

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



BRIEF PARTICULARS OF THE TRANSFeree, TRANSFEROR / DEMERGED AND RESULTING COMPANIES

Particulars	Transferee Company	Transferor Company / Demerged Company	Resulting Company
Name of the company	Datamatics Global Services Limited ('DGSL').	Delta Infosolutions Private Limited ('DIPL').	Datamatics Infotech Services Private Limited ('DISPL').
Date of Incorporation & details of name changes, if any	Incorporated 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.	Incorporated under the name of Delta Share Services Private Limited on 17th January 1992. Thereafter, its name was changed to its current name, Delta Infosolutions Private Limited, on December 14, 1998.	Incorporated in the State of Maharashtra on 28th March, 2018.
Registered Office	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.
Brief particulars of the scheme	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 (defined under the Scheme) of DIPL into DISPL, on a going concern basis and thereafter amalgamation and vesting of residual DIPL into DGSL in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal		



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Rationale for the scheme	<p><u>Rationale for demerger and vesting of Demerged Undertaking of DIPL into DISPL, on a going concern basis:</u></p> <p>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 Resulting Company:</p> <ol style="list-style-type: none"> 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 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. <p><u>Rationale for amalgamation and vesting of the Residual Transferor Company, DIPL into DGSL</u></p> <p>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:</p> <ol style="list-style-type: none"> 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; 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; 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. 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. 		
	Date of resolution passed by the Board of Director of the company approving the scheme	27 th April, 2018	27 th April, 2018



Date of meeting of the Audit Committee in which the draft scheme has been approved	27 th April, 2018	-	-
Appointed Date	01 st June, 2018	01 st June, 2018	01 st June, 2018
Name of Exchanges where securities of the company are listed	BSE Limited; and National Stock Exchange of India Limited	Not applicable	Not applicable
Nature of Business	A technology company that builds intelligent solutions enabling data-driven businesses to digitally transform themselves through Robotics, Artificial Intelligence, Cloud, Mobility and Advanced Analytics	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	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 & 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.
Capital before the scheme (No. of equity shares as well as capital in rupees)	5,89,49,337 equity shares of Rs.5 each = Rs.29,47,46,685/-	1,20,000 equity shares of Rs.1 each = Rs.1,20,000/-	1,20,000 equity shares of Rs.1 each = Rs.1,20,000/-
No. of shares to be issued	3,18,13,742 fully paid equity shares of Rs.5 each of DGSL to be issued and allotted to the Equity Shareholders of DIPL One fully paid up Equity Shares of Rs.1 each of DISPL shall be issued and allotted to the Equity Shareholders of the DIPL, in proportion to one equity share held by them in the DIPL		



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Cancellation of shares on account of cross holding, if any	3,18,13,742 equity shares of Rs.5 each held by DIPL in DGSL to be cancelled	Not Applicable	Not Applicable																																												
Capital after the scheme (No. of equity shares as well as capital in rupees)	5,89,49,337 equity shares of Rs. 5 each = Rs.29,47,46,685/-	DIPL will amalgamate into DGSL and would cease to exist	1,20,000 equity shares of Rs. 1 each = Rs.1,20,000/-																																												
Net Worth Pre Post	Pre Net worth: Rs 29,684 Lacs Post Net worth: Rs 31,333 Lacs	Pre Net worth: Rs 4,314.97 Lacs Post Net worth: Not Applicable	Pre Net worth: Rs 1.2 Lacs Post Net worth: Rs 1.2 Lacs																																												
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Bharat Kotak & Co., Chartered Accountants Firm Regn. No. – 135832W CA Bharat K. Kotak Membership No. - 015045																																														
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not applicable – Upon amalgamation of DIPL into DGSL, the shareholders of DIPL would be entitled to the same number of shares of DGSL held by DIPL on the effective date	Not applicable	Not applicable																																												
Fair value per shares	Not applicable	Not applicable	Not applicable																																												
Exchange ratio	3,18,13,742 fully paid equity shares of Rs.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 One fully paid up Equity Shares of Rs.1 each of DISPL shall be issued and allotted to the Equity Shareholders of the DIPL, in proportion to one equity share held by them in the DIPL																																														
Name of Merchant Banker giving fairness opinion	Turnaround Corporate Advisors Private Limited, Category I Merchant Banker registered with SEBI, having registration no. MB/INM000012290																																														
No of shareholders	22,137	Four	Three																																												
Names of the Promoters (with PAN nos.)	<table><tr><td>1.</td><td>Delta Infosolutions Private Limited</td><td>AAACD3760B</td></tr><tr><td>2.</td><td>Asha L. Kanodia</td><td>AAHPK6030H</td></tr><tr><td>3.</td><td>Dr. Lalit S. Kanodia</td><td>AAEPK7954K</td></tr><tr><td>4.</td><td>Chandravati S. Kanodia</td><td>AAQPK7329A</td></tr><tr><td>5.</td><td>Rahul L. Kanodia</td><td>AAEPK7955J</td></tr><tr><td>6.</td><td>Sameer L. Kanodia</td><td>AJGPK8714Q</td></tr><tr><td>7.</td><td>Priyadarshini R. Kanodia</td><td>AAPPK1984N</td></tr><tr><td>8.</td><td>Aneesha A. Dalmia</td><td>AAEPK6981G</td></tr><tr><td>9.</td><td>Amrita V. Bhogilal</td><td>AAIPB8792Q</td></tr><tr><td>10.</td><td>Lalit S Kanodia HUF - 2</td><td>AAAHD3883Q</td></tr></table>	1.	Delta Infosolutions Private Limited	AAACD3760B	2.	Asha L. Kanodia	AAHPK6030H	3.	Dr. Lalit S. Kanodia	AAEPK7954K	4.	Chandravati S. Kanodia	AAQPK7329A	5.	Rahul L. Kanodia	AAEPK7955J	6.	Sameer L. Kanodia	AJGPK8714Q	7.	Priyadarshini R. Kanodia	AAPPK1984N	8.	Aneesha A. Dalmia	AAEPK6981G	9.	Amrita V. Bhogilal	AAIPB8792Q	10.	Lalit S Kanodia HUF - 2	AAAHD3883Q	<table><tr><td>1.</td><td>Dr. Lalit S. Kanodia - AAEPK7954K;</td></tr><tr><td>2.</td><td>Mrs. Asha L. Kanodia - AAHPK6030H;</td></tr><tr><td>3.</td><td>Mr. Sameer L. Kanodia - AJGPK8714Q;</td></tr><tr><td>4.</td><td>Vikrant Trust – AABTV2431K.</td></tr></table>	1.	Dr. Lalit S. Kanodia - AAEPK7954K;	2.	Mrs. Asha L. Kanodia - AAHPK6030H;	3.	Mr. Sameer L. Kanodia - AJGPK8714Q;	4.	Vikrant Trust – AABTV2431K.	<table><tr><td>1.</td><td>Dr. Lalit S. Kanodia - AAEPK7954K;</td></tr><tr><td>2.</td><td>Mr. Sameer L. Kanodia - AJGPK8714Q;</td></tr><tr><td>3.</td><td>Mrs. Priyadarshini R. Kanodia - AAPPK1984N.</td></tr></table>	1.	Dr. Lalit S. Kanodia - AAEPK7954K;	2.	Mr. Sameer L. Kanodia - AJGPK8714Q;	3.	Mrs. Priyadarshini R. Kanodia - AAPPK1984N.
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	11. Yogendra S. Kanodia 12. Yogendra Kanodia HUF	AADPK4863A AAAHY0346M		
Names of the Board of Directors (with DIN and PAN nos.)	1. Dr. Lalit S. Kanodia 2. Mr. Rahul L. Kanodia 3. Mr. Sameer L. Kanodia 4. Mrs. Asha L. Kanodia 5. Mr. Dilip D. Dandekar 6. Mr. Shahzaad S. Dalal 7. Mr. Radhakrishna Saraswat 8. Mr. Vinay Aggarwal	AAEPK7954K AAEPK7955J AJGPK8714Q AAHPK6030H AAIPD0959R AEKPD9537P ABRPS7391E AABPA6057C	1. Dr. Lalit S. Kanodia - AAEPK7954K; 2. Mr. Rahul Kanodia - AAEPK7955J; 3. Mr. Sameer L. Kanodia - AJGPK8714Q;	1. Dr. Lalit S. Kanodia - AAEPK7954K; 2. Mr. Rahul Kanodia - AAEPK7955J; 3. Mr. Sameer L. Kanodia - AJGPK8714Q;
Please specify relation among the companies involved in the scheme, if any	DIPL is the holding company of DGSL holding 53.97% of the total shares of DGSL DIPL and DISPL are owned and controlled by the same promoter group			
Details regarding change in management control in listed or resulting company seeking listing if any	None			

Pre & Post Shareholding of Datamatics Global Services Limited

Particulars	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	4,30,51,314	73.03%	4,30,51,314	73.03%
Public	1,58,98,023	26.97%	1,58,98,023	26.97%
Custodian	-	-	-	-
Total	5,89,49,337	100%	5,89,49,337	100%

Pre & Post Shareholding of Datamatics Infotech Services Private Limited

Particulars	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,20,000	100%	1,20,000	100%
Public	-	-	-	-
Custodian	-	-	-	-
Total	1,20,000	100%	1,20,000	100%



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Pre Shareholding of Delta Infosolutions Private Limited

Particulars	Pre	
	No. of Shares	% of holding
Promoter	1,20,000	100%
Public	-	-
Custodian	-	-
Total	1,20,000	100%

