

# Datamatics Global Services Limited

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May 02, 2018

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th floor,  
Plot No. C/I, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai 400 051

**Ref: Application under Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Dear Sir / Madam,

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

We refer to the aforesaid clause of the Listing Regulations. It May be noted that the Audit Committee and the Board of Directors of the Company have in their respective meetings held on 27<sup>th</sup> April, 2018, approved the Composite Scheme of Arrangement under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and rules made thereunder between Delta, DISPL, DGSL and their respective shareholders.

We would like to inform you that the Board of Directors has designated BSE Limited as the Designated Stock Exchange for the purpose of coordinating with SEBI.

As required under Regulation 37 of the Listing Regulations, we are attaching herewith all the requisite details and documents for your kind approval.

In this connection, we are submitting herewith the following explanations/details /confirmations:

Sr. No.	Particulars	Annexure No.	Page Nos.
1.	Certified true copy of the Resolution passed by the Board of Directors of Delta, DISPL and DGSL approving the Scheme.	I	1-12



2.	Certified copy of the draft Scheme to be filed with the National Company Law Tribunal, Mumbai Bench.	II	13-38
3.	Rationale of the Scheme	Part of Annexure II	15-16
4.	Certified True Copy of Valuation report from an independent Chartered Accountant.	III	39-47
5.	Certified True Copy of Report of the Audit Committee recommending the Scheme taking into consideration, inter alia, certificate on the accounting treatment of the Scheme, etc.	IV	48-51
6.	Certified True Copy of Fairness opinion by a merchant banker.	V	52-58
7.	Shareholding pattern of DGSL, pre and post arrangement as per format provided under Regulation 31 of the Listing Regulations.	VI	59-73
8.	Financial details of DGSL and DIPL a. For DGSL - Audited financials for last three financial years; b. For DIPL - Audited financials for last three financial years; c. Unaudited Financial results of DGSL for the quarter and nine months ended 31st December 2017 accompanied by Limited Review Report.	VII	74-84
9.	Certificates obtained from M/s. M. L Bhuwania & Co., Statutory Auditors of DGSL and Kanu Doshi Associates LLP, Statutory Auditors of Delta & DISPL, confirming the compliance of the accounting treatment as specified in the Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	VIII	85-90
10.	Compliance report as per the requirements specified in the circular CFD/ DIL3/ CIR/ 2017/ 21 dated March 10, 2017.	IX	91-91



11.	We are required to obtain approval of public shareholders through e-voting pursuant to para (I)(A)(9)(a) of Annexure I of SEBI circular CFD/DIL3/ CIR/ 2017/ 21 dated March 10, 2017. Therefore, undertaking/Board resolution for non-applicability of the said para is not applicable.	-	-
12.	Clarification as to non-applicability of pricing provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations').	X	92-92
13.	Certified true copy of the Resolution passed by the Board of Directors of DGSL appointing BSE Limited as the Designated Stock Exchange for the purpose of coordinating with SEBI.	XI	93-96
14.	Brief details of Delta, DISPL and DGSL, in the prescribed format.	XII	97-101
15.	Certified true copy of Net worth certificate ascertaining the pre and post Scheme net worth for DGSL from M/s. Kanu Doshi Associates LLP, Chartered Accountants.	XIII	102-103
16.	Capital evolution details of Delta, DISPL and DGSL in the prescribed format.	XIV	104-106
17.	Confirmation by the Company Secretary as per the prescribed format.	XV	107-108
18.	Annual report of Delta and DGSL, for their respective last financial years.	XVI	109-307
19.	Quarterly Compliance Report on Corporate Governance as per Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	XVII	309-311
20.	Copy of Abridged Prospectus in terms of Para 3(a) of Part - I(A) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	XVIII	312-329



Please find enclosed herewith demand draft dated April 26, 2018 bearing no. 085549 issued by ICICI Bank for Rs.2,16,000/- (Rupees Two Lakhs Sixteen Thousand Only), after including Goods and Service Tax and deducting tax at source, favouring National Stock Exchange of India Limited, towards processing fees.

The processing fees payable to Securities and Exchange Board of India has been submitted with BSE Limited being the designated stock exchange for the purpose of coordinating with SEBI.

The draft Composite Scheme of Arrangement together with all the documents as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 will be disseminated on the company's website as per the website link given as under:

<https://www.datamatics.com/investors/scheme-arrangement>

Name & Designation of the contact person

Name: Divya Kumat

Designation: EVP, Chief Legal Officer & Company Secretary

Tel No: 022 61020145 & 9821258405

E-mail ID: [divya.kumat@datamatics.com](mailto:divya.kumat@datamatics.com)

We request to take the above on record and oblige. If you require any further clarifications/information, we would be happy to provide the same.

We request you to kindly grant your approval to the Scheme at your earliest.

Thanking you,

Yours sincerely,

For **Datamatics Global Services Limited**



R **Divya Kumat**  
EVP, Chief Legal Officer & Company Secretary

