

**DATAMATICS**

Date: March 17, 2022

<p>To,</p> <p>The General Manager Department of Corporate Services BSE Limited, P J Towers, Dalal Street, Fort, Mumbai – 400 001</p> <p><b>BSE Scrip Code: 532528</b></p>	<p>To,</p> <p>Manager – Listing Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex., Bandra (E), Mumbai – 400 001</p> <p><b>Symbol: DATAMATICS</b></p>
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Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) for the Draft Scheme of Amalgamation for amalgamation and vesting of Delta Infosolutions Private Limited (“Transferor Company”) into Datamatics Global Services Limited (“Transferee Company”)**

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

- a) The proposed composite scheme of amalgamation to be presented to any Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contracts (Regulation) Rules, 1957, RBI Act, 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, BSE Limited and National Stock Exchange of India Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230-232 of the Companies Act, 2013 it shall disclose:
  - i) the pre and post - amalgamation (expected) capital structure and shareholding pattern;
  - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of shares done by the valuer for the company and unlisted company;

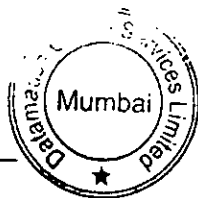


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- iii) Information about unlisted companies involved in the scheme as per the format provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - iv) The Complaint report as per Annexure II to SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021;
  - v) The observation letter issued by BSE Limited and National Stock Exchange of India Limited.
- c) The draft scheme of amalgamation together with all documents mentioned in Part 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:  
<https://www.datamatics.com/about-us/investor-relations>
- d) The company shall disclose the observation letter of the stock exchanges on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval 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.
- f) The documents filed by the Company with the Exchanges are same in all respect, which have been filed by the Company with Registrar of Companies/ SEBI, wherever applicable.
- g) There will be no alteration in the Share Capital of Delta Infosolutions Private Limited (unlisted transferor company) from the one given in the draft Scheme of Amalgamation.
- h) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.



**Divya Kumart**

**EVP, Chief Legal Officer & Company Secretary**

Place: Mumbai

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