

Datamatics Global Services Limited

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To,
Corporate Communication Department
BSE Limited
Phiroze Jeejeeb Towers
Dalal Street, Mumbai – 400 001
BSE Scrip Code: 532528

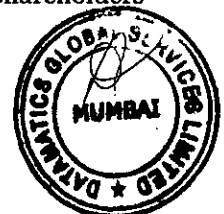
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
NSE Code: DATAMATICS

Dear Sir,

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

In connection with the above application, we hereby confirm that:

- a) The proposed composite scheme of arrangement to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230-232 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act, 2013 it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern;
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company;
 - iii) non-applicability of Schedule VII of the ICDR Regulations;
 - iv) The Complaint report as per Annexure III;
 - v) The observation letter issued by the stock exchanges.
- c) The draft composite scheme of arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder:
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of resolution passed through e-voting. Further, the company shall proceed with the draft Scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.



Continuation



- f) The documents filed by the Company with the Exchange are same in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

A handwritten signature in black ink, appearing to read 'Divya Kumat', is written over a horizontal line.



Divya Kumat
EVP, Chief Legal Officer & Company Secretary

Date: April 27, 2018

Place: Mumbai