

DATAMATICS

BRIEF PARTICULARS OF THE TRANSFEROR COMPANY AND TRANSFEREE COMPANY

Particulars	Transferor Company	Transferee Company
Name of the company	Delta Infosolutions Private Limited ("DIPL" or "Delta Infosolutions")	Datamatics Global Services Limited ("DGSL" or "Datamatics Global")
Date of Incorporation & details of name changes, if any	Incorporation Date: 17 th January, 1992 DIPL was incorporated under the name and style of Delta Share Services Private Limited and its name was changed to its current name, Delta Infosolutions Private Limited, on 14 th December, 1998.	Incorporation Date: 3 rd November, 1987 DGSL was incorporated under the name and style of Interface Software Resources Private Limited. Its name was changed to Datamatics Technologies Private Limited on 18 th December, 1992. By a certificate dated 13 th January, 2000, its name was changed to Datamatics Technologies Limited. The name was changed to its current name, Datamatics Global Services Limited, pursuant to a High Court order dated 17 th December, 2008.
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
Brief particulars of the scheme	This Scheme of Amalgamation ("Scheme") is presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder for amalgamation and vesting of Delta Infosolutions Private Limited ("Transferor Company") into Datamatics Global Services Limited ("Transferee Company") in the present form or with such alterations / modifications, as may be approved or imposed or directed by National Company Law Tribunal.	
Rationale for the scheme	<p>It is proposed to amalgamate the Transferor Company into the Transferee Company by the Scheme, as a result of which the shareholders of the Transferor Company (including the promoter/ promoter group 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 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 amalgamation will enable greater focus of the management on the business and facilitate in creating enhanced value for Transferee Company's shareholders and allow a focused strategy in operations, which would be in the best interest of all its shareholders, creditors, and stakeholders. 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 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 paid-up share capital and the financial position of the Transferee Company. 	

DATAMATICS GLOBAL SERVICES LTD.

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	<p>e) Further, the shareholders of the Transferor Company shall indemnify the Transferee Company and keep the Transferee Company indemnified for liability, claim, demand, if any, which may devolve on the Transferee Company on account of this amalgamation.</p> <p>There is no likelihood that interests of any shareholder or creditor of any of the Transferor Company, or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme does not affect the rights of the creditors of the Transferor Company or the Transferee Company. There will not be any reduction in amounts payable to the creditors of the Transferor Company or the Transferee Company, nor there shall be any change in terms with creditors which is adverse to their interest, pursuant to the sanctioning of this Scheme.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	4 March, 2022	4 March, 2022
Date of meeting of the Audit Committee in which the draft scheme has been approved	Not Applicable	4 March, 2022
Appointed Date	01 st April 2021	01 st April 2021
Name of Exchanges where securities of the company are listed	Not applicable	BSE Limited National Stock Exchange of India Limited
Nature of Business	DIPL is the holding company and one of the promoters of DGSL.	DGSL is a technology company that builds intelligent solutions enabling data-driven businesses to digitally transform themselves through Robotics, Artificial Intelligence, Cloud, Mobility and Advanced Analytics.
Capital before the scheme (No. of shares as well as capital in rupees)	1,20,000 equity shares of INR 1 each = INR 1,20,000	5,89,49,337 equity shares of face value INR 5 each = INR 29,47,46,685
No. of shares to be issued	-	3,20,98,742 equity shares of INR 5 each 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.
Cancellation of shares on account of cross holding, if any	-	3,20,98,742 equity shares of INR 5 each held by DIPL in DGSL
Capital after the scheme (No. of equity shares as well as capital in rupees)	Not applicable	5,89,49,337 equity shares of face value INR 5 each = INR 29,47,46,685
Net Worth (as per Section 2 (57) of the Companies Act, 2013) (Rs. In Crs.)	Pre: As on 31 st March 2021 = INR 16.89 crs Post: Not applicable	Pre: As on 31 st March 2021 = INR 559.43 crs Post: As on 1 st April 2021 = INR 559.82 crs
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no	CS Shreyansh M Jain Registered Valuer (Securities & Financial Assets) IBBI R. No.: IBBI/RV/03/2019/12124	





Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Since Delta Infosolutions holds 54.45% of Datamatics Global and there are no material assets or liabilities in Delta Infosolutions, except investment in Datamatics Global, fair value of equity shares of Delta Infosolutions is equal to 3,20,98,742 fully paid equity shares of INR 5/- each of Datamatics Global.	
Fair value per share	Since Delta Infosolutions holds 54.45% of Datamatics Global and there are no material assets or liabilities in Delta Infosolutions, except investment in Datamatics Global, fair value of equity shares of Delta Infosolutions is equal to 3,20,98,742 fully paid equity shares of INR 5/- each of Datamatics Global.	
Exchange ratio	3,20,98,742 fully paid equity shares of INR 5/- each of Datamatics Global to be issued and allotted to the Equity Shareholders of Delta Infosolutions, in proportion to their holdings in Delta Infosolutions in the event of amalgamation of Delta Infosolutions into Datamatics Global	
Name of Merchant Banker giving fairness opinion	Kunvarji Finstock Private Limited	
Shareholding pattern	Refer Annexure 1	Refer Annexure 1
No of shareholders (before the Scheme)	Equity shareholders = 3	Equity shareholders = 39,488
Names of the Promoters (with PAN nos.)	Dr. Lalit S Kanodia PAN:AAEPK7954K Mr. Sameer L Kanodia PAN: AJGPK8714Q Vikrant Trust PAN: AABTV2431K	Delta Infosolutions Private Limited PAN: AAACD3760B Dr. Lalit S Kanodia PAN: AAEPK7954K Mrs. Asha L Kanodia PAN: AAHPK6030H
Names of the Board of Directors (with DIN and PAN nos.)	Refer Annexure 2	Refer Annexure 2
Please specify relation among the companies involved in the scheme, if any	Delta Infosolutions Private Limited is the promoter and holds ~ 54.45% of the total equity shares of Datamatics Global Services Limited.	
Details regarding change in management control in listed or resulting company seeking listing if any	Not applicable	

For Datamatics Global Services Limited



Divya Kumat

EVP, Chief Legal Officer & Company Secretary

Place: Mumbai

Date: March 17, 2022



Annexure 1 – Pre & Post shareholding pattern of companies

Shareholding Pattern of Delta Infosolutions Private Limited (“Transferor Company”)

Shareholding pattern	Pre		Post	
	<u>No. of Equity Shares</u>	% of holding	<u>No. of Equity Shares</u>	% of holding
Promoters	<u>1,20,000</u>	100%	Merged into DGSL - Ceases to Exist	
Public	-	-		
Custodian	-	-		
TOTAL	1,20,000	100%		

Shareholding Pattern of Datamatics Global Services Limited (“Transferee Company”)

Shareholding pattern	Pre		Post	
	<u>No. of Equity Shares</u>	% of holding	<u>No. of Equity Shares</u>	% of holding
Promoter & Promoter Group	<u>4,20,17,846</u>	71.28%	<u>4,20,17,846</u>	71.28%
Public	1,69,31,491	28.72%	1,69,31,491	28.72%
Custodian	-	-	-	-
TOTAL	5,89,49,337	100%	5,89,49,337	100%

For Datamatics Global Services Limited


Divya Kumat



EVP, Chief Legal Officer & Company Secretary

Place: Mumbai

Date: March 17, 2022

**Annexure 2 – Details of Directors****Details of directors of Delta Infosolutions Private Limited**

Sr. No.	Name of the Director	DIN	PAN
1.	Lalit S. Kanodia	00008050	AAEPK7954K
2.	Sameer L. Kanodia	00008232	AJGPK8714Q
3.	Rahul L. Kanodia	00075801	AAEPK7955J

Details of directors of Datamatics Global Services Limited

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1.	Lalit S. Kanodia	00008050	AAEPK7954K
2.	Sameer L. Kanodia	00008232	AJGPK8714Q
3.	Rahul L. Kanodia	00075801	AAEPK7955J
4.	Asha L. Kanodia	00008061	AAHPK6030H
5.	Vinay M. Aggarwal	00030483	AABPA6057C
6.	Dilip D. Dandekar	00846901	AAIPD0959R
7.	Mona M. Bhide	05203026	AAIPB7449N

For Datamatics Global Services Limited**Divya Kumat****EVP, Chief Legal Officer & Company Secretary**

Place: Mumbai

Date: March 17, 2022