

DEEPAN PARIKH & CO.

CHARTERED ACCOUNTANTS

Deepan Parikh

B. Com., F.C.A.

101, 'B' Wing, Shanti Niwas, Hindu Friends Society, Natvar Nagar Road No. 5, Jogeshwari (E), Mumbai-400 080.
☎ : (O) 2837 4410 ● E-mail : parikhdeepan59@gmail.com**Certificate**

The Board of Directors,
Datamatics Global Services Limited,
Knowledge Centre, Plot No. 58,
Street No. 17, MIDC,
Andheri East, Mumbai – 400093

Dear Sirs,

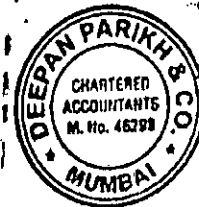
We, Deepan Parikh, Chartered Accountants, have been engaged by Datamatics Global Services Limited to issue this certificate to certify the minimum issue price for the issuance of shares under the proposed Scheme of Amalgamation of Delta Infosolutions Private Limited with Datamatics Global Services Limited, in terms of proviso to Regulation 158(1)(b) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with the SEBI circular nos. CFD/DIL3/CIR/2017/21 and CFD/DIL3/CIR/2017/26 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021.

The proposed scheme is for Amalgamation of Delta Infosolutions Private Limited ("Delta Infosolutions" or "Transferor Company") with Datamatics Global Services Limited ("Company" or "Datamatics Global" or "Transferee Company"). The transaction is proposed to be implemented through a Scheme of Amalgamation under the provisions of the Companies Act, 2013, and other applicable provisions, if any (hereinafter collectively referred to as "Scheme of Amalgamation" or "Scheme")

Regulatory Background

As per the proviso to Regulation 158(1)(b) of the SEBI (ICDR) Regulations, 2018 read with the SEBI circular nos. CFD/DIL3/CIR/2017/21 and CFD/DIL3/CIR/2017/26 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended, the issuance of shares under schemes in case of allotment of shares by listed companies only to a select group of shareholders or shareholders of unlisted companies, pursuant to such schemes, shall follow the pricing provisions of the SEBI ICDR

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Regulations, 2018 and the relevant date for the purpose of computing pricing shall be the date of the Board meeting in which the scheme is approved.

Equity shares of Datamatics Global are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded, in terms of Regulation 164(5) of the SEBI ICDR Regulations.

As per Regulation 164(1) of the SEBI ICDR Regulations, 2018, if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty-six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
- b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

We have been informed that the meeting of the Board of Directors of Datamatics Global for approval of draft Scheme of Amalgamation was scheduled on March 4, 2022 and accordingly, in terms of the SEBI Master Circular on (i) Scheme of Arrangements by Listed Entities and (ii) Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulations) Rules, 1957; the relevant date for determination of market price shall be March 4, 2022.

Trading volume of equity shares of Datamatics Global during the preceding 26 (twenty-six) weeks period prior to the relevant date was higher on NSE as compared to BSE. Accordingly, for the purpose of this certificate, the price as per the NSE has been considered.

Applicability on Amalgamation:

- a. As mentioned above, it is proposed to amalgamate Delta Infosolutions with Datamatics Global. The Transferor Company is an unlisted company and pursuant to the proposed Scheme, shares would be issued by the listed Transferee Company to the shareholders of unlisted Transferor Company.
- b. Accordingly, the minimum price at which the shares may be issued by the listed Transferee Company needs to be determined as per Chapter V of the SEBI ICDR Regulations, 2018.

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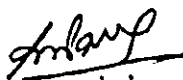


Minimum Issue Price as per Chapter— V of the SEBI (ICDR) Regulations, 2018:

We, Deepan Parikh, Chartered Accountants, hereby certify that the minimum issue price for the proposed Scheme, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018 has been worked out at Rs. 311.93.

The workings for arriving at such minimum issue price have been attached herewith as Annexure.

Yours Faithfully,
For DEEPAN PARIKH & CO
Chartered Accountants



DEEPAN PARIKH
Proprietor
Membership No. 46298
UDIN: 22046298AFCTJD7594

Place: Mumbai
Date: 04/03/2022



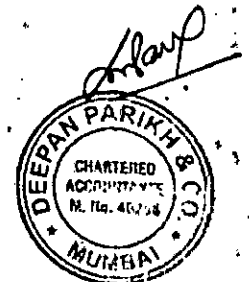
Annexure: Pricing Certificate

Calculation of minimum issue price as prescribed under Chapter V of the SEBI ICDR Regulations, 2018

Relevant Date	Friday, March 4, 2022
Average of 26 weeks High and Low of Volume Weighted Average Price (see "A" below)	311.93
Average of 2 weeks High and Low of Volume Weighted Average Price (see "B" below)	259.80
Applicable minimum issue price (higher of the above)	311.93

A. Average of Weekly High and Low of the Volume Weighted Average Price ("VWAP") of the equity shares of Datamatics Global Services Limited quoted on National Stock Exchange of India Limited ("NSE") during the twenty-six weeks preceding the Relevant Date

Week	From	To	VWAP High	VWAP Low	Average
1	03-Sep-21	09-Sep-21	319.99	308.42	314.21
2	10-Sep-21	16-Sep-21	321.61	310.63	316.12
3	17-Sep-21	23-Sep-21	309.13	300.24	304.69
4	24-Sep-21	30-Sep-21	312.37	303.61	307.99
5	01-Oct-21	07-Oct-21	330.51	300.94	315.73
6	08-Oct-21	14-Oct-21	372.26	355.17	363.72
7	15-Oct-21	21-Oct-21	351.42	329.73	340.58
8	22-Oct-21	28-Oct-21	324.76	308.45	316.61
9	29-Oct-21	04-Nov-21	333.41	316.76	325.09
10	05-Nov-21	11-Nov-21	342.42	330.73	336.58
11	12-Nov-21	18-Nov-21	338.67	321.65	330.16
12	19-Nov-21	25-Nov-21	318.46	304.58	311.52
13	26-Nov-21	02-Dec-21	307.73	288.50	298.12
14	03-Dec-21	09-Dec-21	303.43	288.72	296.08
15	10-Dec-21	16-Dec-21	308.63	300.81	304.72
16	17-Dec-21	23-Dec-21	293.51	275.15	284.33
17	24-Dec-21	30-Dec-21	310.99	291.16	301.08
18	31-Dec-21	06-Jan-22	311.67	307.18	309.43
19	07-Jan-22	13-Jan-22	358.31	322.93	340.62
20	14-Jan-22	20-Jan-22	358.93	345.08	352.01
21	21-Jan-22	27-Jan-22	330.53	303.27	316.90
22	28-Jan-22	03-Feb-22	314.88	304.99	309.94
23	04-Feb-22	10-Feb-22	309.12	299.73	304.43
24	11-Feb-22	17-Feb-22	299.86	280.38	290.12



25	18-Feb-22	24-Feb-22	290.94	239.86	265.40
26	25-Feb-22	03-Mar-22	260.81	247.59	254.20
Average Price (Rs.)					311.93

B. Average of Weekly High and Low of the VWAP of the equity shares of Datamatics Global Services Limited quoted on NSE during the two weeks preceding the Relevant Date

Week	From	To	VWAP High	VWAP Low	Average
1	18-Feb-22	24-Feb-22	290.94	239.86	265.40
2	25-Feb-22	03-Mar-22	260.81	247.59	254.20
Average Price (Rs.)					259.80

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