal or proceedings of whatsoever nature (hereinafter referred to as “the said proceedings”) by or against any of the Residual Transferor Company be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of amalgamation of the Residual Transferor Company or by anything in this Scheme, but the said proceedings may be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued and enforced, as the case may be, by or against the Residual Transferor Company if this Scheme had not been made.

## **18. AMALGAMATION NOT TO AFFECT TRANSACTIONS / CONTRACTS OF RESIDUAL TRANSFEROR COMPANY:**

- 18.1. The amalgamation of Residual Transferor Company and the continuance of the said proceedings by or against the Transferee Company shall not affect any transaction or proceedings already concluded by or against the Residual Transferor Company after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done or executed by the Residual Transferor Company after the Appointed Date as done and executed on its behalf. The said transfer and vesting pursuant to Section 232 of the Act, shall take effect from the Appointed Date unless the NCLT otherwise directs.

## **19. CONSIDERATION**

- 19.1. Upon the scheme becoming effective, there shall be no additional shares issued or allotted or any amount of consideration paid for such amalgamation.
- 19.2. Equity shares if any shall be issued by the Transferee Company in dematerialized form to those equity shareholders of the Residual Transferor Company respectively who hold shares of the Residual Transferor Company in dematerialized form, in to the account in which the Residual Transferor Company shares are held or such other account as is intimated by the shareholders to the Transferee Company and / or its Registrar. All those shareholders who hold shares of the Residual Transferor Company in physical form shall also have the option to receive the equity shares in the Transferee Company in dematerialized form provided the details of their account with the Depository Participant are intimated

in writing to the Transferee Company and / or its Registrar. Otherwise, they would be issued equity shares in physical form. Such shares shall be issued to all the equity shareholders of the Residual Transferor Company whose names appear in the register of members as on the Record Date or to their respective heirs, executors, administrators, or other legal representatives, or successors-in-title, as the case may be.

- 19.3. The Transferee Company shall take necessary steps to increase or alter or re-classify, (if necessary), its authorized share capital suitably to enable it to issue and allot equity shares required to be issued and allotted by it under this Scheme.
- 19.4. Approval of this Scheme by the equity shareholders of the Transferee Company shall be deemed to be the due compliance of the provisions of section 62 of the Companies Act, 2013, and other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Transferee Company to the equity shareholders of the Residual Transferor Company respectively, as provided in this Scheme.
- 19.5. The issue and allotment of equity shares by the Transferee Company to the equity shareholders of the Residual Transferor Company as provided in this Scheme, shall be deemed, without any further act or deed by the Transferee Company, to be a private placement within the meaning of section 42 of the Companies Act, 2013 and it shall be deemed that the procedures laid down under the said section of the Act and any other applicable provisions of the Act were duly complied with.
- 19.6. Upon issue and allotment of equity shares of the Transferee Company, the fractional entitlements of shares to any shareholders of DIPL shall be rounded off to the nearest integer. A fraction of less than half shall be rounded down to the nearest lower integer and a fraction of half or more shall be rounded up to the nearest higher integer. However, in no event, shall the number of new equity shares to be allotted by the Transferee Company to the members of Residual Transferor Company exceed the number of equity shares held by the Transferor Company in the Transferee Company on the effective date.
- 19.7. The approval of this Scheme by the equity shareholders of both the companies under Sections 230 to 232 of the Act shall be deemed to have the approval under sections 13 and 14 of the Companies Act, 2013 and other applicable provisions of the Act and any other consents and approvals required in this regard.
- 19.8. The shares issued under this clause shall, in compliance with the applicable laws, be listed and admitted to trading on the stock exchanges pursuant to this scheme and the relevant SEBI circular. The Transferee Company shall make all requisite applications and shall otherwise comply with the provisions of the relevant SEBI circular and applicable laws and promptly take all steps to procure the listing of the shares issued by it pursuant to this clause.

## **20. ACCOUNTING TREATMENT**

- 20.1. Amalgamation of the Residual Transferor Company with the Transferee Company would be accounted in the books of the Transferee Company for by way of as per the IndAS 103 (Accounting for Business Combinations) and any other relevant Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013.

## **21. INCREASE IN AUTHORISED SHARE CAPITAL OF THE TRANSFeree COMPANY**

- 21.1. Upon the Scheme being finally effective, the Authorised Capital of the Residual Transferor Company will get merged with that of the Transferee Company without payment of additional fees and duties as the said fees have already been paid and the Authorised Capital of the Transferee Company will be increased to that effect without any compliances in respect of the notices, meetings etc. but only by filing requisite statutory forms with the Registrar of Companies.
- 21.2. Thus, on the Scheme becoming effective the capital clause of the Transferee Company will read as follows:

### *“Clause V*

- a) *The Authorised Share Capital of the Company is Rs. 97,67,50,000 comprising of 10,42,50,000 (Ten Crores Forty Two Lakhs Fifty Thousand) Equity Shares of Rs. 5 each and 4,55,50,000 (Four Crore Fifty Five Lakhs Fifty Thousand) Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as provided in the Articles of Association of the company for the time being. The Company shall have the power to increase or reduce the capital of the Company and to divide the shares in the capital into two classes and to attach to respectively such preferential, qualified or special rights, privileges or conditions as may be determine by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company*

## **22. CONDUCT OF BUSINESS**

### **22.1. Residual Transferor Company as Trustee**

- a. With effect from the Appointed Date and up to and including Effective Date, the Residual Transferor Company shall carry on and shall be deemed to have carried on all their business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Residual Transferor Company on account of and for the benefit of and in trust for, the Transferee Company, as the transferee company is taking over the business as going concern. The Residual Transferor Company shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall neither undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for themselves or on behalf of any third parties, sell, transfer, alienate, charge, mortgage or encumber or deal with the assets of the Residual Transferor Company or any part thereof save and except in the ordinary course of business as carried on by them as on the date of filing of this Scheme with the NCLT or if written consent of the Transferee Company has been obtained.

### **22.2. Profit or Losses up to Effective Date**

- a. With effect from the Appointed Date and upto and including the Effective Date, all profits or incomes accruing or arising to the Residual Transferor Company or all expenditure or losses incurred or arising, as the case may be, by the Residual Transferor Company shall, for all purposes, be treated and deemed to be and accrue as the profits or incomes or expenditures or losses, as the case may be, of the Transferee Company.

### 22.3. Taxes

- a. All taxes paid or payable by the Residual Transferor Company in respect of the operations and / or profits of the business before the Appointed Date and from the appointed date till the Effective Date, shall be on account of the Residual Transferor Company and in so far as it relates to the tax payment by the Residual Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.
- b. Any refund under Income Tax Act, 1961 or other applicable laws or regulations dealing with taxes allocable or related to the business of the Residual Transferor Company and due to the Residual Transferor Company consequent to the assessment made on the Residual Transferor Company shall also belong to and be received by the Transferee Company
- c. All taxes benefits of any nature, duties, cesses or any other like payments or deductions available to Residual Transferor Company under Income Tax, Sales Tax, Value Added Tax, Service Tax etc. or any Tax deduction/Collections at Source, MAT Credit, tax credits, benefits of CENVAT credits, benefits of input credits up to the Effective Date shall be deemed to have been on account of or paid by the Transferee Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Transferee company upon the passing of the order by the NCLT.

### **23. CANCELTION OF INTER-SE INVESTMENT BETWEEN THE TRANSFEROR COMPANY AND THE TRANSFEE COMPANY**

- 23.1. On the scheme becoming effective, the investment of equity shares held by the Transferor Company in the Transferee Company shall stand cancelled. Accordingly, the share capital of the Transferee Company shall stand reduced to the extent of face value of shares held by the Transferor Company in the Transferee Company and such reduction shall be adjusted against the balance of Capital Reserve created pursuant to clause 20 above. Equivalent number of shares cancelled, shall be issued and allotted to the shareholders of the Residual Transferor Company.
- 23.2. Pursuant to the Scheme becoming effective, the investment in the Transferee Company held by the Transferor Company shall be adjusted against the balance in capital reserve appearing in the books of the Transferee Company prior to the Scheme becoming effective and the balance, if any, shall further be adjusted against the balance in capital redemption reserve appearing in the books of the Transferee Company prior to the Scheme becoming effective.
- 23.3. The adjustment against the capital reserve and/ or capital redemption reserve, as per Clause 23.1 and 23.2 above, shall be effected as an integral part of the scheme and the orders of the NCLT sanctioning the scheme shall be deemed to be an order under section 66 of the Act confirming the reduction and no separate sanction under section 66 of the Act will be necessary.
- 23.4. Notwithstanding the reduction of capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.

### **24. ENFORCEMENT OF CONTRACTS, DEEDS, BONDS & OTHER INSTRUMENTS:**

- 24.1. Subject to other provisions contained in this Scheme, all contracts, deeds, bonds, agreements and other instruments of whatever nature to which the Residual Transferor Company is a party subsisting

or having effect immediately before the Amalgamation, shall remain in full force and effect against or, as the case may be, in favour of the Transferee Company and may be enforced as fully and effectively as if instead of the Residual Transferor Company, the Transferee Company was a party thereto. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that amalgamation and vesting of the Residual Transferor Company occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds, confirmations or other writings or arrangements to which the Residual Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Residual Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Residual Transferor Company to be carried out or performed.

- 24.2. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Residual Transferor Company shall stand transferred to the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the Government Authorities concerned as may be necessary in this behalf.

**25. MATTERS RELATING TO SHARE CERTIFICATES:**

- 25.1. The Share Certificates held by the Shareholders of the Residual Transferor Company shall automatically stand cancelled without any necessity of them being surrendered to the Transferee Company.

**PART IV - GENERAL TERMS AND CONDITIONS**

**26. APPLICATION TO NCLT**

- 26.1. Necessary applications and / or petitions by the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company shall be made for the sanction of the Composite Scheme of Arrangement to the NCLT, for sanctioning of this Scheme under the provisions of law and obtain all approvals as may be required under the law.

**27. MODIFICATION OR AMENDMENTS TO THE SCHEME**

- 27.1. Subject to approval of NCLT, the respective Boards or the respective authorized representative appointed by the Board of the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company may assent to any modifications, alterations or amendments of this Scheme or any conditions which the NCLT and / or any other competent authority may deem fit to direct or impose and the said respective Boards and after dissolution of the Demerged Company / Residual Transferor Company, the Board of the Resulting Company and Transferee Company may do all such acts, things and deeds necessary in connection with or to carry out the Scheme into effect and take such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any order of the NCLT or any directions or order of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and / or matters concerned or connected therewith.

- 27.2. The Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company may withdraw this Scheme prior to the Effective Date at any time.

## **28. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS**

The Scheme is conditional upon and subject to:

- 28.1. The approval by the requisite majorities of the respective members of the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company, as required under the Act and directed by the NCLT.
- 28.2. The Scheme being approved by a shareholders' resolution of the Transferee Company passed by way of postal ballot/e-voting in terms of Para I(A)(9) of Annexure 1 of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and other SEBI guidelines, as may be amended from time to time wherein presently the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.
- 28.3. The sanction or approval of the authorities concerned being obtained and granted in respect of any of the matters for which such sanction or approval being required.
- 28.4. The sanction of the Scheme by the NCLT under Sections 230 to 232 of the Act and other applicable provisions of the Act.
- 28.5. The requisite orders of the NCLT being obtained for sanctioning the Scheme under Section 230 read with Section 232 of the Act being filed with the concerned Registrar of Companies.

## **29. OPERATIVE DATE OF THE SCHEME**

- 29.1. The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

## **30. BINDING EFFECT**

- 30.1. Upon the Scheme becoming effective, the same shall be binding on the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company and all concerned parties without any further act, deed, matter or thing.

## **31. EFFECT OF NON-RECEIPT OF APPROVALS**

- 31.1. In the event any of the said approvals or sanctions referred to above not being obtained or conditions enumerated in the Scheme not being complied with, or for any other reason, the Scheme cannot be implemented, the Boards of Directors or committee empowered thereof of the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, the Scheme shall become null and void and shall stand revoked, cancelled and be of no effect and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

## **32. GIVING EFFECT TO THE SCHEME**

For the purpose of giving effect to the Scheme, the Board of Directors of the Demerged Company / Residual Transferor Company, Resulting Company and the Transferee Company or any Committee thereof, is authorized to give such directions as may be necessary or desirable and to settle as they

may deem fit, any question, doubt or difficulty that may arise in connection with or in the working of the Scheme and to do all acts, deeds and things necessary for carrying into effect the Scheme.

### **33. DISSOLUTION OF THE RESIDUAL TRANSFEROR COMPANY**

- 33.1. Upon the Scheme being sanctioned by an Order made by the NCLT under Sections 230 to 232 of the Act, the Residual Transferor Company shall stand dissolved without winding up on the Effective Date.

### **34. COSTS**

- 34.1. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Demerged Company/ Residual Transferor Company.



# Bharat Kotak & Co.

## Chartered Accountants

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**STRICTLY PRIVATE & CONFIDENTIAL**

28<sup>th</sup> June, 2018

**The Board of Directors,  
Delta Infosolutions Private Limited**  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East,  
Mumbai – 400 093

**The Board of Directors,  
Datamatics Infotech Services Private Limited**  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East,  
Mumbai – 400 093

**The Board of Directors,  
Datamatics Global Services Limited**  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East,  
Mumbai – 400 093

**Re: Share Exchange / Swap Ratio for the Proposed amalgamation and vesting  
of the residual Delta Infosolutions Private Limited (post demerger) into  
Datamatics Global Services Limited**

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This is in reference to your request for providing summary workings of fair value per share and fair exchange ratio for the proposed amalgamation and vesting of the residual Delta Infosolutions Private Limited (post demerger) ('Delta') into Datamatics Global Services Limited ('DGSL') for submission with the stock exchanges in the format as prescribed by the stock exchanges in Ref. No. NSE/CML/2017/12 dated June 01, 2017 by the National Stock Exchange and LIST/COMP/02/2017-18 dated May 29, 2017 by the Bombay Stock Exchange.

Delta holds 3,18,13,742 shares of DGSL. Upon the effective date, pursuant to the amalgamation of Delta into DGSL, the entire shareholding of Delta in DGSL will be cancelled (as a company cannot hold its own shares) and the same number of shares of DGSL will be issued to the existing shareholders of Delta, who are a part of promoter group.

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305B, Merigold,  
Ram Mandir Road,  
Opp. Saraswati Vidya Mandir,  
Vazira, Borivali (West),  
Mumbai – 400 091



Upon the scheme becoming effective, there is no additional consideration being discharged under the scheme except shares of DGSL being issued to the shareholders of Delta in lieu of equal number of shares as held by Delta in DGSL being cancelled. Thus, for every fresh issue of shares of DGSL to the shareholders of Delta, there is a corresponding cancellation of an equal number of existing equity shares in DGSL held by Delta.

Also, there would be no change in the aggregate promoters' shareholding in DGSL and would not affect the interest of other shareholders of DGSL.

Accordingly, valuation approaches (i.e. Asset approach, Income approach and Market approach) as indicated in the formats circulated by Stock Exchanges have not been undertaken as they are not contextual and relevant in the instant case and thus, may be considered as deemed compliance.

Hope the above clarifies.

Thank you,

Yours faithfully,  
For **Bharat Kotak & Co.**  
Chartered Accountants  
Firm Registration No. 135832W

  
**CA Bharat K. Kotak**  
Proprietor  
Membership No.015045  
Date: 28<sup>th</sup> June, 2018  
Place: Mumbai





# Bharat Kotak & Co.

## Chartered Accountants

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**STRICTLY PRIVATE & CONFIDENTIAL**

27<sup>th</sup> April 2018

**The Board of Directors,  
Delta Infosolutions Private Limited**

Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East,  
Mumbai - 400093

**The Board of Directors,  
Datamatics Infotech Services Private Limited**

Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East,  
Mumbai - 400093

**The Board of Directors,  
Datamatics Global Services Limited**

Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East,  
Mumbai - 400093

**Re: Recommendation of Share Exchange / Swap Ratio for the Proposed De-merger of Demerged Undertaking (as defined in the Scheme) of Delta Infosolutions Private Limited into Datamatics Infotech Services Private Limited] and for the Proposed amalgamation and vesting of the residual Delta Infosolutions Private Limited (post demerger) into Datamatics Global Services Limited**

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Dear Sirs,

We understand that the management of Delta Infosolutions Private Limited (hereinafter referred to as the "DIPL"), Datamatics Infotech Services Private Limited (hereinafter referred to as the "DISPL") and Datamatics Global Services Limited (hereinafter referred to as the "DGSL"), is contemplating a Scheme of Arrangement between DIPL, DISPL and DGSL and its respective shareholders, pursuant to provisions of Section 230 to Section 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder (hereinafter referred to as "the Scheme").

The Part II of the draft scheme deals with the proposed De-merger of Demerged Undertaking (as defined in the Scheme) of DIPL into DISPL.

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305B, Merigold,  
Ram Mandir Road,  
Saraswati Vidya Mandir,  
Vazira, Borivali (West),  
Mumbai - 400 091

The Part III of the draft scheme deals with the proposed amalgamation and vesting of the residual DIPL (post demerger) into DGSL.

In respect to the proposed demerger of of demerged undertaking of DIPL into DISPL and proposed amalgamation of vesting of the residual DIPL (post demerger) into DGSL, we have been requested to recommend Share Exchange / Swap Ratio in respect of equity shares held by the Equity Shareholders of DIPL, being the Demerged Company for Part II of the scheme and Residual Transferor Company for Part III of the scheme.

In the following paragraphs, we have summarized our understanding of the key facts; key information relied upon, valuation approach and limitations to our scope of work. Our report is structured as under:

1. Purpose of Valuation
2. Background
3. Information relied upon
4. Valuation Approach
5. Share Exchange / Swap ratio - Equity Shares and Preference Shares
6. Exclusions and Scope Limitations

## **1. PURPOSE OF VALUATION**

- 1.1 We have been informed by the management of DIPL, DISPL and DGSL (hereinafter referred to as the "Management") that they are considering a proposal for demerger of demerged undertaking of DIPL into DISPL in accordance with Section 2(19AA) of the Income Tax Act, 1961 and amalgamation and vesting of the residual DIPL (post demerger) into DGSL in accordance with Section 2(1B) of the Income Tax Act, 1961 and pursuant to provisions of under Section 230 to section 232 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules framed thereunder.
- 1.2 Subject to necessary approvals, the demerged undertaking of DIPL would be demerged into DISPL with effect from the Appointed Date of June 1, 2018 and shares will be issued by DISPL to the equity shareholders of DIPL. Further, the residual DIPL (post demerger) would be amalgamated and vested into DGSL with effect from the Appointed Date of June 1, 2018 and shares will be issued by DGSL to the equity shareholders of DIPL.
- 1.3 In this regard, M/s. Bharat Kotak & Co, Chartered Accountants have been appointed to recommend the share exchange/ swap ratio.

## **2. BACKGROUND**

### **2.1 DELTA INFOSOLUTIONS PRIVATE LIMITED**

- 2.1.1 Delta Infosolutions Private Limited ("DIPL") is a company having its Corporate Identity Number as U72300MH1992PTC064911, the Registered Office is situated at



Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093.

- 2.1.2 The authorised, issued, subscribed and paid-up Share Capital of DIPL is as under:-

Share Capital	Amount (Rupees)
Authorized Share Capital – divided into 600,000 equity shares of Rs. 1 each	6,00,000
Authorized Share Capital – divided into 650,000 Redeemable Preference shares of Rs. 1 each	6,50,000
<b>TOTAL</b>	<b>12,50,000</b>
Issued, subscribed and paid-up Share Capital – divided into 1,20,000 equity shares of Rs. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

- 2.1.3 DIPL 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.

## 2.2 DATAMATICS INFOTECH SERVICES PRIVATE LIMITED

- 2.2.1 Datamatics Infotech Services Private Limited ("DISPL") is a company having its Corporate Identity Number as U74999MH2018PTC307296, the Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093.

- 2.2.2 The authorised, issued, subscribed and paid-up Share Capital of DISPL is as under:-

Share Capital	Amount (Rupees)
Authorized Share Capital – divided into 10,00,000 equity shares of Rs. 1 each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>
Issued, subscribed and paid-up Share Capital - divided into 1,20,000 equity shares of Rs. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

- 2.2.3 DISPL is a newly incorporated company which is incorporated with the objective of carrying on the business of providing complete data centre, data entry, conversion, data processing services on block time or shared time, self-service or operator



assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management, telecommunication, software publishing and information technology for business, industrial and general purpose requirement on turnkey basis or otherwise in domestic markets and for exports.

### 2.3 DATAMATICS GLOBAL SERVICES LIMITED

2.3.1 Datamatics Global Services Limited ("DGSL"), was incorporated as a private limited company in the State of Maharashtra on 3rd November, 1987 as Interface Software Resources Private Limited. The name of the Transferee Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On January 14, 1999, the Company became a deemed public company, pursuant to the provisions of section 43A of the Companies Act, 1956. The members of the Transferee Company passed a resolution on December 27, 1999, to convert the Company to public company. By a certificate dated January 13, 2000, the name of the Transferee Company was changed from Datamatics Technologies Private Limited to Datamatics Technologies Limited. The name of the Transferee Company was changed to its current name Datamatics Global Services Limited pursuant to a High Court order dated December 17, 2008. It has its Corporate Identity Number as L72200MH1987PLC045205, the Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093.

2.3.2 The authorised, issued, subscribed and paid-up Share Capital of DGSL is as under:-

Share Capital	Amount (Rupees)
Authorized Share Capital - divided into 10,40,00,000 equity shares of Rs. 5 each	52,00,00,000
Authorized Share Capital - divided into 4,55,50,000 Redeemable Preference shares of Rs. 10 each	45,55,00,000
<b>TOTAL</b>	<b>97,55,00,000</b>
Issued, subscribed and paid-up Share Capital - divided into 5,89,49,337 equity shares of Rs. 5 each	29,47,46,685
<b>TOTAL</b>	<b>29,47,46,685</b>

2.3.3 DGSL, a company listed on the Bombay Stock Exchange and the National Stock Exchange, 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.

### **3. INFORMATION RELIED UPON**

- 3.1 We have placed reliance on the information and explanations provided by the Management of the respective companies and their respective advisors and authorized representatives. We have primarily relied upon the financial information provided by DIPL, DISPL and DGSL.
- 3.2 Some of the key information relied upon as under:
- (a) Audited financial statements of DIPL and DGSL for the year ended March 31, 2017;
  - (b) Management certified financial statements for DIPL, DISPL and DGSL for the period ended March 31, 2018;
  - (c) Shareholding of DIPL, DISPL and DGSL as on March 31, 2018, as duly certified;
  - (d) Draft Scheme of Arrangement (as duly certified by the Management) under Sections 230 to Section 232 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules framed thereunder;
  - (e) DIPL, DISPL and DGSL are a part of the Kanodia family group ('the Group');
  - (f) The Management of the companies (DIPL, DISPL and DGSL) has represented that since the companies are a part of the same Group, hence, no fair value be determined in respect of assets held by these Companies;
  - (g) Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern, and other relevant information; and
  - (h) Such other information and explanations as we required and which have been provided from time to time by the Management and their advisors and authorized representatives.

### **4. VALUATION APPROACH**

- 4.1 We understand that Appointed Date would be June 1, 2018. For the purpose of valuation we have relied upon the Management certified financials of DIPL, DISPL and DGSL as on March 31, 2018 and other information as provided by the Management and their respective advisors and authorized representatives.
- 4.2 Based on review of the information made available and discussions made with the Management, authorized representatives and advisors of DIPL, DISPL and DGSL, some of the important factors considered for valuation analysis are as under:

For Part II of the Scheme - Proposed De-merger of Demerged Undertaking (as defined in the Scheme) of DIPL into DISPL.

- (a) Due consideration is given to the fact that DIPL and DISPL are part of the same Group and the entire share capital is owned and controlled either directly or indirectly by the same Group;



- (b) Thus, under the post-demerger scenario, DIPL and DISPL, would continue to be owned and controlled by the same Group in the same proportion as their shareholdings in DIPL in the manner provided under the Scheme;
- (c) As represented by the Management, terms of the Scheme have been agreed by the shareholders and Board as a part of commercial and business arrangement for segregation of businesses under separate entities for their independent growth;
- (d) Accordingly, there is no change in the beneficial ownership of DIPL and DISPL under pre-demerger and post-demerger scenarios;
- (e) As represented by the Management, upon coming into effect of the Scheme, existing shares of DISPL held by shareholders in DISPL prior to the Demerger taking effect shall be cancelled as an integral part of the Scheme and new equity shares of DISPL shall be issued to the shareholders of DIPL in the same proportion to their shareholdings presently in DIPL for creation of separate entities with identical shareholding pattern and segregated businesses;
- (f) As represented by the Management, the companies (DIPL and DISPL), for the purpose of determining share exchange ratio, we have not considered fair value in respect of assets held by these Companies as the Management is desirous of creation of separate entity housing the demerged undertaking business with identical shareholding pattern as that of DIPL; and
- (g) Pursuant to the demerger, it is proposed that the consideration would be discharged by way of issue of Equity shares by DISPL to the shareholders of DIPL.

For Part III of the Scheme - Proposed amalgamation and vesting of the residual DIPL (post demerger) into DGSL.

- (a) As represented by the Management, DIPL holds 3,18,13,742 equity shares of DGSL. Upon merger of DIPL into DGSL, the shareholders of DIPL would be entitled to same number of shares of DGSL which they own on the effective date of the proposed merger indirectly through their holding in DIPL. Pursuant to the amalgamation, there would be no change in paid up share capital of DGSL;
- (b) Further, we understand that the shareholders of DIPL shall indemnify DGSL for losses, liabilities, costs, charges, expenses, proceedings or claims and including interests and penalties discharged by DGSL which may devolve on DGSL on account of amalgamation of DIPL into DGSL but would not have been payable by DGSL otherwise, in the form and manner as may be agreed amongst DGSL and the shareholders of DIPL. Thus, DGSL will not bear any expenses pursuant to the amalgamation.

- 4.3 It is universally recognized that the valuation is not an exact science and that estimating values necessarily involves selecting a method of approach that is suitable for the purpose. The application of any particular method of valuation depends upon various factors including nature of its business, overall objective of demerger and amalgamation between entities and the purpose of valuation.





## 5. SHARE EXCHANGE / SWAP RATIO

- 5.1 The fair basis of demerger and merger respectively would have to be determined after taking into consideration all the factors and methodology mentioned hereinabove. It is however important to note that in doing so, we are not attempting to arrive at the absolute value per share of DIPL, DISPL and DGSL. Our exercise is to work out Share Exchange / Swap Ratio for the proposed demerger and merger.
- 5.2 In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

*'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'*

- 5.3 In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in our opinion, share exchange / swap ratio after giving due consideration to the Management representations and the fact that under post-demerger scenario DISPL is proposed to have identical present shareholding pattern as that of DIPL, would be fair and reasonable:

***'One fully paid up Equity Shares of INR 1/- each of DISPL shall be issued and allotted to the Equity Shareholders of DIPL, in proportion to one equity share held by them in DIPL'***

- 5.4 In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove earlier in this report, in our opinion, share exchange / swap ratio after giving due consideration to the Management representations and the fact that all the shareholders of DIPL are and will, upon amalgamation, remain ultimate beneficial owners in DGSL in the same ratio (inter-se) as they hold shares prior to the amalgamation and that the interest of other shareholders in DGSL remains unaffected, would be fair and reasonable:





***'3,18,13,742 fully paid equity shares of INR 5/- each of DGSL to be issued and allotted to the Equity Shareholders of DIPL, in proportion to their holdings in DIPL in the event of amalgamation of DIPL into DGSL'***

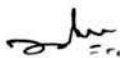
**6. EXCLUSIONS AND SCOPE LIMITATIONS**

- 6.1 Our report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 6.2 No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.
- 6.3 Our work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report is as per agreed terms of our engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 6.4 A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular and the commercial and business arrangement between the Companies, its Shareholders and its Board. This report is issued on the understanding that the Companies have drawn our attention to all material information, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, including any significant changes that have taken place or are likely to take place in the financial position, subsequent to the report date. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- 6.5 The course of work, we have relied upon assumptions and representations made by Management of the Companies. These assumptions require the exercise of judgment and are subject to uncertainties. There can be no assurance that the assumptions are accurate, because events and circumstances do not occur as expected, and differences may be material.
- 6.6 In the course of the valuation, we were provided with both written and verbal information. We have evaluated the information provided to us by the Companies through broad inquiry, analysis and review. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.



- 6.7 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed de-merger and merger with the provisions of any law including companies, taxation and related laws or as regards any legal implications or issues arising from such proposed de-merger and merger.
- 6.8 The information contained herein and our report is confidential. Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed de-merger and merger as aforesaid, can be done only with our prior permission in writing.
- 6.9 This report is prepared only in connection with the proposed de-merger and merger exclusively for the use of the Companies and for submission to any regulatory/statutory authority as may be required under any law.
- 6.10 This document has been prepared solely for the purpose of assisting the Management of both the Companies, under consideration, in determining the share exchange/ swap ratio.
- 6.11 By its very nature, valuation work cannot be regarded as an exact science the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single value. Although our conclusions are in our opinion reasonable, it is quite possible that others may not agree.
- 6.12 M/s. Bharat Kotak & Co, nor its partners, managers, employees or agents or any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thank you,  
Yours faithfully,  
For **Bharat Kotak & Co.**  
Chartered Accountants  
Firm Registration No. 135832W



**CA Bharat K. Kotak**  
Proprietor  
Membership No.015045  
Date: 27<sup>th</sup> April 2018  
Place: Mumbai





# TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

A SEBI Registered Category-I Merchant Banker

April 27, 2018

Ref: TCA/FO- DGSL/ Fairness Opinion/18-19

To,

Board of Directors

Datamatics Global Services Limited

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

MIDC, Andheri (East) Mumbai- 400093,

Maharashtra

Dear Sirs,

**Subject: Fairness Opinion on Share Exchange Ratio for the purpose of:**

- A. proposed demerger of Demerged Undertaking of Delta Infosolutions Private Limited (as defined in the proposed scheme) from Delta Infosolutions Private Limited and its consequent vesting into Datamatics Infotech Services Private Limited; and
- B. proposed amalgamation and vesting of Residual Delta Infosolutions Private Limited (as defined in the proposed scheme) into Datamatics Global Services Limited [post demerger as mentioned in point A above],

under a proposed composite scheme of Arrangement under Sections 230 to 232 of Companies Act, 2013.

## 1. Background:

We, M/s Turnaround Corporate Advisors Private Limited, a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012290 have been appointed by M/s Datamatics Global Services Limited having its registered office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai- 400093, Maharashtra ("DGSL" or "Transferee Company") to provide a fairness opinion on share exchange ratio recommended by M/s Bharat Kotak & Co., Chartered Accountants ("hereinafter referred to as "Valuer"), who were the appointed Valuer under a proposed composite scheme of arrangement ("scheme" or "proposed scheme") for the purpose of:



CIN: U74140DL2015PTC278474 SEBI Registration No.: MB/INM000012290  
Corporate & Registered Office: 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi-110058  
Tel: +91-11-45510390 Email: info@tcagroup.in Website: www.tcagroup.in



**TURNAROUND**

A SEBI Registered Category-I Merchant Banker

- A. proposed demerger of Demerged Undertaking of Delta Infosolutions Private Limited as defined in the proposed scheme ("hereinafter referred to as "Demerged Undertaking") from Delta Infosolutions Private Limited ("DIPL" or "Demerged Company") and its consequent vesting into Datamatics Infotech Services Private Limited ("DISPL" or "Resulting Company") ["Part II of the Proposed Scheme/ "Proposed Demerger"]; and
- B. proposed amalgamation and vesting of Residual Delta Infosolutions Private Limited as defined in the proposed scheme ("hereinafter referred to as "Residual DIPL") into Datamatics Global Services Limited ("DGSL" or "Transferee Company") [post demerger as mentioned in point A above] ["Part III of the Proposed Scheme"/ "Proposed Amalgamation"];

2. Brief Background about the Companies:

- A. Datamatics Global Services Limited ("DGSL" or "Transferee Company") is an existing company incorporated on November 03, 1987 under the provisions of the Companies Act, 1956. The present registered office of DGSL is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai- 400093, Maharashtra. DGSL 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, DGSL 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, DGSL has a strong presence across the Americas, Australia, Asia, Europe, and the Middle East.

The Equity Shares of DGSL are listed at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

- B. Delta Infosolutions Private Limited ("DIPL" or "Demerged Company") is an existing company incorporated on January 17, 1992 under the provisions of the Companies Act, 1956. The registered office of DIPL is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai- 400093, Maharashtra.



TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

CIN: U74140DL2015PTC278474 SEBI Registration No.: MB/INM000012290

Corporate & Registered Office: 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi-110058  
Tel: +91-11-45510390 Email: info@tcagroup.in Website: www.tcagroup.in

DIPL 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.

The investments held by DIPL is categorised into the strategic and non-strategic in nature. Primarily, strategic investments of the DIPL comprise of the investment in Datamatics Global Services Limited and promoter managed partnership firms, whereas the non-strategic investments held by DIPL consist of investments in both listed and unlisted companies.

DIPL is holding company of DGSL. As on the date of this Report, DIPL is holding 31,813,742 Equity Shares of DGSL equivalent to 53.97% of Equity Share Capital of DGSL.

- C. **Datamatics Infotech Services Private Limited ("DISPL" or "Resulting Company")** is a newly incorporated company, incorporated on March 28, 2018 under the provisions of the Companies Act, 2013. The registered office of DISPL is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai- 400093, Maharashtra.

DISPL, a newly incorporated company, is proposed to carrying business of providing complete data centre, data entry, conversion, data processing services on block time or shared time, self-service or operator assisted basis, technical and management consultancy services in all areas of computers, computer oriented systems, computer programming, facilities management, telecommunication, software publishing and information technology for business, industrial and general purpose requirement on turnkey basis or otherwise in domestic markets and for exports. Further, it will also carry on the business of conducting research on and developing, improving, designing, marketing, selling, licensing and maintenance of software and program products in packages and to orders, relating to accounting, statistical, scientific or mathematical information and reports in domestic markets and for exports.



The term "Companies" wherever used hereinafter in this report shall collectively refer to DGSL, DIPL and DISPL.



### 3. About Turnaround Corporate Advisors Private Limited:

Turnaround Corporate Advisors Private Limited (hereinafter referred to as "Turnaround" or "TCA" or "we" or "us") is a Private Limited Company incorporated under the provisions of the Companies Act, 2013 with the Registrar of Companies, NCT of Delhi and Haryana. TCA is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: MB/INM000012290.

### 4. Scope and Purpose of the Opinion

This Fairness Opinion is being issued in terms of the requirement of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The purpose of the opinion is to safeguard the interest of the shareholders of the Companies and this opinion shall be made available to the Boards of Directors and Shareholders of the Companies at the time of their respective meetings to pass the necessary resolutions for the approving and adopting the proposed scheme of demerger and, to the extent mandatorily required under applicable laws of India, may be produced before judicial, regulatory or governmental authorities, in connection with the proposed demerger.

This opinion is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

### 5. Sources of the Information

We have received the following information from the management of DGSL for the purpose of our opinion:

- Draft Proposed Composite Scheme of Arrangement under Sections 230 to 232 of Companies Act, 2013 between DGSL, DIPL and DISPL & their respective Shareholders and Creditors.
- Report on share exchange ratio by M/s Bharat Kotak & Co., Chartered Accountants, dated April 27, 2018.

In addition to the above, we have also obtained explanations and other information as considered necessary by us for our exercise from the management of DGSL.



## 6. Fairness Opinion

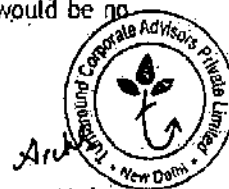
We have reviewed the important factors considered by the Valuer for the purpose of valuation analysis. A brief summary of some of the important factors considered by the Valuer are as follows:

### A. With respect to Proposed Demerger

- i. Pursuant to Demerger, it is proposed that consideration would be discharged by way of issue of Equity Shares by DISPL to the Shareholders of DIPL.
- ii. DIPL and DISPL are part of the same group and entire share capital is owned and controlled, either directly or indirectly, by the same group.
- iii. Post Proposed Demerger, DIPL and DISPL would continue to be owned and controlled by the same group in the same proportion as their shareholdings in DIPL in the manner provided in the scheme.
- iv. The purpose of the scheme is segregation of businesses under separate entities for their independent growth.
- v. Upon coming into effect of the scheme, existing equity shares of DISPL held by the shareholders of DISPL immediately prior to the Demerger shall be cancelled as an integral part of the scheme and new equity shares shall be issued to the shareholders of DIPL in the same proportion to their shareholdings presently in DIPL for creation of separate entities with identical shareholding pattern and segregated business.
- vi. Based on representation by the management of DIPL and DISPL, for the purpose of determining share exchange ratio, Valuer has not considered fair value in respect of assets held by these companies as the entire share capital of DIPL and DISPL is owned and controlled either directly or indirectly by the same group; accordingly there will be no change in the beneficial ownership of pre-demerger and post-amalgamation of DIPL and DISPL.

### B. With respect to Proposed Amalgamation

- i. DIPL holds 31,813,742 Equity Shares of DGSL. Upon merger of Residual DIPL into DGSL, the shareholders of DIPL would be entitled to the same number of shares of DGSL which they own on the effective date of proposed amalgamation indirectly through their holdings in DIPL. Pursuant to the amalgamation, there would be no change in paid up share capital of DGSL.



- ii. Shareholders of DIPL shall indemnify DGSL for losses, liabilities, costs, charges, expenses, proceedings or claims including interest and penalties discharged by DGSL which may devolve on DGSL on account of amalgamation of residual DIPL into DGSL but would not have been payable by DGSL otherwise, in the form and manner as may be agreed amongst DGSL and shareholders of DIPL. Thus, DGSL will not bear any expenses pursuant to the amalgamation.

As stated in the Share Exchange Ratio Report, Valuer has recommended the following share exchange ratio:

**A. For the purpose of Proposed Demerger**

*One fully paid up Equity Share of Re. 1 each of DISPL shall be issued and allotted to the Equity Shareholders of DIPL, in proportion to one equity share held by them in DIPL.*

**B. For the purpose of Proposed Amalgamation**

*3,18,13,742 (Three Crore Eighteen Lakh Thirteen Thousand Seven Hundred Forty Two) Equity Shares of Rs. 05 each of DGSL be issued and allotted to the Equity Shareholders of DIPL, in proportion to their holdings in DIPL, in the event of amalgamation of DIPL to DGSL.*

Based on the information and data made available to us including the Share Exchange Ratio Report and the proposed composite scheme of arrangement and subject to disclaimers as mentioned in this report, we are of the opinion that, the Share exchange ratio, as suggested by M/s Bharat Kotak & Co., Chartered Accountants, is fair and reasonable.

**7. Disclaimer:**

Our scope of work did not include the following:-

- An audit of the financial statements of DGSL, DIPL and DISPL.
- Carrying out a market survey / financial feasibility for the Business of DGSL, DIPL and DISPL.
- Financial and Legal due diligence of DGSL, DIPL and DISPL.





It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of DGSL.

We have not carried out any independent verification of the accuracy and completeness of all information as stated above. We have not reviewed any other documents other than those stated above.

We do not assume any obligation to update, revise or reaffirm this Share Exchange Ratio Report because of events or transactions occurring subsequent to the date of this report.

We understand that the management of DGSL during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our opinion. In this opinion we have included all such information and matters as was received by us from the management of DGSL.


The fee for our services is not contingent upon the result of the proposed demerger.

The management of DGSL, DIPL and DISPL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this opinion available to any party other than those required by statute for carrying out the limited purpose of this opinion. This opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified in this opinion, under any Indian or Foreign Law, Statute, Act, Guidelines or similar instructions. We would not be responsible for any litigation or other actual or threatened claims.

In no event, will TCA, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Thanking You

For Turnaround Corporate Advisors Private Limited



(ARCHANA SHARMA)  
Senior Vice President





DCS/AMAL/SV/R37/1332/2018-19

November 06, 2018

The Company Secretary,  
**Datamatics Global Services Ltd.**  
 Plot No. 58, Knowledge Centre, Street No. 17,  
 MIDC, Andheri (E), Mumbai, Maharashtra, 400093

Sir,

**Sub: Observation letter regarding the Draft Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective shareholders.**

We are in receipt of Draft Scheme of Arrangement Draft Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited. filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated October 29, 2018 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
 Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India  
 T: 1 91 22 2272 1234/331 E: corp.com@bseindia.com/www.bseindia.com  
 Corporate Identity Number: L67120M112005PLC155188

(2)

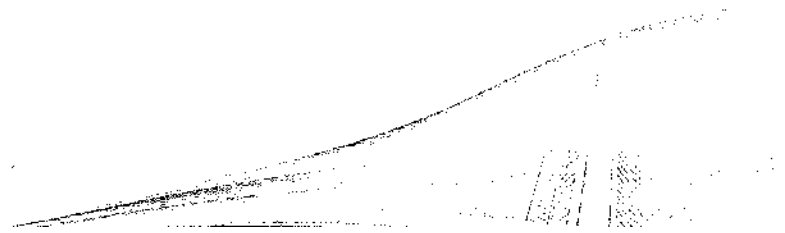
any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



**Nitinkumar Pujari**  
Senior Manager





**National Stock Exchange Of India Limited**

Ref: NSE/LIST/18742

December 06, 2018

The Company Secretary  
Datamatics Global Services Limited  
Knowledge Centre, Plot No. 58,  
Street No. 17, MIDC,  
Andheri (East) Mumbai 400093

**Kind Attn.: Ms. Divya Kumat**

Dear Madam,

**Sub: Observation Letter for Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited, Datamatics Global Services Limited and their respective shareholders**

We are in receipt of the Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited, Datamatics Global Services Limited and their respective shareholders vide application dated May 02, 2018.

Based on our letter reference no Ref: NSE/LIST/16398 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated October 29, 2018, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.



Signer: Rajendra P Bhosale  
Date: Thu, Dec 6, 2018 19:31:51 IST  
Location: NSE

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, By-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from December 06, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Rajendra Bhosale  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL  
[http://www.nseindia.com/corporates/content/further\\_issues.html](http://www.nseindia.com/corporates/content/further_issues.html)

This Document is Digitally Signed

## Annexure - F

### 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



#### Complaint Report

##### Part A

Sr. No	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

##### Part B

Sr. No	Name of complainant	Date of complaint	Status (Resolved / Pending)
Not Applicable			

For Datamatics Global Services Limited

R.D. Shah

Raj Shah  
Authorised Signatory



Date: July 26, 2018

Place: Mumbai

## 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



**Compliance Report with the requirements specified in Annexure IV of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 ("Circulars")**

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Composite Scheme of Arrangement for demerger and vesting of Demerged Undertaking of Delta Infosolutions Private Limited into Datamatics Infotech Services Private Limited, on a going concern basis and thereafter amalgamation and vesting of residual Delta Infosolutions Private Limited into Datamatics Global Services Limited**

It is hereby certified that the draft Composite Scheme of Arrangement involving Datamatics Global Services Limited, Delta Infosolutions Private Limited and Datamatics Infotech Services Private Limited, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, including the following:

Sr. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements.
2	Regulation 11 of LODR Regulations	Compliance with securities laws.
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting.

**Divya Kumrat**  
EVP, Chief Legal Officer & Company Secretary



**Rahul Kanodia**  
Vice-Chairman & CEO

Certified that the transactions / accounting treatment provided in the draft composite scheme of arrangement involving Datamatics Global Services Limited, Delta Infosolutions Private Limited and Datamatics Infotech Services Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.



**Sandeep Mantri**  
Chief Financial Officer

**Rahul Kanodia**  
Vice-Chairman & CEO

## **Annexure - H**

### **REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DATAMATICS GLOBAL SERVICES LIMITED AT ITS MEETING HELD ON THE 27<sup>th</sup> DAY OF APRIL, 2018 EXPLAINING EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL.**

As per Section 232 (2)(c) of the Companies Act, 2013, a report adopted by the Directors explaining effect of arrangement and arrangement on Equity Shareholders, Key Managerial Personnel, laying out in particular the Share Exchange ratio is required to be circulated to the Shareholders.

Having regard to the applicability of the aforesaid provisions, following report was placed before the Board and was duly adopted:

1. For the Scheme, the Valuation Report was obtained from Bharat Kotak & Co., Chartered Accountants, who had recommended the following share exchange ratio in their report dated 27<sup>th</sup> April, 2018.

#### **Consideration for Demerger of “Demerged Undertaking” from Demerged Company into Resulting Company**

Upon coming into effect of the Scheme and in consideration for demerger of Demerged Undertaking of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot equity shares of face value INR 1/- each, credited as fully paid up, to all the equity shareholders of the Demerged Company whose names appear in the register of members as on the Record Date of the Demerged Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, in the following proportion:

*One fully paid up Equity Shares of INR 1/- each of the Resulting Company shall be issued and allotted to the Equity Shareholders of the Demerged Company, in proportion to one equity share held by them in the Demerged Company.*

#### **Consideration for Amalgamation of Residual Transferor Company (post demerger of its Demerged Undertaking into Resulting Company) with the Applicant Company**

The investment of equity shares held by the Delta in Applicant Company as on the record date shall stand cancelled.

No additional consideration should be paid to the shareholders of Delta.

Upon coming into effect of this Scheme, for the amalgamation of Residual Transferor Company with the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further payment, issue and allot fully paid up new equity shares as defined in Clause 19 of the Scheme.

2. Effect of Scheme on equity shareholders [promoter and non-promoter] of Datamatics Global Services Limited

Pursuant to Scheme, shares held by Delta Infosolutions Private Limited in Datamatics Global Services Limited will get cancelled and equivalent shares will be issued by Datamatics Global Services Limited to the shareholders of Delta Infosolutions Private Limited.

Hence, both promoter and non-promoter shareholders are not adversely impacted pursuant to Scheme. The proportion of shareholding of the promoter group and non-promoters in the Transferee Company will remain the same.

3. Effect of Scheme on Directors and KMPs of Datamatics Global Services Limited

The Scheme is not expected to have any effect on the Directors and KMPs of the Company. Further, no change in the Board of the Company is envisaged on account of the Scheme.



**Pre Scheme Shareholding of Datamatics Global Services Limited****Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED****Script Code and name : NSE - DATAMATICS, BSE - 532528****Pre scheme shareholding pattern filed under Reg. 31(1)(b)**

Sr. No.	Particulars	Promoter and Promoter Group	Public	Non Promoter Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table I - Summary Statement holding of specified securities  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)			No of shares underlying outstanding convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities as a % of diluted share capital (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number of equity shares held in denaturaliz ed form (XIV)
								Class X	Class Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	12	4,30,51,314	-	-	4,30,51,314	73.03	4,30,51,314	-	4,30,51,314	-	-	-	-	-	-	4,30,51,314
(B)	Public	22,125	1,58,98,023	-	-	1,58,98,023	26.97	1,58,98,023	-	1,58,98,023	-	-	-	-	-	-	1,58,98,023
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	22,137	5,89,49,337	-	-	5,89,49,337	100.00	5,89,49,337	-	5,89,49,337	-	-	-	-	-	-	5,89,49,337



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table III - Statement showing Shareholding Pattern of the Public shareholder  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

Sr. No.	Category and Name of the shareholders (i)	No. of share holders (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No of shares underlying outstanding convertible Securities (including warrants) (x)	Total Shareholding as a % assuming full conversion of convertible securities/as a percentage of diluted share capital (xi)	Number of Locked in shares (xii)		Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class	X	Y			No.	(a)	No.	(a)	
<b>1</b>	<b>Institutions</b>																
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	3,07,165	-	-	3,07,165	0.52	-	3,07,165	-	0.52	-	-	-	-	-	3,07,165
(f)	Financial Institutions / Banks	-	94,115	-	-	94,115	0.16	-	94,115	-	0.16	-	-	-	-	-	94,115
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii)(a)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (Bk1)	9	4,01,280	-	-	4,01,280	0.68	-	4,01,280	-	0.68	-	-	-	-	-	4,01,280
(2)	Central Government/State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (Bk2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>3</b>	<b>Non-Institutions</b>																
(a-i)	Individuals - shareholders holding nominal share capital up to Rs. 2 Lakh	21,329	84,80,018	-	-	84,80,018	14.39	-	84,80,018	-	14.39	-	-	-	-	-	83,67,145
(a-ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	21	41,71,000	-	-	41,71,000	7.08	-	41,71,000	-	7.08	-	-	-	-	-	41,71,000
	SHAUNAK JAGDISH SHAH	-	9,99,149	-	-	9,99,149	1.69	-	9,99,149	-	1.69	-	-	-	-	-	9,99,149
	JAGDISH AMRITLAL SHAH	-	7,48,395	-	-	7,48,395	1.27	-	7,48,395	-	1.27	-	-	-	-	-	7,48,395
(b)	NBFCs registered with RBI	6	5,870	-	-	5,870	0.01	-	5,870	-	0.01	-	-	-	-	-	5,870
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	760	28,39,855	-	-	28,39,855	4.82	-	28,39,855	-	4.82	-	-	-	-	-	28,39,855
(f)	NRI Rept.	290	3,64,540	-	-	3,64,540	0.62	-	3,64,540	-	0.62	-	-	-	-	-	3,64,540
(g)	NRI Non-Rept	116	1,04,628	-	-	1,04,628	0.18	-	1,04,628	-	0.18	-	-	-	-	-	1,04,628
(h)	Trusts	2	1,065	-	-	1,065	0.00	-	1,065	-	0.00	-	-	-	-	-	1,065
(i)	OCB	1	2,47,000	-	-	2,47,000	0.42	-	2,47,000	-	0.42	-	-	-	-	-	2,47,000
(j)	Foreign National	1	15,550	-	-	15,550	0.03	-	15,550	-	0.03	-	-	-	-	-	15,550
(k)	Clearing Member	49	73,810	-	-	73,810	0.13	-	73,810	-	0.13	-	-	-	-	-	73,810
(l)	Bodies Corporate	300	19,94,636	-	-	19,94,636	3.38	-	19,94,636	-	3.38	-	-	-	-	-	19,94,636
(m)	Any Other	1	38,626	-	-	38,626	0.07	-	38,626	-	0.07	-	-	-	-	-	38,626
	Sub Total (Bk3)	22,116	1,54,96,743	-	-	1,54,96,743	26.29	-	1,54,96,743	-	26.29	-	-	-	-	-	1,54,96,743
	Total Public Shareholding	22,125	1,58,98,023	-	-	1,58,98,023	26.97	-	1,58,98,023	-	26.97	-	-	-	-	-	1,55,37,450
	(B)=(B1)+(B2)+(B3)																



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table III - Statement showing Shareholding Pattern of the Public shareholder  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

Sr. No	Category and Name of the shareholders (I)	No. of share holders (II)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)			No of shares underlying outstanding convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class	X	Y	Total as a % of Total voting rights (X)		No (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b) (Not applicable)	
<b>1</b>	<b>Institutions</b>																
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	3,07,165	-	-	3,07,165	0.52	-	-	-	0.52	-	-	-	-	-	3,07,165
(f)	Financial Institutions / Banks	-	94,115	-	-	94,115	0.16	-	-	-	0.16	-	-	-	-	-	94,115
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)(i)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (BX1)	9	4,01,280	-	-	4,01,280	0.68	-	-	-	0.68	-	-	-	-	-	4,01,280
(2)	Central Government/State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (BX2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>3</b>	<b>Non-Institutions</b>																
(a-i)	Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	21,329	84,80,018	-	-	84,80,018	14.38	-	-	-	14.39	-	-	-	-	-	83,67,145
	Sub Total (BX3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	41,71,000
(a-ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	21	41,71,000	-	-	41,71,000	7.08	-	-	-	7.08	-	-	-	-	-	9,99,149
	SHAUNAK JAGDISH SHAH	-	9,99,149	-	-	9,99,149	1.69	-	-	-	1.69	-	-	-	-	-	7,48,395
(b)	JAGDISH ANRITLAL SHAH	-	7,48,395	-	-	7,48,395	1.27	-	-	-	1.27	-	-	-	-	-	5,870
(c)	NBFCs registered with RBI	6	5,870	-	-	5,870	0.01	-	-	-	0.01	-	-	-	-	-	-
(d)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Overseas Depositories (holding DRs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	760	28,39,855	-	-	28,39,855	4.82	-	-	-	4.82	-	-	-	-	-	25,92,155
(i)	NRI Rep.	290	3,64,540	-	-	3,64,540	0.62	-	-	-	0.62	-	-	-	-	-	3,64,540
(ii)	NRI Non-Rep	116	1,04,628	-	-	1,04,628	0.18	-	-	-	0.18	-	-	-	-	-	1,04,628
(iii)	Trusts	2	1,065	-	-	1,065	0.00	-	-	-	0.00	-	-	-	-	-	1,065
(iv)	OCB	1	2,47,000	-	-	2,47,000	0.42	-	-	-	0.42	-	-	-	-	-	-
(v)	Foreign National	1	15,550	-	-	15,550	0.03	-	-	-	0.03	-	-	-	-	-	15,550
(vi)	Clearing Member	49	73,810	-	-	73,810	0.13	-	-	-	0.13	-	-	-	-	-	73,810
(vii)	Bodies Corporate	300	19,94,636	-	-	19,94,636	3.38	-	-	-	3.38	-	-	-	-	-	19,94,136
(viii)	Any Other	-	38,626	-	-	38,626	0.07	-	-	-	0.07	-	-	-	-	-	38,626
(x)	Sub Total (BX3)	22,116	1,54,96,743	-	-	1,54,96,743	26.29	-	-	-	26.29	-	-	-	-	-	1,51,36,170
	Total Public Shareholding (B)=(B1)+(B2)+(B3)	22,125	1,58,98,023	-	-	1,58,98,023	26.97	-	-	-	26.97	-	-	-	-	-	1,55,37,490



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

Category and Name of the shareholders (i)	No. of shares (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities (ix)			No of shares underlying convertible securities (including warrants) (x)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
							No of voting Rights Class	Total	Total as a % of Total voting rights			No. (i)	As a % of total shares held (ii)	No. (i)	As a % of total shares held (ii)	
(1) Custodian/ DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



**Post Scheme Shareholding of Datamatics Global Services Limited**

**Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED**

**Script Code and name : NSE - DATAMATICS, BSE - 532528**

**Post scheme shareholding pattern filed under Reg. 31(1)(b)**

Sr. No.	Particulars	Promoter and Promoter Group	Public	Non Promoter Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table I - Summary Statement holding of specified securities  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)
								Class X	Class Y	Total (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	12	4,30,51,314	-	-	4,30,51,314	73.03	4,30,51,314	-	4,30,51,314.00	-	-	-	-	-	-	4,30,51,314
(B)	Public	22,125	1,58,98,023	-	-	1,58,98,023	26.97	1,58,98,023	-	1,58,98,023.00	-	-	-	-	-	-	1,58,98,023
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	22,137	5,89,49,337	-	-	5,89,49,337	100.00	5,89,49,337	-	5,89,49,337.00	-	-	-	-	-	-	5,89,49,337



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

1	Category and Name of the shareholders (i)	No. of shares held (ii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities as a percentage of diluted share capital (X)/(VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (a)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(a) Indian	Individual/Hindu Undivided Family	11	3,24,47,794	-	-	3,24,47,794	55.04	3,24,47,794	-	3,24,47,794	55.04	55.04	-	-	-	-	3,24,47,794
	ASHA LALIT KANODIA	-	86,08,609	-	-	86,08,609	14.60	-	-	86,08,609	14.60	14.60	-	-	-	-	86,08,609
	LALIT SURAJMAL KANODIA	-	85,34,346	-	-	85,34,346	14.48	-	-	85,34,346	14.48	14.48	-	-	-	-	85,34,346
	PRIYADARSHINI KANODIA	-	14,73,735	-	-	14,73,735	2.50	-	-	14,73,735	2.50	2.50	-	-	-	-	14,73,735
	SAMEER LALIT KANODIA	-	1,20,76,378	-	-	1,20,76,378	20.49	-	-	1,20,76,378	20.49	20.49	-	-	-	-	1,20,76,378
	ANEESHA ADITYA DALMIA	-	13,52,874	-	-	13,52,874	2.29	-	-	13,52,874	2.29	2.29	-	-	-	-	13,52,874
	AMRITA VIDUR BHOGILAL	-	3,19,143	-	-	3,19,143	0.54	-	-	3,19,143	0.54	0.54	-	-	-	-	3,19,143
	LALIT S KANODIA HUF-2	-	74,264	-	-	74,264	0.13	-	-	74,264	0.13	0.13	-	-	-	-	74,264
	YOGENDRA SURAJMAL KANODIA	-	6,500	-	-	6,500	0.01	-	-	6,500	0.01	0.01	-	-	-	-	6,500
	RAHUL LALIT KANODIA	-	1,700	-	-	1,700	0.00	-	-	1,700	0.00	0.00	-	-	-	-	1,700
	CHANDRAVATI S KANODIA	-	209	-	-	209	0.00	-	-	209	0.00	0.00	-	-	-	-	209
	Central Government/State Government(s)	-	36	-	-	36	0.00	-	-	36	0.00	0.00	-	-	-	-	36
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	VIBRANT TRUST	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Sub Total (A)(1)	12	1,06,03,520	-	-	1,06,03,520	17.99	1,06,03,520	-	1,06,03,520	17.99	17.99	-	-	-	-	1,06,03,520
	Foreign	-	4,30,51,314	-	-	4,30,51,314	73.03	4,30,51,314	-	4,30,51,314	73.03	73.03	-	-	-	-	4,30,51,314
	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group	12	4,30,51,314	-	-	4,30,51,314	73.03	4,30,51,314	-	4,30,51,314	73.03	73.03	-	-	-	-	4,30,51,314
	(A)=(A)(1)+(A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-





Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table III - Statement showing Shareholding Pattern of the Public shareholder  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value ₹.00

Sr. No	Category and Name of the shareholders (i)	No. of shares orders held (ii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculated as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities (ix)			Total as a % of Total voting rights (x)	No of shares underlying Securities (including warrants) (xi)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xii)	Number of shares Locked in (xiii)		Number of shares pledged or otherwise encumbered (xiv)		Number of equity shares held in dematerialized form (xv)
								No. (a)	As a % of total shares held (b)	No. (a)				As a % of total shares held (b)				
															Class X	Class Y	Total	
1	Institutions																	
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	3,07,165	-	-	3,07,165	0.52	3,07,165	-	3,07,165	0.52	-	0.52	-	-	-	-	3,07,165
(f)	Financial Institutions / Banks	-	94,115	-	-	94,115	0.16	94,115	-	94,115	0.16	-	0.16	-	-	-	-	94,115
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii)(a)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii)(b)	Sub Total (B)(1)	9	4,01,280	-	-	4,01,280	0.68	4,01,280	-	4,01,280	0.68	-	0.68	-	-	-	-	4,01,280
(2)	Central Government/State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3	Non-institutions																	
(a-v)	Individuals - shareholders holding nominal share capital up to Rs.2 Lakh	21,329	84,80,018	-	-	84,80,018	14.39	84,80,018	-	84,80,018	14.39	-	14.39	-	-	-	-	83,67,145
(a-vi)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	21	41,71,000	-	-	41,71,000	7.08	41,71,000	-	41,71,000	7.08	-	7.08	-	-	-	-	41,71,000
(b)	SHAUNAK JAGDISH SHAH	-	9,99,149	-	-	9,99,149	1.69	9,99,149	-	9,99,149	1.69	-	1.69	-	-	-	-	9,99,149
(b)	JAGDISH AMRITAL SHAH	-	7,48,395	-	-	7,48,395	1.27	7,48,395	-	7,48,395	1.27	-	1.27	-	-	-	-	7,48,395
(c)	NGFCs registered with RBI	6	5,870	-	-	5,870	0.01	5,870	-	5,870	0.01	-	0.01	-	-	-	-	5,870
(d)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	760	28,39,855	-	-	28,39,855	4.82	28,39,855	-	28,39,855	4.82	-	4.82	-	-	-	-	25,92,155
(f)	NRI Rept.	290	3,64,540	-	-	3,64,540	0.62	3,64,540	-	3,64,540	0.62	-	0.62	-	-	-	-	3,64,540
(g)	NRI Non-Rept	116	1,04,628	-	-	1,04,628	0.18	1,04,628	-	1,04,628	0.18	-	0.18	-	-	-	-	1,04,628
(h)	Trusts	2	1,065	-	-	1,065	0.00	1,065	-	1,065	0.00	-	0.00	-	-	-	-	1,065
(i)	OCB	1	2,47,000	-	-	2,47,000	0.42	2,47,000	-	2,47,000	0.42	-	0.42	-	-	-	-	-
(j)	Foreign National	1	15,550	-	-	15,550	0.03	15,550	-	15,550	0.03	-	0.03	-	-	-	-	15,550
(k)	Foreign Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Clearing Member	49	73,810	-	-	73,810	0.13	73,810	-	73,810	0.13	-	0.00	-	-	-	-	73,810
(m)	Bodies Corporate	300	19,94,636	-	-	19,94,636	3.38	19,94,636	-	19,94,636	3.38	-	3.38	-	-	-	-	19,94,138
(n)	Unclaimed/Escrow Account	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(o)	IEPF	1	38,626	-	-	38,626	0.07	38,626	-	38,626	0.07	-	0.07	-	-	-	-	38,626
	Sub Total (B)(3)	22,116	1,54,98,743	-	-	1,54,98,743	26.29	1,54,98,743	-	1,54,98,743	26.29	-	26.29	-	-	-	-	1,51,36,170
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	22,125	1,58,98,023	-	-	1,58,98,023	26.97	1,58,98,023	-	1,58,98,023	26.97	-	26.97	-	-	-	-	1,55,37,660



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder  
Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED  
Face Value 5.00

Category and Name of the shareholders (I)	No. of sharehold-ers (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII) (Viii)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities as a percentage of diluted share capital (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							No of voting Rights Class X	Class Y	Total			No (a)	As a % of total shares held (b)	No. (a) (Not Applicable)	As a % of total shares held (b) (Not Applicable)	
(1) Custodian/ DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (Under SEBI (Share Based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C)2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



**Pre Scheme Shareholding of Delta Infosolutions Private Limited**

**Name of the Entity : Delta Infosolutions Private Limited (Unlisted Entity)**

**Script Code and name : Not Applicable**

**Pre scheme shareholding pattern filed under Reg. 31(1)(b)**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Promoter and Promoter Group</b>	<b>Public</b>	<b>Non Promoter Non Public</b>
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table I - Summary Statement holding of specified securities  
Name of the Entity : Delta Infosolutions Private Limited  
Face Value 1.00

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	4	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	-	100.00	-	-	-	-	1,20,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>4</b>	<b>1,20,000</b>	<b>-</b>	<b>-</b>	<b>1,20,000</b>	<b>100.00</b>	<b>1,20,000</b>	<b>-</b>	<b>1,20,000</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,20,000</b>



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group  
Name of the Entity : Delta Infosolutions Private Limited  
Face Value 1.00

	Category and Name of the shareholders (i)	PAN (ii)	No. of shares held (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities (ix)			Total as a % of Total voting rights (x)	No of underlying/ convertible Securities (including warrants) (xi)	Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (X)=(vii)+(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
									Class X	Class Y	Total				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
1	Indian																		
(a)	Individuals/Hindu Undivided Family		3	80,000	-	-	80,000	66.67	80,000	-	80,000	66.67	-	-	-	-	-	-	80,000
	ASHA LALIT KANODIA	AAHPK6030H	-	20,000	-	-	20,000	16.67	20,000	-	20,000	16.67	-	-	-	-	-	-	20,000
	DR LALIT SURAJMAL KANODIA	AAEPK7954K	-	20,000	-	-	20,000	16.67	20,000	-	20,000	16.67	-	-	-	-	-	-	20,000
(b)	SAMEER LALIT KANODIA	AJGPK8714Q	-	40,000	-	-	40,000	33.33	40,000	-	40,000	33.33	-	-	-	-	-	-	40,000
(c)	Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Financial Institutions / Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	VIKRANT TRUST	AA8TV2431K	1	40,000	-	-	40,000	33.33	40,000	-	40,000	33.33	-	-	-	-	-	-	40,000
2	Foreign		4	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	100.00	-	-	-	-	-	-	1,20,000
(a)	Individuals/Foreign Individuals		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)(i)	Bodies Corporate		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		4	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	100.00	-	100	-	-	-	-	1,20,000



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table III - Statement showing Shareholding Pattern of the Public shareholder  
Name of the Entity : Delta Infosolutions Private Limited  
Face Value 1.00

Category and Name of the shareholders (I)	PAN (II)	No. of shares held (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculate as per SCRR-1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities as a percentage of diluted share capital (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not applicable)	As a % of total shares held (b) (Not Applicable)	
<b>1 Institutions</b>																	
(a) Mutual Funds/UTI		-	-	-	-	-	-										
(b) Venture Capital Funds		-	-	-	-	-	-										
(c) Alternate Investment Funds		-	-	-	-	-	-										
(d) Foreign Venture Capital Investors		-	-	-	-	-	-										
(e) Foreign Portfolio Investors		-	-	-	-	-	-										
(f) Financial Institutions / Banks		-	-	-	-	-	-										
(g) Insurance Companies		-	-	-	-	-	-										
(h) Provident Funds / Pension Funds		-	-	-	-	-	-										
(i) Any Other (specify)		-	-	-	-	-	-										
(i)(ii) Qualified Foreign Investor		-	-	-	-	-	-										
Sub Total (B)(1)		-	-	-	-	-	-										
(2) Central Government/State Government(s)/ President of India		-	-	-	-	-	-										
Sub Total (B)(2)		-	-	-	-	-	-										
<b>3 Non-institutions</b>		-	-	-	-	-	-										
(a-i) Individuals - shareholders holding nominal share capital up to Rs 2 Lakh		-	-	-	-	-	-										
(a-ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh		-	-	-	-	-	-										
(b) NBFCs registered with RBI		-	-	-	-	-	-										
(c) Employee Trusts		-	-	-	-	-	-										
(d) Overseas Depositories (holding DRs)(balancing figure)		-	-	-	-	-	-										
(e) Any Other (specify)		-	-	-	-	-	-										
(i) NRI Rept		-	-	-	-	-	-										
(ii) NRI Non -Rept		-	-	-	-	-	-										
(iii) Trusts		-	-	-	-	-	-										
(iv) OCB		-	-	-	-	-	-										
(v) Foreign National		-	-	-	-	-	-										
(vi) Foreign Bodies		-	-	-	-	-	-										
(vii) Clearing Member		-	-	-	-	-	-										
(viii) Bodies Corporate		-	-	-	-	-	-										
(ix) Unclaimed/Esrow Account		-	-	-	-	-	-										
(x) IEPF		-	-	-	-	-	-										
Sub Total (B)(3)		-	-	-	-	-	-										
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		-	-	-	-	-	-										



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder  
Name of the Entity : Delta Infosolutions Private Limited  
Face Value 1.00

Category and Name of the shareholders (I)	No. of share holders (II)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities as a percentage of diluted share capital (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							Class X	Class Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(1) Custodian/ DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C) = (C1)+(C2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



**Pre Scheme Shareholding of Datamatics Infotech Services Private Limited**

**Name of the Entity : Datamatics Infotech Services Private Limited (Unlisted Entity)  
Script Code and name : Not Applicable  
Pre scheme shareholding pattern filed under Reg. 31(1)(b)**

Sr. No.	Particulars	Promoter and Promoter Group	Public	Non Promoter Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO





Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table I - Summary Statement holding of specified securities  
Name of the Entity : Datamatics Infotech Services Private Limited  
Face Value 1.00

Category (I)	Category of shareholder (II)	No. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities as a % of diluted share capital (X) = (VIII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	3	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	-	100.00	-	-	-	-	1,20,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	3	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	-	100.00	-	-	-	-	1,20,000



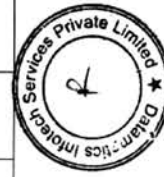
Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group  
Name of the Entity : Datamatics Infotech Services Private Limited  
Face Value 1.00

	Category and Name of the shareholders (i)	PAN (ii)	No. of share holders (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities (ix)			No of underlying securities (including warrants) (x)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)/(x) as a % of A+B+C2	Number of Locked in shares (xii)		Number of shares pledged or encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
									Class X	Class Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
1	Indian																	
(a)	Individuals/Hindu Undivided Family		3	1,20,000	-	-	1,20,000	100.00	1,20,000	-	100.00	-	100.00	-	-	-	-	1,20,000
	DR LALIT SURAJMAL KANODIA	AAPK7954K		40,000	-	-	40,000	33.33	40,000	-	33.33	-	33.33	-	-	-	-	40,000
	SAMEER LALIT KANODIA	AJGPK8714Q	-	40,000	-	-	40,000	33.33	40,000	-	33.33	-	33.33	-	-	-	-	40,000
(b)	PRIVADARSHINI R. KANODIA	AAPPK1984N	-	40,000	-	-	40,000	33.33	40,000	-	33.33	-	33.33	-	-	-	-	40,000
	Central Government/State Government(s)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)				3	1,20,000	-	1,20,000	100.00	1,20,000	-	100.00	-	100.00	-	-	-	-	1,20,000
2	Foreign																	
(a)	Individuals/Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)(i)	Bodies Corporate		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)				-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group				3	1,20,000	-	1,20,000	100.00	1,20,000	-	100.00	-	100.00	-	-	-	-	1,20,000



Pre scheme shareholding pattern filed under Reg. 31(1)(b)  
 Table III - Statement showing Shareholding Pattern of the Public shareholder  
 Name of the Entity : Datamatics Infotech Services Private Limited  
 Face Value 1.00

Category and Name of the shareholders (i)	PAN (ii)	No. of shares held (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities			No of shares underlying convertible Securities (including warrants) (ix)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)	Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)	
								No of voting Rights		Total as a % of Total voting rights				No. (a)	As a % of total shares held (b)		No. (a) (Not applicable)
								Class X	Class Y				No. (a)				
<b>1 Institutions</b>																	
(a) Mutual Funds/UTI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Venture Capital Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Alternate Investment Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Foreign Venture Capital Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Foreign Portfolio Investors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f) Financial Institutions / Banks		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Insurance Companies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h) Provident Funds / Pension Funds		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)(a) Qualified Foreign Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub Total (B)(1)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2) Central Government/State Government(s)/ President of India		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub Total (B)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>3 Non-institutions</b>																	
(a-i) Individuals - shareholders holding nominal share capital up to Rs.2 Lakh		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a-ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) NBFCs registered with RBI		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Employee Trusts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Overseas Depositories (holding DRs)(balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Any Other (specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) NRI Rept.		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(ii) NRI Non- Rept		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iii) Trusts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(iv) OCB		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(v) Foreign National		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(vi) Foreign Bodies		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(vii) Clearing Member		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(viii) Bodies Corporate		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(ix) Unclaimed/Escrow Account		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub Total (B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sub Total (B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



**Post Scheme Shareholding of Datamatics Infotech Services Private Limited**

**Name of the Entity : Datamatics Infotech Services Private Limited (Unlisted Entity)**

**Script Code and name : Not Applicable**

**Post scheme shareholding pattern filed under Reg. 31(1)(b)**

Sr. No.	Particulars	Promoter and Promoter Group	Public	Non Promoter Non Public
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table I - Summary Statement holding of specified securities  
Name of the Entity : Datamatics Infotech Services Private Limited  
Face Value 1.00

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII) = IV+V+VI	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)			No of shares underlying convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities(as a % of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares		Number of shares pledged or encumbered (XIII)		Number of equity shares held in demo- lateraliz- ed form (XIV)
								No of voting Rights					No. (a) As a % of total shares held (b)	No. (a) As a % of total shares held (b)			
								Class X	Class Y	Total (A+B+ C)							
(A)	Promoter and Promoter Group	4	1,20,000	-	-	1,20,000	100.00	1,20,000	100.00	-	100.00	-	-	-	-	-	1,20,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	4	1,20,000	-	-	1,20,000	100.00	1,20,000	100.00	-	100.00	-	-	-	-	-	1,20,000



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group  
Name of the Entity : Datamatics Infotech Services Private Limited  
Face Value 1.00

1	Category and Name of the shareholders (i)	No. of share holders (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = IV+V+VI	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities (ix)			No of underlying convertible Securities (including warrants) (x)	Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (X)=(VII)+(X) as a % of A+B+C2	Number of Locked in shares (xii)		Number of shares pledged or encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)			
								Class X	Class Y	Total			Total as a % of Total voting rights	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)		
																			No. of voting Rights (X)	Total
(a)	Indian Individuals/Hindu Undivided Family	3	80,000	-	-	80,000	66.67	80,000	-	80,000	66.67	-	-	-	-	80,000				
	ASHA LALIT KANODIA	-	20,000	-	-	20,000	16.67	20,000	-	20,000	16.67	-	-	-	-	20,000				
	DR. LALIT SURAJMAL KANODIA	-	20,000	-	-	20,000	16.67	20,000	-	20,000	16.6657	-	-	-	-	20,000				
(b)	SAMEER LALIT KANODIA	-	40,000	-	-	40,000	33.33	40,000	-	40,000	33.33	-	-	-	-	40,000				
(c)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(c)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
	VIKRANT TRUST	1	40,000	-	-	40,000	33.33	40,000	-	40,000	33.33	-	-	-	-	40,000				
Sub Total (A1)		4	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	100.00	-	-	-	-	1,20,000				
2	Foreign																			
(a)	Individuals/Foreign Individuals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
(e)(i)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Sub Total (A12)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Total Shareholding of Promoter and Promoter Group		4	1,20,000	-	-	1,20,000	100.00	1,20,000	-	1,20,000	100	-	-	-	-	1,20,000				



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table III - Statement showing Shareholding Pattern of the Public shareholder  
Name of the Entity : Datamatics Infotech Services Private Limited  
Face Value 1.00

Category and Name of the shareholders (i)	No. of shares held (iii)	No. of fully paid up equity shares held (iv)	Partly paid up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (v) + (vi)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (viii)	Number of voting Rights held in each class of securities			No of shares underlying convertible Securities (including warrants) (x)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (xi)	Locked in shares (xii)	Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)	
							Total as a % of Total voting rights						No. (a)	As a % of total shares held (b)		No. (a) (Not applicable)
							Class X	Class Y	Total							
<b>1 Institutions</b>																
(a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h) Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i)(a) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Sub Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2) Central Government/State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Sub Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>3 Non-institutions</b>																
(a-i) Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(a-ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c) Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d) Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(e) Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f) NRI Rep	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(g) NRI Non-Rep	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(h) Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(i) OCB	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(j) Foreign National	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(k) Foreign Bodies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(l) Clearing Member	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(m) Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(n) Unclaimed/Esrow Account	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Sub Total (B)(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total Public Shareholding</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>(B) = (B)(1) + (B)(2) + (B)(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Sub Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>Total Public Shareholding</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>(B) = (B)(1) + (B)(2) + (B)(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



Post scheme shareholding pattern filed under Reg. 31(1)(b)  
Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder  
Name of the Entity : Datamatics Infotech Services Private Limited  
Face Value 1.00

Category and Name of the shareholders (i)	No. of share holders (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total Nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as per SCRR 1957 As a % of (A+B+C2) (viii) (viii)	Number of voting Rights held in each class of securities (ix)				No of shares underlying outstanding convertible Securities (including warrants) (x)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
							No of voting Rights		Total as a % of Total voting rights				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
							Class X	Class Y	Total	Total							
(1) Custodian/ DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Non-Promoter-Non Public Shareholding (C) = (1)+(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-





# Delta Infosolutions Private Limited

Regd. Off: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093.  
Tel: +91 (22) 61020000/1/2. Fax: +91 (22) 28343669. CIN: U72300MH1992PTC064911  
Email: [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com)

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES IN RESPECT OF THE DEMERGER OF THE DEMERGED UNDERTAKING (AS DEFINED IN THE SCHEME) OF DELTA INFOSOLUTIONS PRIVATE LIMITED ('DELTA') INTO DATAMATICS INFOTECH SERVICES PRIVATE LIMITED ('DISPL') AND MERGER OF THE RESIDUAL DELTA (POST DEMERGER) INTO DATAMATICS GLOBAL SERVICES LIMITED ('DGSL') ('SCHEME').

THIS ABRIDGED PROSPECTUS IS PREPARED IN TERMS OF PARA 3(a) OF PART - I (A) OF SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017

This document is prepared to comply with the requirement of Regulation 37 of the SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and is in accordance with the disclosure in the Abridged Prospectus as provided in Part-D of Schedule VIII of the SEBI (ICDR) Regulations, 2009, to the extent applicable.

## DELTA INFOSOLUTIONS PRIVATE LIMITED

CIN: U72300MH1992PTC064911.

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093. Email ID: [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com).

### Background

The Board of Directors of Datamatics Global Services Limited is proposing to approve the Composite Scheme of Arrangement under Section 230-232 of the Companies Act, 2013, for demerger of the Demerged Undertaking (as defined in the Scheme) of Delta Infosolutions Private Limited ('Delta') into Datamatics Infotech Services Private Limited ('DISPL') and merger of the Residual Delta (post demerger) into Datamatics Global Services Limited ('DGSL') ('Scheme'), as a result of which shareholders of Delta will directly hold shares in the DGSL.

The procedure with respect to public issue/ public offer would not be applicable, as this issue is only to the shareholders of the unlisted Company, pursuant to the Scheme, without any cash consideration. Hence, the procedure with respect to General Information Document (GID) is not applicable.

### General Risks

Shareholders are advised to read the risk factors carefully before taking an investment decision in relation to the scheme. For taking an investment decision, shareholders must rely on their own examination of our Company and the scheme including the risk involved. The equity shares being issued under the scheme have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy of

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adequacy of this document. Specific attention of the investors is invited to the statement of Risk Factors appearing in this Document.

#### **Company's absolute risks**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Prospectus contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### **Listing**

The Equity Shares offered through scheme are proposed to be listed on BSE Limited and National Stock Exchange of India Limited. For the purpose of this scheme, BSE Limited shall be the designated stock Exchange.

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**GENERAL INFORMATION:****MERCHANT BANKER**

Turnaround Capital Advisors Limited

Address: 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi - 110058.

Tel: +91-11-45510390

E-mail: [info@tcagroup.in](mailto:info@tcagroup.in)

Website: [www.tcagroup.in](http://www.tcagroup.in)

CIN: U74140DL2015PTC278474

SEBI Registration Number: MB/INM000012290

**STATUTORY AUDITORS OF THE COMPANY**

M/s. Kanu Doshi Associates LLP

203, The Summit, Level -2, Samrath Nager, Hanuman Road, Western Express Highway, Vile Parle (E), Mumbai - 400057.

Tel.: + 91-22-2615 0100

Email id: [aratip@kdg.co.in](mailto:aratip@kdg.co.in)

FRN: 104746W/W100096

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## **SECTION I**

### **A. History of the Company:**

Delta Infosolutions Private Limited was incorporated as a private limited company under the name and style of Delta Share Services Private Limited in the State of Maharashtra on 17<sup>th</sup> January 1992 vide Corporate Identity Number U72300MH1992PTC064911. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093 and having PAN AAACD3760B and email ID of its authorised representative is [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com). Thereafter, its name was changed to its current name, Delta Infosolutions Private Limited, on December 14, 1998.

Delta Infosolutions Private Limited 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, and also a strategic investment in the flagship entity of the Datamatics Group i.e. Datamatics Global Services Limited, a company listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), and other assets. The investments held by the Demerged Company / Residual Transferor Company is categorised into the strategic and non-strategic in nature. Primarily, strategic investments of the Demerged Company comprise of the investment in Datamatics Global Solutions Limited, whereas the non-strategic investments held by the company consist of both listed and unlisted companies. Further, the earnings generated by the company is in the nature of dividend, interest, and profit on sale of non-strategic investments.

### **Mergers, de-mergers and Acquisitions in the history of Company:**

Pursuant to High Court order dated December 19, 2008, Latasha Advisory Services Private Limited, Ligure Management Consultancy Services Private Limited, Linium Management Consultancy Services Private Limited, Lonicera Management Consultancy Services Private Limited, Lusitania Management Consultancy Services Private Limited were amalgamated with and into Delta Infosolutions Private Limited.

### **B. Promoters of the Company:**

The Company was promoted by Dr. Lalit S. Kanodia and Mrs. Asha L. Kanodia. The equity share capital of the Company is currently held by Dr. Lalit S. Kanodia, Mrs. Asha L. Kanodia Mr. Sameer L. Kanodia and Vikrant Trust.



The brief details about Promoters of the Company are as follows

**1. Dr. Lalit S. Kanodia:**

Dr. Lalit S. Kanodia is B. Tech. (Hons.), from IIT, Mumbai, MBA, and Ph.D. in Management from the Massachusetts Institute of Technology, 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.

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'.

**2. Mrs. Asha L. Kanodia:**

Mrs. Asha L. Kanodia is an arts graduate in Psychology from University of Mumbai. She studied Social Psychology at Massachusetts Institute of Technology, USA. She has also completed several part time courses while in England at the Stanhope Institute. She is an Interior Designer. She has designed most of our Offices of the company. She has over 40 years of experience in Interior Designing.

**3. Mr. Rahul L. Kanodia:**

Mr. Rahul Kanodia leads all strategic and corporate initiatives globally, leading to the long-term growth, profitability and industry leadership of the organization. He has over 25 years of professional experience and has held several progressively senior and leadership positions.

He has been the Chief Architect for re-positioning and transforming Datamatics from a service led organization to a solutions organization focused on enhancing business productivity through smart automation of data driven processes. He is responsible for driving the company's strategic process to identify, evaluate and integrate organic and inorganic business growth options, including mergers & acquisitions, partnerships and alliances. He has also been driving the company's foray into new geographies.

He serves as the Chairman for the Western Region of ESC (Electronics and Computer Software Export Promotion Council, Government of India's largest Electronics and IT trade facilitation organization), and is a member of NASSCOM's Regional Council. He is also on the Advisory Board of Columbia University's India Business Initiative (New York) and serves as Director at the Safari Industries (India) Limited.

He holds an MBA degree from Columbia University (USA), with a major in Business Strategy & Marketing and a minor in Mergers & Acquisition and Turnaround Management. He has 2

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Bachelor degrees from H. R. College (India), with specialization in Finance & Accounting, and Babson College (USA), with specialization in Management Information Systems.

**4. Mr. Sameer L. Kanodia:**

Mr. Sameer L. Kanodia received his Bachelor of Science in Business Administration from Bryant University, USA, with Marketing & Finance as a Major. He was on the Dean's List throughout the academic program, & graduated with Honors.

He drives various strategic initiatives, expansion plans & go-to-market strategies. He has managed several large & complex projects. Under Sameer's able leadership, Datamatics has become the 7<sup>th</sup> largest employer in Nashik.

He has been a Member of the Board of Trustees at his alma mater, Bryant University, USA, since 2008. He has been a member of the IT Committee at the Indian Merchant's Chamber and Association of Governing Boards (AGB), of Universities and Colleges, USA.

**5. Vikrant Trust:**

Vikrant Trust is a Private family trust formed in the year 2009 and having PAN AABTV2431K. It is engaged in the business of investment in Mutual funds, Debentures, Shares, Bonds etc. The trustees of the trust are Dr. Lalit Kanodia, Mr. Rahul L. Kanodia and Mrs. Priyadarshini R. Kanodia.

**C. Board of Directors:**

(1) The details of the Board of Directors of the Company are as below:

Sr. No.	Name, Occupation, Nationality, and DIN	Age (in years)	Qualification	Designation	Date of Appointment
1.	Dr. Lalit S. Kanodia Occupation: Service Nationality: Indian DIN: 00008050	77	PHD (MIT), USA.	Director	17/01/1992
2.	Mr. Rahul L. Kanodia Occupation: Service Nationality: US DIN: 00075801	51	MBA from Columbia University, USA.	Director	09/04/2010
3.	Mr. Sameer L. Kanodia Occupation: Service Nationality: Indian DIN: 00008232	43	MBA from Bryant University, USA.	Director	20/08/1997



(2) **Brief profile of Directors:** Please refer Section I Part B

(3) **The change in the directors in the last three years :** Nil.

(4) **Corporate Governance:**

The provisions of the SEBI (LODR) Regulations, 2015 are not applicable to the Company.

**D. Shareholding Pattern:**

(1) The aggregate Shareholding of each of the categories as prescribed in terms of Regulation 31 of the SEBI (LODR) Regulations, 2015 is as follows:

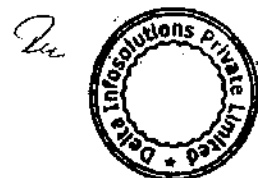
Category	No. of Shareholders	Pre-Scheme		Post-Scheme	
		No. of Equity shares	% Holding	No. of Equity shares	% Holding
Promoter	Dr. Lalit S. Kanodia	20,000	16.67	Not Applicable, since the Company will get merged with and into Datamatics Global Services Limited.	
	Mrs. Asha L. Kanodia	20,000	16.67		
	Mr. Sameer L. Kanodia	40,000	33.33		
	Vikrant Trust	40,000	33.33		
<b>Total</b>		<b>1,20,000</b>	<b>100</b>		

(2) The list of top 10 shareholders of the Company and the number of Equity Shares held by them as on the date of filing this document:

Sr. No.	Name of Shareholders	Pre-Scheme		Post-Scheme	
		No. of Equity shares	% Holding	No. of Equity shares	% Holding
1.	Dr. Lalit S. Kanodia	20,000	16.67	Not Applicable, since the Company will get merged with and into Datamatics Global Services Limited.	
2.	Mrs. Asha L. Kanodia	20,000	16.67		
3.	Mr. Sameer L. Kanodia	40,000	33.33		
4.	Vikrant Trust	40,000	33.33		
<b>Total</b>		<b>1,20,000</b>	<b>100</b>		

**Note:** No Shares will be held by the above shareholders post implementation of the scheme.

(3) Public Shareholders holding more than 1% of the Pre-Scheme & Post-Scheme share capital of the Company: Nil



- (4) Detail of Sale & Purchase of shares by the promoter group during last three years from the date of this document: Nil

**E. Group Companies, Subsidiaries and Joint Ventures:**

Based on the turnover, as per the last audited financial statements for the financial year ended March 31, 2017, following is the list of the top five subsidiary companies (including step-down subsidiary Companies:

1. Datamatics Global Services Limited;
2. Lumina Datamatics Limited;
3. Datamatics Global Services Inc;
4. Lumina Datamatics Inc;
5. CIGNEX Datamatics Inc.

Particulars of abovementioned companies are as below:

Datamatics Global Services Limited		
CIN	L72200MH1987PLC045205	
Date of Incorporation	November 03, 1987	
Listing Status	Listed on BSE and NSE	
Paid-up Equity Share Capital (FV of Rs.5)	Rs. 29,47,46,685/-	
Turnover for the FY 2016-17	Rs. 3,05,71,19,635/-	
Profit after Tax for the FY 2016-17	Rs. 21,82,92,085/-	
Shareholding Pattern	Number of Shares	%
Promoters & Promoter's Group	4,30,51,314	73.03
Public	1,58,98,023	26.97
Total	5,89,49,337	100.00

Lumina Datamatics Limited		
CIN	U22220TN2007PLC065507	
Date of Incorporation	November 26, 2007	
Listing Status	Unlisted Public Company	
Paid-up Equity Shares Capital (FV of Rs. 10)	Rs. 10,22,86,550/-	
Turnover for the FY 2016-17	Rs. 1,02,64,58,398/-	
Profit after Tax for the FY 2016-17	Rs. 6,95,59,953/-	
Shareholding Pattern	Number of Shares	%
Promoters & Promoter's Group	1,00,28,655	98.00
Public	2,00,000	2.00
Total	1,02,28,655	100.00





<b>Datamatics Global Services Inc (Foreign Subsidiary)</b>		
<b>CIN/Other registration number</b>	3013348	
<b>Date of Incorporation</b>	May 03, 1999	
<b>Listing Status</b>	Not Applicable	
<b>Paid-up Equity Shares Capital</b>	1,000 Shares at no par value	
<b>Turnover for the FY 2016-17</b>	Rs. 1,86,79,34,231/-	
<b>Profit after Tax for the FY 2016-17</b>	Rs. 7,75,41,674/-	
<b>Shareholding Pattern</b>	<b>Number of Shares</b>	<b>%</b>
Promoters & Promoter's Group	1,000	100.00
Public	--	--
<b>Total</b>	<b>1,000</b>	<b>100.00</b>

<b>Lumina Datamatics Inc (Foreign Subsidiary)</b>		
<b>CIN/Other registration number</b>	1611519	
<b>Date of Incorporation</b>	March 28, 2006	
<b>Listing Status</b>	Not Applicable	
<b>Paid-up Equity Shares Capital</b>	501.89 Shares at no par value	
<b>Turnover for the FY 2016-17</b>	Rs. 1,76,39,51,057/-	
<b>Profit after Tax for the FY 2016-17</b>	Rs. 8,09,37,921/-	
<b>Shareholding Pattern</b>	<b>Number of Shares</b>	<b>%</b>
Promoters & Promoter's Group	501.89	100.00
Public	--	--
<b>Total</b>	<b>501.89</b>	<b>100.00</b>

<b>CIGNEX Datamatics Inc (Foreign Subsidiary)</b>		
<b>CIN/Other registration number</b>	06134V	
<b>Date of Incorporation</b>	December 30, 2014	
<b>Listing Status</b>	Not Applicable	
<b>Paid-up Equity Shares Capital</b>	60,000 common share of \$ 0.01 each	
<b>Turnover for the FY 2016-17</b>	Rs. 1,28,77,29,330/-	
<b>Profit after Tax for the FY 2016-17</b>	Rs. -2,35,51,783/-	
<b>Shareholding Pattern</b>	<b>Number of Shares</b>	<b>%</b>
Promoters & Promoter's Group	60,000	60,000
Public	--	--
<b>Total</b>	<b>60,000</b>	<b>100.00</b>

2



- F. Details of Material Penal Actions/ Litigations: None
- G. Details of Material Related Party Transactions: For details of related Party transactions please refer to the notes to financial statements for the year ended March 31, 2017.
- H. Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past issues in the preceding 10 years: Not applicable.

## SECTION II

### A. Business Model/ Business Overview and Strategy

The Company is involved in the business of investing, holding and managing a number of assets, inter-alia, investments in mutual funds, quoted and unquoted shares, debentures, and also a strategic investment in the flagship entity of the Datamatics Group i.e. Datamatics Global Services Limited, a company listed on BSE & NSE and other assets.

The investments held by the Company is categorized into the strategic and non-strategic in nature. Primarily, strategic investments of the Demerged Company comprise of the investment in Datamatics Global Solutions Limited, whereas the non-strategic investments held by the company consist of investment in both listed and unlisted companies.

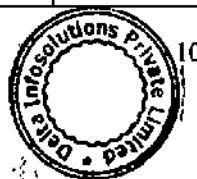
- B. Regulations and Policies: The Companies Act, 2013 and other corporate laws are applicable to the Company.
- C. Details of all pending Government and other Approvals to be indicated: Nil

## SECTION III

### The Financial Information of the Company.

#### A. Statement of Assets and Liabilities

Particulars	For the year ended March, 31, 2015	For the year ended March, 31, 2016	For the year ended March, 31, 2017
<b>EQUITY AND LIABILITIES</b>			
Shareholder's Fund			
Share Capital	1,20,000	1,20,000	1,20,000
Reserves and Surplus	34,38,02,678	34,86,36,452	36,78,12,520
Non-Current Liabilities			
Long Term Borrowing		14,08,31,546	-



Other Long Term Liabilities	-	-	-
Long-term Provision	2,43,862	2,85,638	3,07,770
Deferred Tax liabilities (Net)	-	-	-
<b>Current Liabilities</b>			
Short term borrowings	-	-	-
Trade Payables	1,59,213	1,45,000	1,34,777
Other Current liabilities	61,812	1,84,168	3,67,685
Other Financial Liabilities	-	-	-
Provisions	41,775	1,99,757	9,23,591
<b>Total</b>	<b>34,44,29,341</b>	<b>49,04,02,561</b>	<b>36,96,66,343</b>
<b>Assets</b>			
<b>Non-current Asset</b>			
Fixed Asset			
-Tangible assets	-	-	-
-Intangible assets	-	-	-
-Capital Work in Progress	-	-	-
Investment	27,10,57,954	42,16,12,177	30,89,98,086
Bank Balances	-	-	-
Other Noncurrent assets	-	-	-
Long Term Loans and Advances	15,00,867	17,45,448	17,45,447
<b>Current Assets</b>			
Inventories	-	-	-
Investment	3,71,46,430	2,75,56,203	2,30,21,481
Trade Receivables	-	-	-
Cash and Cash Equivalents	23,38,706	71,54,589	33,77,694
Other Financial assets	-	-	-
Short-term loans and advances	3,21,94,063	3,11,68,156	3,18,48,663
Current Tax Assets (Net)	-	-	-
Other current assets	1,91,321	11,65,988	6,74,972
<b>Total</b>	<b>34,44,29,341</b>	<b>49,04,02,561</b>	<b>36,96,66,343</b>

**B. Summary statement of profit and loss Account:**

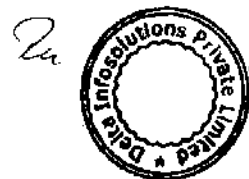
(Amount in Rs.)

Particulars	For the year ended March, 31, 2015	For the year ended March, 31, 2016	For the year ended March, 31, 2017
<b>INCOME</b>			
Revenue from Operation	-	-	-



Other Income	6,41,24,069	4,69,50,590	3,78,15,042
<b>TOTAL</b>	<b>6,41,24,069</b>	<b>4,69,50,590</b>	<b>3,78,15,042</b>
<b>EXPENDITURE</b>			
Cost of Material consumed/ Purchased	-	-	-
Cost of Services Provided/project expenses	-	-	-
Purchase from Stock in trade	-	-	-
Cost of Share	-	-	-
Operating expenses	-	-	-
Employee benefit expenses	-	-	-
Finance cost	-	-	-
Depreciation and amortization	-	-	-
Other expenses	33,73,595	21,75,008	12,73,121
<b>Total</b>	<b>33,73,595</b>	<b>37,49,946</b>	<b>70,65,538</b>
Profit before tax and Prior period items	6,07,50,474	4,32,00,644	3,07,49,504
Prior period items	-	-	-
<b>Profit Before tax</b>	<b>6,07,50,474</b>	<b>4,32,00,644</b>	<b>3,07,49,504</b>
Less: Tax expenses			
-current Tax	16,91,000	18,20,000	36,20,000
-Deferred Tax	-	-	-
- MAT Credit Entitlement	-4,92,638	-	-
-Tax of Earlier Years	-	-	-
<b>Profit/ Loss after tax</b>	<b>5,95,52,112</b>	<b>4,13,80,644</b>	<b>2,71,29,504</b>
<b>Earning per Equity shares</b>			
-Basic	496.27	344.84	226.08
-Diluted	496.27	344.84	226.08

- C. Analysis of Revenues and Profit/Loss: The Company's revenues and profitability are in line with the historical performance.
- D. Material Development: Not Applicable
- E. Aggregate number of shares for Capitalization of Reserves or profits in the last 5 years: Nil
- F. Revaluation of Assets in the last 5 years: There has been no revaluation of assets during the last 5 years.
- G. Change in auditors during the last three year - There is no change in the Auditors during last three years.



- H. Share capital and related information as on the date of the Abridged Prospectus, is set forth as below:

Share Capital	Amount (Rupees)
<b>Authorized Share Capital</b>	
600,000 equity shares of Re. 1 each	6,00,000
650,000 Redeemable Preference shares of Re. 1 each	6,50,000
<b>TOTAL</b>	<b>12,50,000</b>
<b>Issued, subscribed and paid-up Share Capital</b>	
1,20,000 equity shares of Re. 1 each	1,20,000
<b>TOTAL</b>	<b>1,20,000</b>

- I. Notes to capital structure: The Company will be amalgamated with Datamatics Global Services Limited pursuant to the scheme.
- J. Details of any outstanding convertible instruments (including convertible warrants): Nil

#### SECTION IV

##### Risk Factors

- A. The risk factors should be classified under the following heads:
1. Risk arising out of offences/Litigations/Loses etc.: Nil;
  2. Company/Group Specific Risks: The Company's income is mainly from the dividends, sale of investments etc, that may be receivables on investments held by it/may be held in future. Any adverse impact on the industries of which securities are held by the Company, also have a bearing on the performance of the Company;
  3. Industry Specific risks: Any slowdown in the growth of Indian economy or future volatility in global financial market, could also adversely affect the business.

#### SECTION V

- A. **Objects of the issue:** The Board of Directors of Datamatics Global Services Limited is proposing to approve the Composite Scheme of Arrangement under Section 230-232 of the Companies Act, 2013, for demerger of the Demerged Undertaking (as defined in the Scheme) of Delta Infosolutions Private Limited ('Delta') into Datamatics Infotech Services Private Limited ('DISPL') and merger of the Residual Delta (post demerger) into Datamatics Global Services Limited ('DGSL') ('Scheme'), as a result of which shareholders of Delta will directly hold shares in the DGSL.
- B. Cost of the project: Nil;
- C. Means of financing: Nil;
- D. Schedule of Deployment of Issue proceeds: Not Applicable;



- E. Name of Appraising Agency: **Not Applicable;**  
F. Name of Monitoring Agency: **Not Applicable.**

## SECTION VI

### Basis of Issue Price

Bharat Kotak & Co., Chartered Accountants (FRN: 135832W) has submitted a report and recommended a fair equity share exchange ratio as follows:

3,18,13,742 fully paid up Equity shares of Rs. 5/- each of DGSL be issued and allotted to the Equity Shareholders of Delta in proportion to their holdings in DIPL in the event of amalgamation of Delta into DGSL.

- A. Qualitative Factors for determining the basis of issue price for the issuer as included in offer document: **Not Applicable;**  
B. Quantitative Factors for determining the basis of issue price for the issuer: **Not Applicable;**  
C. Comparison of following parameters of the issuer with the industry average and with that of the peer group (i.e., companies of comparable size in the same industry): **Not Applicable;**  
D. Attention of investor should be invited to refer to/download Issue Advertisement/ Stock Exchange Website/Website of the company and lead merchant bankers or contact the Syndicate Member/Bankers to the Issue for Issue Price related Quantitative Factors: **Not Applicable;**  
E. For further public offerings, stock market data (Price Data), adjusted for all corporate actions, to be given for the stock exchange which recorded the maximum aggregate turnover in terms of the number of shares traded in the last six months. Particulars of month, Highest Closing Price, Lowest Closing Price, Total Volume (separately for all stock exchanges) and Main Index Closing Value to be given: **Not Applicable.**

## Section VII

### Other Regulatory and Statutory Disclosures:

- A. The disclosure under the heading "IPO Grading", stating all the grades obtained for the initial public offer, along with the summary of rationale or description furnished by the credit rating agency(ies) for each of the grades obtained. Particulars of Grading Agency, Grades Assigned and assessment: **Not Applicable;**  
B. Any special tax benefits (if any) for the issuer/project and its shareholders: **Nil;**  
C. Eligibility of the Issue: **It is pursuant to the Scheme;**  
D. Expert opinion obtained, if any, except of Auditors and IPO Grading Agencies: **Valuation Report;**  
E. Material Contracts and Documents for Inspection:-  
1. Memorandum & Articles of Association of the Company;  
2. Financial Statements of the Company;

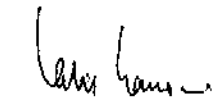


3. Shareholding Pattern as on March 31, 2018;
  4. Composite Scheme of Arrangement;
  5. Valuation Report;
  6. Fairness Opinion taken pursuant to the Scheme.
- F. Time and Place of Inspection of material contracts: Copies of the above-mentioned documents are available for inspection at the registered office of the Company on all working days from the date of Abridged Prospectus until the date of listing approval;
- G. Price information of past issues during last current financial year and two financial years preceding the current financial year: Not Applicable.

**Declaration:**

We hereby declare that all the relevant provisions of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Part D of Schedule VII of the SEBI (ICDR) Regulations, 2009, to the extent applicable, has been complied and no statement made in this document is contrary to the provisions to the said SEBI Circular and SEBI Regulations. We further certify that all statement in this document is true and correct.

For Delta Infosolutions Private Limited



Dr. Lalit S. Kanodia  
Director  
DIN: 00008050



Rahul L. Kanodia  
Director  
DIN: 00075801



Sameer L. Kanodia  
Director  
DIN: 00008232



Date: April 27, 2018  
Place: Mumbai



# TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

A SEBI Registered Category-I Merchant Banker

Date: April 27, 2018

Ref: TCA/DGSL-DIPL/AP/18-19

To,

The Board of Directors  
Delta Infosolutions Private Limited  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri (East), Mumbai- 400093, Maharashtra

Subject: Certificate on adequacy and accuracy of disclosure of information in the Abridged Prospectus of Delta Infosolutions Private Limited in compliance with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the purpose of proposed demerger of Demerged Undertaking (as defined in the Scheme) of Delta Infosolutions Private Limited ("DIPL") into Datamatics Infotech Services Private Limited ("DISPL") and merger of the residual DIPL (Post Demerger) into Datamatics Global Services Limited ("DGSL"), under a proposed composite scheme of Arrangement ("scheme" or "proposed scheme") under Sections 230 to 232 of Companies Act, 2013

Dear Sirs,

**1. Background:**

We, M/s Turnaround Corporate Advisors Private Limited, a Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012290 have been appointed by M/s Datamatics Global Services Limited having its registered office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East), Mumbai-400093, Maharashtra ("DGSL" or "Transferee Company") for the purpose of certifying the adequacy and accuracy of disclosure of information provided in its Abridged Prospectus in connection with the

- A. proposed demerger of Demerged Undertaking of Delta Infosolutions Private Limited as defined in proposed scheme ("Demerged Undertaking") from Delta Infosolutions Private Limited ("DIPL" or "Demerged Company") and its consequent vesting into M/s Datamatics Infotech Services Private Limited ("DISPL" or "Resulting Company") ["Part II of the Proposed Scheme"/Proposed Demerger]; and
- B. proposed amalgamation and vesting of Residual Delta Infosolutions Private Limited as defined in the proposed scheme ("hereinafter referred to as "Residual DIPL") into Datamatics Global Services Limited ("DGSL" or "Transferee Company") [post demerger as mentioned in point A above] ["Part III of the Proposed Scheme"/"Proposed Amalgamation"]



CIN: U74140DL2015PTC278474 SEBI Registration No.: MB/INM000012290  
Corporate & Registered Office: 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi-110058  
Tel: +91-11-45510390 Email: info@tcagroup.in Website: www.tcagroup.in



**2. About Turnaround Corporate Advisors Private Limited:**

Turnaround Corporate Advisors Private Limited (hereinafter referred to as "Turnaround" or "TCA" or "we" or "us") is a Private Limited Company incorporated under the provisions of the Companies Act, 2013 with the Registrar of Companies, NCT of Delhi and Haryana. TCA is a Category I Merchant Banker registered with the Securities and Exchange Board of India (SEBI) with Registration No.: MB/INM000012290.

**3. Scope and Purpose of the Certificate:**

SEBI vide Circular no. CFD/ DIL3/ CIR/2017/21 dated March 10, 2017 ("SEBI Circular") inter-alia prescribed that the listed entity (in the present case "DGSL") shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme (in the present case, "DIPL") in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking approval of the scheme. SEBI Circular further prescribes that the accuracy and adequacy of such disclosures shall be certified by a SEBI Registered Merchant Banker after following the due diligence process.

This certificate is being issued in compliance of above mentioned requirement under the SEBI Circular.

This certificate is restricted to meet the above mentioned purpose only and may not be used for any other purpose whatsoever or to meet the requirement of any other laws, rules, regulations and statutes.

**4. Certification:**

We state and confirm as follows:

1. We have examined various documents and other materials made available to us in by the management of DIPL in connection with finalization of Abridged Prospectus dated April 27, 2018 pertaining to DIPL which will be circulated to the members of DIPL and DGSL at the time of seeking their consent to the proposed Scheme as a part of explanatory statement to the notice.
2. On the basis of such examination and the discussion with the management of DIPL, we confirm that :
  - A. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to DIPL.
  - B. The Abridged Prospectus contains applicable information pertaining to DIPL as required in terms of SEBI Circular which, in our view is fair, adequate and



TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

CIN: U74140DL2015PTC278474 SEBI Registration No.: MB/INM000012290

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Tel: +91-11-45510390 Email: info@tcagroup.in Website: www.tcagroup.in

accurate to enable the members to make an informed decision on the Proposed Demerger.

**5. Disclaimer:**

Our scope of work did not include the following:-

- An audit of the financial statements of DIPL.
- Carrying out a market survey / financial feasibility for the Business of DIPL.
- Financial and Legal due diligence of DIPL.

It may be noted that in carrying out our work we have relied on the integrity of the information provided to us for the purpose, and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.

We assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by the management of DIPL.

We do not assume any obligation to update, revise or reaffirm this certificate because of events or transactions occurring subsequent to the date of this certificate.

We understand that the management of DIPL during our discussions with them would have drawn our attention to all such information and matters, which may have impact on our Certificate.

The fee for our services is not contingent upon the result of the proposed demerger.

The management of DIPL, DGSL or their related parties are prohibited from using this opinion other than for its sole limited purpose and not to make a copy of this certificate available to any party other than those required by statute for carrying out the limited purpose of this certificate. Our certificate is not, nor should it be constructed as our opinion or certification of the the compliance of the proposed Scheme of Demerger with the provision of any law including Companies Act, taxation laws, capital market laws and related laws.

In no event, will TCA, its Directors and employees be liable to any party for any indirect, incidental, consequential, special or exemplary damages (even if such party has been advised of the possibility of such damages) arising from any provision of this opinion.

Thanking You

For Turnaround Corporate Advisors Private Limited

*Archana Sharma*  
(ARCHANA SHARMA)  
Senior Vice President



**INDEPENDENT AUDITOR'S REPORT  
TO THE BOARD OF DIRECTORS OF  
DELTA INFOSOLUTIONS PRIVATE LIMITED****Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying Special Purpose Standalone Ind AS Financial Statements of **Delta Infosolutions Private Limited** ("the company") which comprises the Balance Sheet as on 31<sup>st</sup> May 2018 and the Statement of Profit and Loss (including other comprehensive income) and Cash Flow Statement and the statement for changes in equity for the period April 1, 2018 to May 31, 2018, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements"). The financial statements have been prepared by management of the Company for the purposes of submission to the Reserve Bank of India.

**Management's Responsibility for the Standalone Ind AS Financial Statements**

The Management is responsible for the preparation of these standalone Ind AS financial statements. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that are free from material misstatements, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the special purpose Standalone Ind AS Financial Statements of Delta Infosolutions Private Limited as at and for the period ended 31<sup>st</sup> May 2018 are prepared, in all material respects, in accordance with the generally accepted accounting principles in India.

**Emphasis of Matter**

We draw attention to Note No.20 (i) in the Standalone Ind AS Financial Statements which indicate that the Company is part of a Composite Scheme of Arrangement ("Scheme") between DIPL, Datamatics Infotech Services Private Limited ('DISPL'), Datamatics Global Services Limited ('DGSL') and their respective shareholders under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder approved by the Board of Directors of the Company on April 27, 2018. The scheme has the appointed date of June 1, 2018.

Our opinion is not modified in respect of this matter.

**Basis of Accounting and Restriction on distribution and use**

Our report is intended solely for the Company for onward submission to Reserve Bank of India and should not be used for any other purpose.

For Kanu Doshi Associates LLP

Chartered Accountants

Firm Registration Number: 104746W/W100096



Arati Parmar  
Partner

Membership No: 102888



Place: Mumbai

Date: June 15, 2018

**DELTA INFOSOLUTIONS PRIVATE LIMITED**  
Financial statements as at and for two months ended May 31, 2018

**Standalone balance sheet as at**

(Amount in Rs.)			
Particulars	Note	As at May 31, 2018	As at March 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets			
i. Investments	2	154,962,395	287,779,256
Deferred tax assets	12(a)	2,979,387	5,906,935
Non-current tax assets		-	228,250
<b>Total non-current assets</b>		<b>157,941,782</b>	<b>293,914,441</b>
<b>Current assets</b>			
Financial assets			
i. Investments	3	280,669,593	104,651,968
ii. Cash and cash equivalents	4	5,494,556	7,944,595
iii. Other financial assets	5	368,011	34,275,566
Other current assets	6	209,185	4,334
<b>Total current assets</b>		<b>286,741,345</b>	<b>146,876,463</b>
<b>Total assets</b>		<b>444,683,127</b>	<b>440,790,904</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	7(a)	120,000	120,000
<b>Other equity</b>	7(b)		
Reserves and surplus		443,487,551	440,471,580
<b>Equity attributable to owners</b>		<b>443,607,551</b>	<b>440,591,580</b>
<b>Total equity</b>		<b>443,607,551</b>	<b>440,591,580</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Financial liabilities			
i. Trade payables	8	145,622	188,971
Current tax liabilities		849,637	-
Other current liabilities	9	80,317	10,353
<b>Total current liabilities</b>		<b>1,075,576</b>	<b>199,324</b>
<b>Total liabilities</b>		<b>1,075,576</b>	<b>199,324</b>
<b>Total equity and liabilities</b>		<b>444,683,127</b>	<b>440,790,904</b>

The accompanying notes forming an integral part of the 1 - 24  
financial statements

As per our attached report of even date  
For Kanu Doshi Associates LLP  
Chartered Accountants  
Firm Registration No. 104746W/W100096

*Arati*

Arati Parmar  
Partner  
Membership No. 102888



Place : Mumbai  
Date : June 19, 2018

For and on behalf of the Board

*Lalit S. Kanodia*

Dr. Lalit S. Kanodia  
Chairman  
DIN 00008050

*Rahul L. Kanodia*

Rahul L. Kanodia  
Director  
DIN 00075801



AB

**DELTA INFOSOLUTIONS PRIVATE LIMITED**

Financial statements as at and for two months ended May 31, 2018

**Standalone statement of profit and loss for two months ended**

		(Amount in Rs.)	
Particulars	Note	Two months ended May 31, 2018	Year ended March 31, 2018
<b>Continuing operations</b>			
Other income	10	6,611,086	81,667,229
Other gains/(losses)	11	(976,778)	(966,286)
<b>Total income</b>		<b>5,634,308</b>	<b>80,700,943</b>
<b>Expenses</b>			
Other expenses	12	882,041	1,353,486
<b>Total expenses</b>		<b>882,041</b>	<b>1,353,486</b>
<b>Profit before tax</b>		<b>4,752,267</b>	<b>79,347,457</b>
Income tax expense			
- Current tax	13(a)	4,025,000	8,050,000
- Deferred tax	13(a)	-	(5,414,297)
<b>Total tax expense/(credit)</b>		<b>4,025,000</b>	<b>2,635,703</b>
<b>Profit for the year</b>		<b>727,267</b>	<b>76,711,754</b>
<i>Items that will not be reclassified to profit or loss</i>			
Fair Value gain on FVOCI investments		2,288,704	(16,039,881)
		<b>2,288,704</b>	<b>(16,039,881)</b>
<b>OCI for the year</b>		<b>2,288,704</b>	<b>(16,039,881)</b>
<b>Total comprehensive income for the year</b>		<b>3,015,971</b>	<b>60,671,874</b>
Earning per share (Face value Rs. 1 each)			
- Basic and Diluted (in Rs.)	19	6.06	639.26
The accompanying notes forming an integral part of the financial statements	1 - 24		

As per our attached report of even date  
 For Kanu Doshi Associates LLP  
 Chartered Accountants  
 Firm Registration No. 104746W/W100096

Arati Parmar  
 Partner  
 Membership No. 102888



Place : Mumbai  
 Date : June 15, 2018

For and on behalf of the Board

Dr. Lalit S. Kanodia  
 Chairman  
 DIN 00008050

Rahul L. Kanodia  
 Director  
 DIN 00075801



## Datamatics Infotech Services Private Limited

## Balance Sheet as at July 25, 2018

		In Rs. July 25, 2018
<b>EQUITY AND LIABILITIES</b>	<b>Note</b>	
<b>Shareholders' Funds</b>		
Share capital	1	120,000
Reserves and surplus		-
		<b>120,000</b>
<b>Total</b>		<b>120,000</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	2	120,000
		<b>120,000</b>
<b>Total</b>		<b>120,000</b>

The accompanying notes forming an integral part of the financial statements

1 - 2

For and on behalf of the Board



*Lalit S. Kanodia*

Dr. Lalit S. Kanodia  
Director

Place : Mumbai  
Date : July 25, 2018

*Dr. Lalit S. Kanodia*

**Datamatics Infotech Services Private Limited**  
**Statement of Profit and Loss for the period ended July 25, 2018**

		In Rs.
	Note	July 25, 2018
<b>Revenue</b>		
Revenue from operations		-
Other income		-
<b>Total</b>		-
<b>Expenses</b>		
Employee benefits expense		-
Other expenses		-
<b>Total</b>		-
<b>Profit before tax</b>		-
<b>Less : Tax expense</b>		
Current tax - current year		-
<b>Net Profit after tax</b>		-

The accompanying notes forming an integral part of the financial statements 1 - 2

For and on behalf of the Board



*[Handwritten signature]*

Dr. Lalit S. Kanodia  
Director

*[Handwritten mark]*

Place : Mumbai  
Date : July 25, 2018



**Datamatics Infotech Services Private Limited**

**Notes forming part of Financial Statements**

		In Rs.
		July 25, 2018
<b>1</b>	<b>Share capital</b>	
a)	<b>Authorised</b>	
	1,000,000 Equity Shares of Re 1 each	1,000,000
	<b>Total</b>	<b>1,000,000</b>
b)	<b>Issued, Subscribed and Paid Up</b>	
	120,000 Equity Shares of Re 1 each	120,000
	<b>Total</b>	<b>120,000</b>

**c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company:**

	As at July 25, 2018	
	Number of shares	% of aggregate number 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%

		In Rs.
		July 25, 2018
<b>2</b>	<b>Cash and cash equivalents</b>	
	Bank balances	120,000
	<b>Total</b>	<b>120,000</b>

Place : Mumbai  
Date : July 25, 2018



For and on behalf of the Board

*[Signature]*  
Dr. Lalit S. Kanodia  
Director

**M L BHUWANIA AND CO LLP**  
**CHARTERED ACCOUNTANTS**

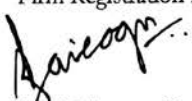
F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.  
T : +91 22 6117 4949 F : +91 22 6117 4950 E : info@mlbca.in W : www.mlbca.in

**LIMITED REVIEW REPORT**

**To The Board of Directors of DATAMATICS GLOBAL SERVICES LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results for the quarter and half year ended September 30, 2018 ("the Statement") of Datamatics Global Services Limited ("the Company"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016. The unaudited standalone financial results are the responsibility of the Company's management and have been approved by the Board of Directors in their meeting held on November 12, 2018. Our responsibility is to issue a report on these unaudited standalone financial results based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly we do not express an audit opinion.
3. The Company has investments of Rs. 646.30 million in two wholly owned subsidiaries and has also extended loans and advances of Rs. 12.22 million to these subsidiaries as on September 30, 2018. The net worth of these subsidiaries is lower than the amount of investment. As informed to us, the investments are for long term and of strategic nature and the management is confident of turning around these subsidiaries in the near future and hence, no provision is made for diminution in the value of these investments.
4. Based on our review conducted and read together with paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Standalone Financial Results prepared in accordance with applicable Indian Accounting Standards ("Ind-AS") and other recognized accounting principles, practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For M L BHUWANIA AND CO LLP**  
Chartered Accountants  
Firm Registration No.101484W / W100197

  
**Ashishkumar Bairagra**  
Partner  
Membership No. 109931

Place: Mumbai  
Date: November 12, 2018



# M L BHUWANIA AND CO LLP

## CHARTERED ACCOUNTANTS

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.  
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### LIMITED REVIEW REPORT

#### To The Board of Directors of DATAMATICS GLOBAL SERVICES LIMITED

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **DATAMATICS GLOBAL SERVICES LIMITED** ("Holding Company"), its subsidiaries (including stepdown subsidiaries) and its joint venture (the Holding Company, its subsidiaries and its Joint Venture together referred to as the "Group") with respect to the quarter and half year ended September 30, 2018 ("the Statement") attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016. This statement which is the responsibility of the Holding Company's management and has been approved by the Board of Directors in the meeting held on November 12, 2018. Our responsibility is to issue a report on the statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Holding Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly we do not express an audit opinion.
3. The statement includes the results of the subsidiaries (including stepdown subsidiaries) and joint venture mentioned in "Annexure A"
4. The accompanying statements includes financial results of sixteen subsidiaries (including nine step down subsidiaries) which reflect total assets of Rs. 8,805.16 million as at September 30, 2018, total revenue of Rs. 2,353.54 million and Rs. 4,544.98 million for the quarter and half year ended September 30, 2018 respectively and total net profit after tax of Rs. 126.15 million and Rs. 250.66 million for the quarter and half year ended September 30, 2018 respectively have been reviewed by another Auditor. The statement also includes the Group's share of net profit of Rs. 5.94 million and Rs. 11.43 million for the quarter and half year ended September 30, 2018 respectively as considered in the Statement in respect of one joint venture, whose financial results have been reviewed by another Auditor.

Our report on the statement in so far as it relates to amounts included in respect of these subsidiaries including stepdown subsidiaries and joint venture is solely based on the review report of the other Auditor.

5. The accompanying statements includes financial results of eleven subsidiaries (including ten step down subsidiaries) which reflect total assets of Rs. 184.06 million as at September 30, 2018, total revenue of Rs. 97.45 million and Rs. 182.49 million for the quarter and half year ended September 30, 2018 respectively and total net profit after tax of Rs. 9.82 million and Rs. 13.01 million for the quarter and half year ended September 30, 2018 respectively, which are certified by the management.



# M L BHUWANIA AND CO. LLP

## CHARTERED ACCOUNTANTS

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Our report on the statement in so far as it relates to amounts included in respect of these subsidiaries including step down subsidiaries are solely based on the management certified financial results of those subsidiaries.

We are unable to comment upon the resultant impact, if any, on the profit of the unaudited consolidated financial results of the Group for the quarter and half year ended September 30, 2018 and total assets as at September 30, 2018, had the financial results of those subsidiaries including step down subsidiaries been reviewed.

Our opinion on the unaudited consolidated financial result is not modified in respect of this matter.

6. Based on our review conducted, nothing has come to our attention that causes us to believe that the information contained in accompanying Statement of Unaudited Consolidated Financial Results prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 and other recognized accounting policies and procedures generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For M L BHUWANIA AND CO LLP  
Chartered Accountants  
Firm Registration No: 101484W/W100197



Ashish Kumar Bairagra  
Partner  
Membership No. 109931

Place: Mumbai  
Date: November 12, 2018

F- 11, 3rd Floor, Manek Mahal,  
90, Veer Nariman Road, Churchgate,  
Mumbai - 400 020, India.



# M L BHUWANIA AND CO. LLP

## CHARTERED ACCOUNTANTS

Annexure A to our report dated November 12, 2018

Sr. No.	NAME	Subsidiary / Step down Subsidiary / Joint Venture
1	Datamatics Global Services Inc	Subsidiary
2	Datamatics Infotech Limited	Subsidiary
3	Datamatics Global Services Pty Limited	Subsidiary
4	Datamatics Global Technologies Limited	Subsidiary
5	Datamatics Global Technologies AG	Subsidiary
6	Datamatics Global Services FZLLC	Subsidiary
7	Datamatics Global Technologies GMBH	Step down Subsidiary
8	Datamatics Global Services Corp	Step down Subsidiary
9	Datamatics Robotics Software Inc	Step down Subsidiary
10	Datamatics Robotics Software Limited	Step down Subsidiary
11	LD Publishing and eRetail Limited	Subsidiary
12	Datamatics Digital Limited	Subsidiary
13	Techjini Inc	Step down Subsidiary
14	RJ Globus Solutions Inc	Step down Subsidiary
15	RJ Globus Inc	Step down Subsidiary
16	RJ Globus Solutions Limited	Step down Subsidiary
17	Cignex Datamatics Corporation BVI	Step down Subsidiary
18	Cignex Datamatics, Inc	Step down Subsidiary
19	Cignex Datamatics Technologies Limited	Step down Subsidiary
20	Cignex Datamatics Pte Limited	Step down Subsidiary
21	Cignex Datamatics GmbH	Step down Subsidiary
22	Cignex Datamatics UK Limited	Step down Subsidiary
23	Duo Consulting Inc	Step down Subsidiary
24	Attune Infocom Private Limited	Step down Subsidiary
25	Lumina Datamatics Limited	Subsidiary
26	Lumina Datamatics Inc	Step down Subsidiary
27	Lumina Datamatics GMBH	Step down Subsidiary
28	LDR eRetail Limited	Step down Subsidiary
29	Lumina Datamatics Assessment & Analytics, LLC	Step down Subsidiary
30	Cybercom Datamatics Information Solutions Limited	Joint Venture



**UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2018**

(Rupees in millions)

	STANDALONE						CONSOLIDATED					
	Quarter ended			Half year ended			Quarter ended			Half year ended		
	30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17	31-Mar-18	30-Sep-18	30-Jun-18	30-Sep-17	30-Sep-18	30-Sep-17	31-Mar-18
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>Income from Operations</b>												
Revenue from operations	1,015.79	884.19	782.26	1,899.98	1,541.81	3,378.50	2,799.04	2,608.03	2,320.95	5,407.07	4,406.62	9,102.69
Other income	62.57	17.48	87.66	80.05	127.68	226.43	89.89	23.32	115.56	113.21	166.51	244.32
<b>Total Income</b>	<b>1,078.36</b>	<b>901.67</b>	<b>869.92</b>	<b>1,980.03</b>	<b>1,669.49</b>	<b>3,604.93</b>	<b>2,888.93</b>	<b>2,631.35</b>	<b>2,436.51</b>	<b>5,520.28</b>	<b>4,573.13</b>	<b>9,347.01</b>
<b>Expenses</b>												
Purchase of products and licenses	27.65	0.97	7.49	28.62	8.99	49.43	40.28	16.94	24.78	57.22	39.23	96.10
Employees benefits expense	622.85	524.42	506.35	1,147.27	994.01	2,000.66	1,739.99	1,626.85	1,435.06	3,366.84	2,723.95	5,648.85
Finance costs	11.89	8.02	10.56	39.41	16.11	34.41	14.26	11.88	11.82	75.64	17.87	40.30
Depreciation and amortisation expense	33.39	28.95	25.80	62.34	52.00	102.33	68.41	61.26	44.71	129.67	88.12	203.30
Other expenses	247.51	234.88	201.35	482.39	403.64	894.63	705.49	647.28	669.95	1,352.77	1,261.61	2,517.43
<b>Total expenses</b>	<b>942.79</b>	<b>797.24</b>	<b>751.55</b>	<b>1,740.03</b>	<b>1,474.75</b>	<b>3,081.48</b>	<b>2,568.43</b>	<b>2,363.71</b>	<b>2,186.32</b>	<b>4,932.14</b>	<b>4,110.78</b>	<b>8,525.98</b>
Share of net profits of associates and joint ventures accounted for using the equity method	-	-	-	-	-	-	5.94	5.49	6.87	11.43	13.78	22.86
<b>Profit before tax</b>	<b>135.57</b>	<b>104.43</b>	<b>118.37</b>	<b>240.00</b>	<b>194.74</b>	<b>523.45</b>	<b>326.44</b>	<b>273.13</b>	<b>257.06</b>	<b>599.57</b>	<b>456.13</b>	<b>843.89</b>
Tax Expense												
Current tax	41.07	35.56	18.86	76.63	36.11	74.07	93.83	52.25	37.85	146.08	69.26	113.20
Deferred tax	(9.63)	(2.50)	3.67	(12.13)	(1.95)	42.69	(3.15)	4.82	2.29	1.67	9.24	15.66
<b>Net Profit (+) / Loss (-) from Ordinary Activities after tax</b>	<b>104.11</b>	<b>71.37</b>	<b>95.84</b>	<b>175.50</b>	<b>160.58</b>	<b>406.69</b>	<b>235.76</b>	<b>216.06</b>	<b>216.92</b>	<b>451.82</b>	<b>377.63</b>	<b>715.03</b>
<b>Other Comprehensive Income</b>												
Items that will be reclassified to profit or loss	(42.76)	(23.59)	-	(66.35)	-	(80.65)	(20.00)	(14.39)	-	105.61	-	(228.96)
Income tax relating to items that will be reclassified to profit or loss	(3.53)	8.13	-	4.60	-	27.91	2.17	18.71	-	20.88	-	25.00
<b>Items that will not be reclassified to profit or loss</b>												
Actuarial gains and losses	2.19	0.36	(7.18)	2.55	(8.49)	(1.45)	3.28	(0.21)	(6.15)	3.07	(12.15)	(9.57)
Fair Value gain on FVOCI investments	1.16	(0.69)	(0.23)	0.47	(0.21)	(0.05)	1.16	(0.49)	(0.23)	0.47	(0.21)	(0.05)
Tax relating to items that will not be reclassified to profit or loss	(0.91)	0.12	7.56	(0.79)	3.01	0.52	(1.21)	0.20	2.18	(1.01)	4.25	0.77
<b>Total comprehensive income for the year</b>	<b>60.28</b>	<b>55.70</b>	<b>90.99</b>	<b>115.98</b>	<b>154.89</b>	<b>352.97</b>	<b>361.16</b>	<b>219.68</b>	<b>212.72</b>	<b>580.84</b>	<b>369.52</b>	<b>502.22</b>
<b>Profit attributable to :</b>												
Owners of the company	104.11	71.37	95.84	175.50	160.58	406.69	203.80	185.10	208.27	388.90	360.25	640.85
Non Controlling Interest	-	-	-	-	-	-	31.96	30.56	8.65	62.92	17.38	74.18
<b>Net Profit/Loss after taxes, non controlling interest</b>	<b>104.11</b>	<b>71.37</b>	<b>95.84</b>	<b>175.50</b>	<b>160.58</b>	<b>406.69</b>	<b>235.76</b>	<b>216.06</b>	<b>216.92</b>	<b>451.82</b>	<b>377.63</b>	<b>715.03</b>
<b>Total comprehensive income attributable to :</b>												
Owners of the company	60.28	55.70	90.99	115.98	154.89	352.97	228.16	297.16	215.01	525.32	359.27	394.50
Non Controlling Interest	-	-	-	-	-	-	133.00	(77.48)	(2.29)	55.52	10.15	107.72
<b>Total comprehensive income for the year</b>	<b>60.28</b>	<b>55.70</b>	<b>90.99</b>	<b>115.98</b>	<b>154.89</b>	<b>352.97</b>	<b>361.16</b>	<b>219.68</b>	<b>212.72</b>	<b>580.84</b>	<b>369.52</b>	<b>502.22</b>
<b>Paid-up equity share capital (Face Value per share Rs. 5/-)</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>	<b>294.75</b>
<b>Earnings Per Share (EPS) (Not Annualised)</b>												
- Basic	1.77	1.21	1.63	2.98	2.72	6.90	3.46	3.14	3.53	6.60	6.11	10.87
- Diluted	1.77	1.21	1.63	2.98	2.72	6.90	3.43	3.11	3.40	6.54	6.02	10.87



# **Segment Reporting**

Operating segments are components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is Vice Chairman and CEO.

The Group organised itself into two business units, which form the operating segments for segment reporting.

The operating segments are :

- a. IT Services
- b. Business Process Management (BPM)

Particulars	Q2'18-19			Q1'18-19			Q2'17-18			H1'18-19			H1'17-18			FY 17-18		
	IT	BPM	Total	IT	BPM	Total	IT	BPM	Total	IT	BPM	Total	IT	BPM	Total	IT	BPM	Total
Revenue	1,613.57	1,185.47	2,799.04	1,470.16	1,137.87	2,608.03	1,244.51	1,076.44	2,320.95	3,083.73	2,323.34	5,407.07	2,307.10	2,099.52	4,406.62	4,962.09	4,140.60	9,102.69
Identifiable expenses	1,441.49	1,044.27	2,485.76	1,264.34	1,026.73	2,291.07	1,180.67	949.12	2,129.79	2,705.83	2,071.00	4,776.83	2,170.23	1,854.56	4,024.79	4,538.26	3,744.12	8,282.38
Segment results	172.08	141.20	313.28	205.82	111.14	316.96	63.84	127.32	191.16	377.90	252.34	630.24	136.87	244.96	381.83	423.83	396.48	820.31
unallocable expenses			82.67			72.64			56.53			155.31			105.99			243.60
Other income			89.89			23.32			115.56			113.21			166.51			244.32
Profit before taxes			326.44			273.13			257.06			599.57			456.13			843.89
Tax expenses			90.68			57.07			40.14			147.75			78.50			128.86
Profit after tax			235.76			216.06			216.92			451.82			377.63			715.03

*[Handwritten signature]*

*[Handwritten signature]*



Datamatics Global Services Limited  
Statement of Assets and Liabilities

(Rupees in millions)

Particulars	STANDALONE	STANDALONE	CONSOLIDATE	CONSOLIDATE
	AS AT	AS AT	AS AT	AS AT
	30-Sep-18	31-Mar-18	30-Sep-18	31-Mar-18
	Unaudited	Audited	Unaudited	Audited
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	920.27	944.88	1,140.33	1,112.14
Capital work-in-progress	10.84	10.32	71.23	49.91
Goodwill	99.24	99.24	1,981.99	1,911.37
Other intangible assets	94.69	115.47	457.68	237.54
<b>Financial assets</b>				
i. Investments	2,475.70	2,489.96	115.23	115.34
ii. Loans	2.82	2.96	2.82	3.69
iii. Other financial assets	58.03	63.49	128.84	134.91
Deferred tax assets	369.75	353.82	188.30	139.94
Non-current tax assets	22.15	30.07	35.89	96.94
Other non-current assets	11.56	12.54	99.46	69.91
<b>Total non-current assets</b>	<b>4,065.05</b>	<b>4,122.75</b>	<b>4,221.77</b>	<b>3,871.69</b>
<b>Current assets</b>				
<b>Financial assets</b>				
i. Investments	216.10	106.63	446.56	212.99
ii. Trade receivables	905.35	930.37	2,373.62	2,047.88
iii. Cash and cash equivalents	24.03	78.04	665.02	817.84
iv. Bank balances other than (iii) above	7.43	7.45	7.84	25.65
v. Loans & Advances	0.67	0.12	4.48	15.97
vi. Other financial assets	390.89	325.67	759.34	646.53
Other current assets	65.06	34.55	174.79	124.92
<b>Total current assets</b>	<b>1,609.53</b>	<b>1,482.83</b>	<b>4,431.65</b>	<b>3,891.78</b>
<b>Total assets</b>	<b>5,674.58</b>	<b>5,605.58</b>	<b>8,653.42</b>	<b>7,763.47</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	294.75	294.75	294.75	294.75
Other equity	4,275.84	4,177.66	5,725.12	5,169.05
<b>Equity attributable to owners of the Group</b>	<b>4,570.59</b>	<b>4,472.41</b>	<b>6,019.87</b>	<b>5,463.80</b>
Non-controlling interests	-	-	473.13	363.64
<b>Total equity</b>	<b>4,570.59</b>	<b>4,472.41</b>	<b>6,493.00</b>	<b>5,827.44</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>				
i. Other financial liabilities	188.44	178.83	272.82	161.35
Provisions	107.03	101.50	191.34	174.13
<b>Total non-current liabilities</b>	<b>295.47</b>	<b>280.33</b>	<b>464.16</b>	<b>335.48</b>
<b>Current liabilities</b>				
<b>Financial liabilities</b>				
i. Borrowings	350.00	463.93	547.92	657.95
ii. Trade payables	319.98	308.95	749.63	689.59
iii. Other financial liabilities	58.57	8.45	71.31	19.91
Provisions	32.70	19.27	41.34	37.88
Current tax liabilities	-	-	11.35	4.05
Other current liabilities	47.27	52.24	274.71	191.17
<b>Total current liabilities</b>	<b>808.52</b>	<b>852.84</b>	<b>1,696.26</b>	<b>1,600.55</b>
<b>Total liabilities</b>	<b>1,103.99</b>	<b>1,133.17</b>	<b>2,160.42</b>	<b>1,936.03</b>
<b>Total equity and liabilities</b>	<b>5,674.58</b>	<b>5,605.58</b>	<b>8,653.42</b>	<b>7,763.47</b>





**NOTES:**

- 1 The unaudited consolidated financial results and the unaudited standalone financial results of the Company for the quarter and half year ended September 30, 2018 have been reviewed by the Audit Committee of the Board and approved by the Board of Directors at its meeting held on November 12, 2018. The statutory auditors have reviewed consolidated and standalone unaudited financial results.
- 2 The unaudited standalone financial results have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (the Act), as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI).
- 3 The Company has an investment of Rs. 646.30 million in two of its wholly owned subsidiaries and has also extended loans and advances of Rs. 12.22 million to these subsidiaries as on September 30, 2018. The net worth of these subsidiaries is lower than the amount of investment. The investments are for long term and of strategic nature. As the management is confident of turning around these subsidiaries in the near future, provision for diminution in the value, if at all required is not made.
- 4 Effective 1 April 2018, the Company adopted Ind AS 115 'Revenue from contracts with customers'. The effect on adoption of Ind AS 115 on the financial results is insignificant.
- 5 Previous quarter figures have been appropriately regrouped and reclassified wherever necessary to conform to the current year presentations.

Place : Mumbai  
Date : November 12, 2018

For and on behalf of the Board  
Datamatics Global Services Limited



  
Rahul L. Kanodia  
Vice Chairman & CEO



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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

In the matter of the Companies Act, 2013;

AND

In the matter of section 230 to section 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders

**Datamatics Global Services Limited**

(CIN: L72200MH1987PLC045205)

A Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093.

} Applicant  
Company

**FORM OF PROXY**

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ DP ID No: \_\_\_\_\_  
Folio No. / Client ID No: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of Datamatics Global Services Limited (the above-named Applicant Company) do hereby appoint

1. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him / her
2. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him / her
3. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my / our proxy, to attend and act (on a poll) for me / us and on my / our behalf at the meeting of the Equity Shareholders of the Company to be held on May 09, 2019 at 11.00 AM., at Walchand Hirachand Hall, IMC Building, 4<sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020 for the purpose of considering, and, if thought fit, approving, with or without modification, the Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders on a going concern basis and their respective Shareholders, at such meeting and at an adjournment or adjournments thereof, to vote, for me / us and in my / our name (herein, if for insert 'FOR', if against insert 'AGAINST', the said arrangement embodied in the Scheme and the resolution either with or without modification(s)\* as my / our proxy may approve.

Please  
Affix ₹1  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of shareholder \_\_\_\_\_

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice.
3. Please complete all details including details of member(s) in above box before submission.

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

In the matter of the Companies Act, 2013;

**AND**

In the matter of section 230 to section 232 and other applicable provisions of the Companies Act, 2013;

**AND**

In the matter of Composite Scheme of Arrangement between Delta Infosolutions Private Limited, Datamatics Infotech Services Private Limited and Datamatics Global Services Limited and their respective Shareholders

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} Applicant  
Company

**ATTENDANCE SLIP**

Registered Folio No. / DP ID and Client ID \_\_\_\_\_

Name and address of the Equity Shareholder \_\_\_\_\_

Name of the Joint Equity Shareholder(s) \_\_\_\_\_

No. of shares held \_\_\_\_\_

I/We hereby record my / our presence at the Meeting of the Equity Shareholders of Datamatics Global Services Limited, convened pursuant to order dated March 08, 2019 of the National Company Law Tribunal, Mumbai Bench, on May 09, 2019 at Walchand Hirachand Hall, IMC Building, 4<sup>th</sup> Floor, IMC Marg, Churchgate, Mumbai – 400020 on at 11.00 A.M.

\_\_\_\_\_  
Shareholder's /Proxy's name in Block Letter

\_\_\_\_\_  
Shareholder's / Proxy's Signature

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**Datamatics Global Services Limited**

**Registered Office:** Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai – 400093

**Telephone No:** +91 (22) 61020000/1/2, **Fax No:** +91 (22) 28343669

**CIN:** L72200MH1987PLC045205

**Website:** [www.datamatics.com](http://www.datamatics.com) **Email:** [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com)