

DATAMATICS

March 24, 2022

The Manager

Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 001
Symbol: DATAMATICS

Dear Sir / Madam,

Sub: Scheme of Amalgamation (“Scheme”) under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder for merger of Delta Infosolutions Private Limited (“Delta Infosolutions”) with and into Datamatics Global Services Limited (“Datamatics Global”)

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

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 March 04, 2022 approved the Scheme of Amalgamation between Delta Infosolutions, Datamatics Global, and their respective shareholders under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

The Company is listed on BSE Limited and National Stock Exchange Limited and therefore, 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:

DATAMATICS GLOBAL SERVICES LTD.

Knowledge Centre, Plot 58, Street No. 17, MIDC, Andheri (East), Mumbai - 400 093. INDIA | Tel: +91 (22) 6102 0000/1/2
| Fax : +91 (22) 2834 3669 | CIN: L72200MH1987PLC045205 | business@datamatics.com | www.datamatics.com



Sr. No.	Particulars	Annexure No.	Page Nos.
1.	Certified true copy of the Resolution passed by the Board of Directors of Delta Infosolutions and Datamatics Global approving the Scheme.	I	1-9
2.	Certified copy of the Draft Scheme of Amalgamation to be filed with the jurisdictional National Company Law Tribunal Bench.	II	10-25
3.	Valuation Report from Registered Valuer accompanied with an undertaking from the listed entity stating that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation.	III	26-39
4.	Report of the Audit Committee recommending the Scheme.	IV	40-44
5.	Fairness Opinion by Independent SEBI Registered Merchant Banker.	V	45-53
6.	Shareholding pattern of Delta Infosolutions and Datamatics Global, pre and post arrangement as per format provided under Regulation 31 of the Listing Regulations.	VI	54-70
7.	Shareholding pattern of Delta Infosolutions and Datamatics Global, pre and post amalgamation/arrangement in the prescribed format.	VII	71-72
8.	Pre and Post Amalgamation/Arrangement No of Shareholders of Delta Infosolutions and Datamatics Global in the prescribed format.	VIII	73
9.	Audited financials of the transferee and transferor companies for the last 3 financial years.	IX	74-75
10.	Certificates obtained from Statutory Auditors of Datamatics Global confirming the compliance of the accounting treatment as specified in the Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	X	76-78



Sr. No.	Particulars	Annexure No.	Page Nos.
11.	Compliance report as per the requirements specified in the Annexure III of SEBI Master Circular.	XI	79
12.	Report from the Committee of Independent Directors recommending the draft scheme.	XII	80-83
13.	Pricing certificate from Practicing CA of the listed company as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations').	XIII	84-88
14.	Certified true copy of the Resolution passed by the Board of Directors of Datamatics Global appointing BSE Limited as the Designated Stock Exchange for the purpose of coordinating with SEBI.	Part of Annexure I	-
15.	Brief details of Delta Infosolutions and Datamatics Global in the prescribed format.	XIV	89-93
16.	Brief details of promoters/ Board of Directors of Delta Infosolutions and Datamatics Global in the prescribed format.	XV	94-97
17.	Net worth certificate ascertaining the indicative pre and post Scheme net worth for Delta Infosolutions and Datamatics Global.	XVI	98-103
18.	Capital evolution details of Delta Infosolutions and Datamatics Global in the prescribed format.	XVII	104-106
19.	Confirmation by the Managing Director / Company Secretary as per the prescribed format.	XVIII	107-108
20.	Additional documents for demerger cases wherein a division of a listed company is hived off in an unlisted company.	Not applicable	-
21.	In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements of SEBI circular dated May 26, 2017.	Not applicable	-



Sr. No.	Particulars	Annexure No.	Page Nos.
22.	In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.	Not applicable	-
23.	Report on the Unpaid Dues.	XIX	109
24.	Undertaking from the listed entity signed by Managing Director/ Company Secretary/ Compliance Officer in relation to No objection certificate (NOC) from lending scheduled commercial banks/ financial institutions/ debenture trustees, from not less than 75% of the secured creditors in value.	XX	110
25.	Undertaking from the listed entity on any past defaults of listed debt obligations of the entities forming part of the scheme.	XXI	111
26.	Annual Report of Delta Infosolutions and Datamatics Global for the Financial Year 2020-21, Audited Financial of Delta Infosolutions for January 31, 2022 and Unaudited Financials of Datamatics Global for last quarter ended December 31, 2021 alongwith Limited Review Report.	XXII	112 onwards

Please find enclosed herewith transaction/payment receipt dated March 24, 2022 bearing UTR no. CMS/000954951778 for INR 4,32,000/- (Rupees Four Lakh Thirty Two Thousand Only), after including Goods and Service Tax and deducting tax at source, favouring NSE, towards processing fees.

Also, please note that there are no pending dues / fines/ penalties imposed by SEBI / Stock Exchange(s)/ Depositories on the Company and/or directors of the Company.



The draft Composite Scheme of Amalgamation 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/about-us/investor-relations>

Name & Designation of the contact person

Name: Divya Kumat

Designation: EVP, Chief Legal Officer & Company Secretary

Tel No: 9004030809 / 22 61025274

E-mail ID: 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

Divya Kumat

EVP, Chief Legal Officer & Company Secretary

Encl: a/a

ICICI Bank Advice Receipt

3/24/22 1:44 PM

Transaction Details

Account Number: **000405006893**

Transaction Date: **24-03-2022 00:00:00**

Transaction Amount: **INR 4,32,000.00**

Debit/Credit: **Debit**

Transaction Description : **CMS/000954951778/15000
7129NATIONAL STOCK**

**Note: This is an electronically generated receipt and
does not need any signature.**