

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

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.

Background

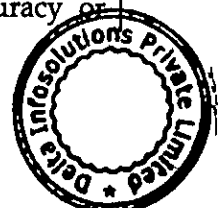
The Board of Directors of Datamatics Global Services Limited is proposing to approve the Composite Scheme of Arrangement under Section 230-232 of the Companies Act, 2013, for demerger of the Demerged Undertaking (as defined in the Scheme) of Delta Infosolutions Private Limited ('Delta') into Datamatics 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

Website: 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

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 17th 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. Thereafter, its name was changed to its current name, Delta Infosolutions Private Limited, on December 14, 1998.

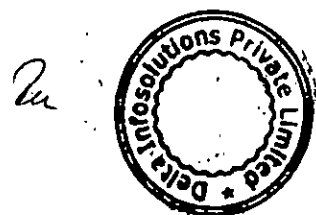
Delta Infosolutions Private Limited is primarily engaged in the business of investing, holding and managing a number of assets, inter-alia, investments in mutual funds, quoted and unquoted shares, debentures, and also a strategic investment in the flagship entity of the Datamatics Group i.e. Datamatics 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:

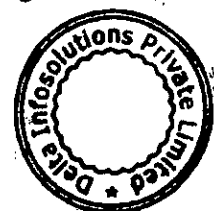
Mr. Rahul Kanodia leads all strategic and corporate initiatives globally, leading to the long-term growth, profitability and industry leadership of the organization. He has over 25 years of professional experience and has held several progressively senior and leadership positions.

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 7th 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:

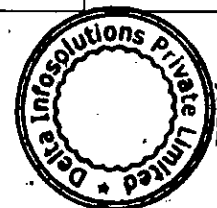
Vikrant Trust is a Private family trust formed in the year 2009 and having PAN AABTV2431K. It is engaged in the business of investment in Mutual funds, Debentures, Shares, Bonds etc. The trustees of the trust are Dr. Lalit Kanodia, Mr. Rahul L. Kanodia and Mrs. Priyadarshini R. Kanodia.

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

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- (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		
Total		1,20,000	100		

- (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		
Total		1,20,000	100		

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

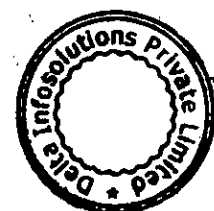
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Datamatics Global Services Inc (Foreign Subsidiary)		
CIN/Other registration number	3013348	
Date of Incorporation	May 03, 1999	
Listing Status	Not Applicable	
Paid-up Equity Shares Capital	1,000 Shares at no par value	
Turnover for the FY 2016-17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

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

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



- 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.

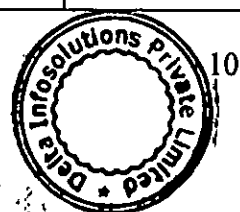
- B. Regulations and Policies: The Companies Act, 2013 and other corporate laws are applicable to the Company.
- C. Details of all pending Government and other Approvals to be indicated: Nil

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
EQUITY AND LIABILITIES			
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	-

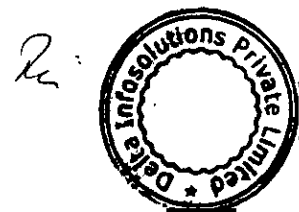


Other Long Term Liabilities	-	-	-
Long-term Provision	2,43,862	2,85,638	3,07,770
Deferred Tax liabilities (Net)	-	-	-
Current Liabilities			
Short term borrowings	-	-	-
Trade Payables	1,59,213	1,45,000	1,34,777
Other Current liabilities	61,812	1,84,168	3,67,685
Other Financial Liabilities	-	-	-
Provisions	41,775	1,99,757	9,23,591
Total	34,44,29,341	49,04,02,561	36,96,66,343
Assets			
Non-current Asset			
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
Current Assets			
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
Total	34,44,29,341	49,04,02,561	36,96,66,343

B. Summary statement of profit and loss Account:

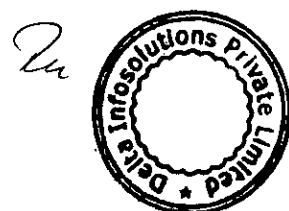
(Amount in Rs.)

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



Other Income	6,41,24,069	4,69,50,590	3,78,15,042
TOTAL	6,41,24,069	4,69,50,590	3,78,15,042
EXPENDITURE			
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
Total	33,73,595	37,49,946	70,65,538
Profit before tax and Prior period items	6,07,50,474	4,32,00,644	3,07,49,504
Prior period items	-	-	-
Profit Before tax	6,07,50,474	4,32,00,644	3,07,49,504
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	-	-	-
Profit/ Loss after tax	5,95,52,112	4,13,80,644	2,71,29,504
Earning per Equity shares			
-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)
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
TOTAL	12,50,000
Issued, subscribed and paid-up Share Capital	
1,20,000 equity shares of Re. 1 each	1,20,000
TOTAL	1,20,000

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;

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

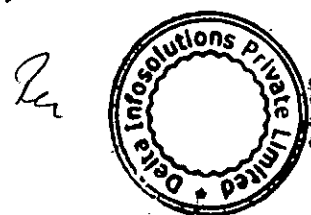
3,18,13,742 fully paid up Equity shares of Rs. 5/- each of DGSL be issued and allotted to the Equity Shareholders of Delta in proportion to their holdings in DIPL in the event of amalgamation of Delta into DGSL.

- 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;

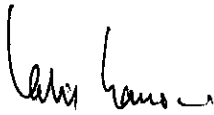


3. Shareholding Pattern as on March 31, 2018;
 4. Composite Scheme of Arrangement;
 5. Valuation Report;
 6. Fairness Opinion taken pursuant to the Scheme.
- F. Time and Place of Inspection of material contracts: Copies of the above-mentioned documents are available for inspection at the registered office 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"]



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A SEBI Registered Category-1 Merchant Banker

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.

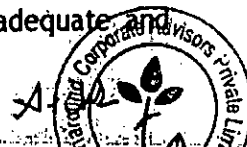
4. Certification:

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



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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



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A SEBI Registered Category-I Merchant Banker

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



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