

DATAMATICS

August 9, 2022

The Manager

Listing Department

BSE Limited

P J Towers, Dalal Street, Fort,

Mumbai – 400 001.

Kind Attention : Ms. Tanmayi Lele

Dear Madam,

Sub: Scheme of Amalgamation (“Scheme”) under Sections 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 (“DIPL”) with and into Datamatics Global Services Limited (“DGSL”).

Ref: Application no. 149126 under Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

We refer to the aforesaid Scheme of Amalgamation and submit our responses/ clarifications/ explanations below to your queries raised via mail dated August 08, 2022 in relation to the said Scheme:

Sr. No.	Particulars	Response/ Clarification
1.	<p>Company has inter-alia informed that DIPL does not have any contingent or actual liabilities which will prejudicially impact DGSL or its shareholders. However, clause 9 of the draft scheme document provides that if any suit, appeal or proceedings of whatsoever nature by or against the Transferor Companies may be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company in the same manner.</p> <p>In light of the above, you are requested to inform:</p>	<p>We hereby confirm DIPL does not have any pending legal proceedings. Therefore, we agree to remove Clause 9 of the Scheme in entirety. Further, we undertake that at the time of filing the Scheme with NCLT, we will submit the modified scheme (without Clause 9) with revised clause numbers.</p>



DATAMATICS GLOBAL SERVICES LTD.

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Sr. No.	Particulars	Response/ Clarification
	<ol style="list-style-type: none">1. why clause 9 regarding Legal Proceeding is mentioned in draft scheme document and2. Is it possible to refine this clause since DIPL does not have any contingent or actual liabilities.	
2.	NCLT vide order dated January 24, 2020 has approved a scheme of arrangement (SOA) by way of demerger of demerged undertaking of between DIPL (demerged company) into Datamatics Infotech Services Pvt. Ltd. (DISPL / Resulting Company). The appointed date of the scheme is April 01, 2019. The SOA document provides that, w.e.f. the appointed date and upon scheme becoming effective, all debts liabilities, contingent liabilities etc. of demerged undertaking, as on the appointed date, be vested or deemed to be vested in and be assumed by the Resulting Company.	We hereby confirm that all liabilities of demerged undertaking of DIPL have been transferred to DISPL pursuant to a Scheme of Arrangement between DIPL and DISPL and NCLT Order dated 24 January 2020. Further, we confirm that no liability of demerged undertaking of DIPL will be assumed by DGSL pursuant to the current Scheme of Arrangement between DIPL and DGSL since all the liabilities pertaining to the demerged undertaking of DIPL have been transferred to DISPL as a part of the earlier demerger sanctioned vide the NCLT Order dated 24 January 2020.
3.	In view of the above, you are requested to confirm that: <ol style="list-style-type: none">1. all the liabilities of DIPL have been transferred to DISPL.2. No liability transferred or supposed to be transferred to DISPL from DIPL will be assumed by DGSL pursuant to SOA between DIPL & DGSL.	

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.

Thanking you,

Yours sincerely,
For **Datamatics Global Services Limited**

Divya Kumart
EVP Chief Legal Officer & Company Secretary

