Prashant Parekh

From: Tanmayi Lele <tanmayi.lele@bseindia.com>
Sent: 25 July 2022 17:51
To: Prashant Parekh
Cc: BSE Schemes; harshita.joisar@datamatics.com
Subject: RE: Application no. 149126 under Regulation 37 of SEBI Listing Regulations - Datamatics

CAUTION: This email originated from outside your organization. Exercise caution when opening attachments or clicking links, especially from unknown senders.

Dear Sir,

you are requested to provide the following:

1. It is observed that the shareholders of DIPL are part of promoter group of DGSL. It may be explained as to why shares of DGSL are allotted to these three shareholders of DIPL via a Scheme of Arrangement (**SOA**) and why *inter-se* transfer among promoters & Promoter group (from DIPL to three shareholders of DIPL) is not considered.

2. DGSL vide letter dated July 06, 2022 has *inter-alia* informed that DIPL, currently, does not carry any business activity. However, it is noted that DIPL has property, plant & equipment i.e. part of fixed assets worth Rs. 125.4 Crore and certain liabilities in its balance sheet as on March 31, 2021. Further, DIPL has revenue of Rs. 1149 Crore from operations as reported in its P&L statement as on March 31, 2021.

3. In view of the above Company is requested to analyse and clarify the following:

   i) The discrepancy between 'No business activity vs Huge Assets on Balance Sheet & High revenue from operations'

   ii) Comments on impact on DGSL & its shareholders after taking over of liabities of DIPL pursuant to SOA.

You are requested to revert at the earliest.

Regards,
Tanmayi Lele
Assistant Manager
Listing Operations
BSE Limited, MUMBAI
Mobile : 9833654806

From: Prashant Parekh <prashant.parekh@datamatics.com>
Sent: 06 July 2022 17:44
To: Tanmayi Lele <tanmayi.lele@bseindia.com>
Cc: BSE Schemes <bse.schemes@bseindia.com>; harshita.joisar@datamatics.com
Subject: RE: Application no. 149126 under Regulation 37 of SEBI Listing Regulations - Datamatics

DATAMATICS

July 27, 2022

To,
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 July 25, 2022 in relation to the said Scheme:

1. In terms of the rationale of the Scheme of Arrangement, we would like to clarify that:

   a. The intended Scheme will result in removal of one layer of holding company between the promoter/ promoter group and the DGSL (i.e., the listed company), which would be in compliance with Companies (Restriction on number of layers) Rules, 2017 vis-à-vis DGSL, but also demonstrate promoter/ promoter group's direct commitment to and engagement with DGSL. Hence it is imperative that the promoter/ promoter group hold the shares in DGSL directly.
   b. The present mechanism of merger of DIPL into DGSL would enable direct shareholding of the promoter/ promoter group in DGSL and, given that DIPL does not have any other assets/ liabilities, the merger would result in the same number of shares being issued to the shareholders of DIPL post-merger. There would no impact on the public shareholders as a result of this Scheme.
   c. Lastly, since the present Scheme of Arrangement envisages a merger or an amalgamation, it would be cash-neutral for the promoter/ promoter group without any detriment to the interests of the public shareholders, and therefore, an inter-se transfer is not envisaged.

DATAMATICS GLOBAL SERVICES LIMITED MUMBAI

2. In terms of the impact on DGSL and liabilities of DIPL taken over by DGSL post-merger, we clarify that there are no contingent or actual liabilities of DIPL which will prejudicially impact DGSL or its shareholders. In fact, the Scheme provides for the promoter/ promoter group to bear any costs related to the Scheme of Arrangement, including any statutory costs such as stamp duty. Further, out of abundant caution, it is also provided in the Scheme of Arrangement that the promoter/ promoter group shall also indemnify DGSL against any liability, claim or demand, if any, which may devolve on DGSL. However, as stated earlier, we reiterate that there are no contingent or actual liabilities of DIPL which will devolve on DGSL post amalgamation, and the said clause is provided out of abundant caution to ensure that the interests of the public shareholders of DGSL are in no way prejudicially impacted.

3. In terms of the activities of DIPL, we clarify that there are no business activities current being undertaken by DIPL, except holding shares of DGSL. We further clarify that the figures pertaining to revenue from operations and property, plant, and equipment of DIPL for financial year ended 31 March 2021 are as per the **consolidated financial statements** of DIPL, which consolidates the entire balance sheet and P&L statement of DGSL (along with its subsidiaries) with and into DIPL, since DIPL is the holding company of DGSL, by virtue of its holding ~54.45% in DGSL. We reiterate that DIPL does not carry out any business activities, except holding shares in DGSL, which is demonstrated by the **standalone financial statements** of DIPL for the financial year ended 31 March 2021, annexed hereto as **Annexure 1.**

We request you 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

Divya Kumat
EVP Chief Legal Officer & Company Secretary

DATAMATICS GLOBAL SERVICES LIMITED MUMBAI

Encl: As above

Kanu Doshi Associates LLP
Chartered Accountants

Mumbai Address : 203, The Summit, Hanuman Road, Western Express Highway, Vile Parle (E), Mumbai - 400 057
T : 022-2615 0100 / 111 / 112 • F : 022 2615 0113

Pune Address : 123, Sohrab Hall, 21 Sassoon Road, Opp. Jehangir Hospital, Pune - 411001 • T : 020 4906 7177
E : info@kdg.co.in • W : www.kdg.co.in

INDEPENDENT AUDITORS' REPORT

To the Members of DELTA INFOSOLUTIONS PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of **DELTA INFOSOLUTIONS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its loss including other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those charged with Governance for the Standalone Financial Statements

The Company's management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the

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company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Standalone Financial Statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone Financial Statements have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow

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Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Standalone Financial Statements.

d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f) This Report does not contain a statement with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, as per Clause(i) of section 143(3) of the act as, in our opinion, and according to the information and explanations given to us, the clause is not applicable in the case of the company.

g) The provisions of section 197 read with schedule V of the Act are not applicable to the Company for the year ended March 31, 2021.

h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position.

   ii. The Company did not have any material foreseeable losses on long-term contracts including derivatives contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For Kanu Doshi Associates LLP
Chartered Accountants
FRN. No. 104746W/W100096

Kunal Vakharia
Partner
Membership no. 148916
UDIN: 21148916AAAAJU8470

Kanu Doshi Associates LLP Mumbai Chartered Accountants

Place: Mumbai
Date: October 05, 2021

ANNEXURE A TO THE AUDITOR'S REPORT

Referred to in paragraph 2 of '**Report on other Legal and Regulatory Requirements'** in our Report of even date on the accounts of DELTA INFOSOLUTIONS PRIVATE LIMITED for the year ended March 31, 2021

i. The Company does not possess any fixed assets. Accordingly clause 3(i) of the order is not applicable.

ii. The Company's nature of operations does not require it to hold inventories. Accordingly, clause 3(ii) of the order is not applicable.

iii. As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence sub clauses (a) & (b) of clause 3(iii) of the order are not applicable to the Company.

iv. According to information and explanation provided to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the companies Act, 2013.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.

vi. The Central Government has not prescribed the maintenance of cost records under sub-Section (1) of Section 148 of the Companies Act, for any of the products of the Company.

vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of custom, cess, Goods & Service Tax and any other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2021 for a period of more than six months from the date they became payable.

(b) As informed to us, there were no disputed amounts payable in respect of Income Tax, Goods and Service Tax, Custom Duty, cess and any other material statutory dues in arrears, as at March 31, 2021.

viii. According to the records of the Company examined by us and information and explanation given to us, the Company has not defaulted in repayment of dues to banks during the year. The company has not taken any loan or borrowing from government, financial institution, and has not issued debentures during the year.

ix. The Company has not raised any money by way of public issue/ further offer including debt instruments.

x. To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. The company has not paid any managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013. Consequently, clause (xi) of the order is not applicable.

Kanu Doshi Associates LLP Mumbai Chartered Accountants

xii. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statue applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.

xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

xiv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.

xvi. According to the information and explanations given to us, the Company is not required to obtain registration under Section 45IA of the Reserve Bank of India Act, 1934 and therefore clause 3(xvi) of the Order is not applicable.

For Kanu Doshi Associates LLP
Chartered Accountants
Firm registration No: 104746W/W100096

Kunal

Kunal Vakharia
Partner
Membership No: 148916
UDIN: 21148916AAAAJU8470

Kanu Doshi Associates LLP * Mumbai * Chartered Accountants

Place: Mumbai
Date: October 05, 2021

DELTA INFOSOLUTIONS PRIVATE LIMITED
Financial statements March 31, 2021

Standalone balance sheet as at

(Amount in Rs.)

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Financial assets			
i. Investments	3	164,995,821	164,995,821
Non-current tax assets		3,874,547	4,142,435
Total non-current assets		**168,870,368**	**169,138,256**
Current assets			
Financial assets			
i. Cash and cash equivalents	4	2,611,394	3,317,344
ii. Other financial assets	5	31,971	11,343
Other current assets	6	-	435,292
Total current assets		**2,643,365**	**3,763,979**
Total assets		**171,513,734**	**172,902,235**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7(a)	120,000	120,000
Other equity	7(b)	168,828,366	170,236,380
Total equity		**168,948,366**	**170,356,380**
LIABILITIES			
Current liabilities			
Financial liabilities			
i. Trade payables	8		
Dues of Micro and small enterprises		-	-
Dues other than Micro and small enterprises		143,240	19,386
ii. Other financial liabilities	9	2,376,477	2,526,169
Other current liabilities	10	45,651	300
Total liabilities		**2,565,368**	**2,545,855**
Total equity and liabilities		**171,513,734**	**172,902,235**

The accompanying notes forming an integral part of the financial statements 1 - 23

As per our attached report of even date
For Kanu Doshi Associates LLP
Chartered Accountants
Firm Registration No. 104746W/W100096

Kanu Doshi Associates LLP Mumbai Chartered Accountants

Kunal Vakharia
Partner
Membership No. 148916

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
DIN 00008050

Rahul L. Kanodia
Director
DIN 00075801

Place : Mumbai
Date :

DELTA INFOSOLUTIONS PRIVATE LIMITED
Financial statements March 31, 2021

Standalone statement of profit and loss for the year ended

(Amount in Rs.)

Particulars	Note	Year ended March 31, 2021	Year ended March 31, 2020
Other income	11	-	32,113,233
Total income		-	**32,113,233**
Expenses			
Other expenses	12	1,140,126	1,211,407
Total expenses		**1,140,126**	**1,211,407**
Profit before tax		**(1,140,126)**	**30,901,826**
Income tax expense			
- Current tax	13(a)	267,888	(16,171)
- Deferred tax	13(a)	-	(559,833)
Total tax expense/(credit)		**267,888**	**(576,004)**
Profit for the year		**(1,408,014)**	**31,477,830**
Items that will not be reclassified to profit or loss			
Fair Value gain on FVOCI investments		-	-
		-	-
OCI for the year		-	-
Total comprehensive income for the year		**(1,408,014)**	**31,477,830**
Earning per share (Face value Rs. 1 each)			
- Basic and Diluted (in Rs.)	19	(11.73)	262.32
The accompanying notes forming an integral part of the financial statements	1 - 23		

As per our attached report of even date
For Kanu Doshi Associates LLP
Chartered Accountants
Firm Registration No. 104746W/W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Date :

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
DIN 00008050

Rahul L. Kanodia
Director
DIN 00075801

DELTA INFOSOLUTIONS PRIVATE LIMITED
Financial statements March 31, 2021

A. Equity share capital

Particulars	Amount in Rs.
As at March 31, 2019	120,000
Changes in equity share capital	-
As at March 31, 2020	120,000
Changes in equity share capital	-
As at March 31, 2021	120,000

B. Other equity

(Amount in Rs.)

Particulars	Attributable to owners of Delta Infosolutions Private Limited					Total
	Reserves and surplus			Other reserves	Total other equity	
	Retained earnings	Capital Reserve	General reserve	FVOCI - Equity investments		
As at March 31, 2019	159,739,813	-	320,325,224	(13,751,176)	466,313,861	466,313,861
Profit for the year (Refer Note 20)	31,477,830	(295,755,311)	-	-	(264,277,481)	(264,277,481)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	31,477,830	(295,755,311)	-	-	(264,277,481)	(264,277,481)
- Interim Dividend on Equity shares	(31,800,000)	-	-	-	(31,800,000)	(31,800,000)
As at March 31, 2020	159,417,643	(295,755,311)	320,325,224	(13,751,176)	170,236,380	170,236,380
Profit for the year	(1,408,014)	-	-	-	(1,408,014)	(1,408,014)
Other comprehensive income	-	-	-	-	-	-
As at March 31, 2021	158,009,629	(295,755,311)	320,325,224	(13,751,176)	168,828,366	168,828,366

As per our attached report of even date
For Kanu Doshi Associates LLP
Chartered Accountants
Firm Registration No. 104746W/W100096

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Date :

Kanu Doshi Associates LLP Mumbai Chartered Accountants

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
DIN 00008050

Rahul L. Kanodia
Director
DIN 00075801

DELTA INFOSOLUTIONS PRIVATE LIMITED

Cash flow statement for the year ended March 31, 2021

(Amount in Rs.)

	March 31, 2021	March 31, 2020
A.Cash flow from operating activities		
Profit before tax	(1,140,126)	30,901,826
Adjustments for :		
Operating profit before working capital changes	**(1,140,126)**	**30,901,826**
Adjustments for :		
Decrease / (Increase) in other financial and non-financial assets	414,664	(225,120)
(Decrease) / Increase in trade payables	123,854	(73,800)
(Decrease) / Increase in other financial liabilities	(149,692)	2,526,169
(Decrease) / Increase in current liabilities	45,351	(15,653)
Cash generated from operations	**(705,950)**	**33,113,422**
Direct taxes paid (net)	-	(1,728,606)
Net cash flow from operating activities (A)	**(705,950)**	**31,384,816**
B. Cash flow from investing activities		
(Purchase) / Sale of long-term investments	-	(10,033,427)
Sale / (Purchase) of current investments	-	13,587,717
Net cash flow used in investing activities (B)	**-**	**3,554,290**
C. Cash flow from financing activities		
Dividend paid	-	(31,800,000)
Net cash flow used in financing activities (C)	**-**	**(31,800,000)**
Net cash flow during the year (A+B+C)	(705,950)	3,139,106
Cash and cash equivalents at the beginning of the year	3,317,344	178,238
Net cash and cash equivalents at the end of the year	**2,611,394**	**3,317,344**

Note:-

1) Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows ".

2) Since the Company is an investment company, purchase and sale of investments have been considered as part of "Cash flow from investing activities" and dividend earned of Rs. Nil (Rs. 32,113,233) have been considered as a part of "Cash flow from operating activities".

3) Previous year figures have been regrouped / reclassified wherever considered necessary.

As per our attached report of even date

For Kanu Doshi Associates LLP

Chartered Accountants

Firm Registration No. 104746W/W100096

Kanu Doshi Associates LLP Mumbai Chartered Accountants

Kunal Vakharia

Partner

Membership No. 148916

Place : Mumbai

Date :

For and on behalf of the Board

Dr. Lalit S. Kanodia

Chairman

DIN 00008050

Rahul L. Kanodia

Director

DIN 00075801

DELTA INFOSOLUTIONS PRIVATE LIMITED

Notes forming part of financial statements

Note 1: General Information

Delta Infosolutions Private Limited (Delta) is holding company of Datamatics Global Services Limited (DGSL), having CIN U72300MH1992PTC064911 was incorporated on 17 January 1992.

Note 2: Significant accounting policies

a) **Basis of preparation**

i) **Compliance with Ind AS**

The financial statements comply in all material aspects with Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) **Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

* certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value;
* assets held for sale – measured at fair value less cost to sell;
* defined benefit plans – plan assets measured at fair value; and
* share-based payments

b) **Revenue recognition**

Revenue is accounted for on accrual basis. Dividend income is recognised when right to receive dividend is established. Profit on sale of investment is recognized on sale of investments.

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

c) **Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

d) **Impairment of assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are companied at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company's of assets (cash-generating units). Nonfinancial assets other than goodwil that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

e) **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

f) **Investments and other financial assets**

i) **Classification**

The company classifies its financial assets in the following measurement categories:

* those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
* those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. Investment in subsidiary is accounted on historical cost.

ii) **Measurement**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

* **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

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* **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

* **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii) **Impairment of financial assets**

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

iv) **Derecognition of financial assets**

A financial asset is derecognised only when

* The company has transferred the rights to receive cash flows from the financial asset or
* retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

g) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

h) **Trade and other payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

i) **Provisions**

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions for restructuring are recognised by the company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the company.

j) **Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

k) **Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

l) **Earnings per share**

Basic earnings per share

Basic earnings per share is calculated by dividing:

* the profit attributable to owners of the company
* by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (note 17).

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m) Recent Indian Accounting Standards (Ind AS)

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.

-Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

-Specified format for disclosure of shareholding of promoters

-Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

-If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

-Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

-Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

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Note 3 - Non-current investments (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Investment in equity instruments (fully paid-up)		
In subsidiaries		
32,098,742 (32,098,742) Equity Shares of Rs. 5/- each of Datamatics Global Services Limited fully paid	164,995,821	164,995,821
Total	164,995,821	164,995,821

Note 4 - Cash and cash equivalents (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Bank balances	2,610,914	3,316,864
Cash on hand	480	480
Total	2,611,394	3,317,344

Note 5 - Other current financial assets (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Other advances	31,971	11,343
Total	31,971	11,343

Note 6 - Other current assets (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance with govt authorities	-	435,292
Total	-	435,292

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Note 7 - Share capital and other equity

7(a) - Equity share capital

(i) Authorised equity share capital

Particulars	Number of shares	Amount in Rs.
As at March 31, 2019	600,000	600,000
Increase during the year	-	-
As at March 31, 2020	600,000	600,000
Increase during the year	-	-
As at March 31, 2021	600,000	600,000

(ii) Authorised redeemable preference share capital

Particulars	Number of shares	Amount in Rs.
As at March 31, 2019	650,000	650,000
Increase during the year	-	-
As at March 31, 2020	650,000	650,000
Increase during the year	-	-
As at March 31, 2021	650,000	650,000

(iii) Issued, Subscribed and Paid-up equity share capital

Particulars	Number of shares	Amount in Rs.
As at March 31, 2019	120,000	120,000
As at March 31, 2020	120,000	120,000
As at March 31, 2021	120,000	120,000

(iv) Movements in equity share capital

Particulars	Number of shares	Amount in Rs.
As at March 31, 2019	120,000	120,000
As at March 31, 2020	120,000	120,000
As at March 31, 2021	120,000	120,000

(v) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	% Holding	Number of shares	% Holding
Dr. Lalit S. Kanodia	40,000	33.33%	40,000	33.33%
Mr. Sameer L. Kanodia	40,000	33.33%	40,000	33.33%
Vikrant Trust	40,000	33.33%	40,000	33.33%

7(b) - Reserves and surplus (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Retained earnings	158,009,629	159,417,643
Capital Reserve	(295,755,311)	(295,755,311)
General reserve	320,325,224	320,325,224
FVOCI - Equity investments	(13,751,176)	(13,751,176)
Total	**168,828,366**	**170,236,380**

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Note 8 - Trade payables (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Dues of Micro and small enterprises	-	-
Dues other than Micro and small enterprises	143,240	19,386
Total	**143,240**	**19,386**

Micro, Small and Medium enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given below :

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Dues remaining unpaid		
- Principal	-	-
- Interest on above	-	-
(b) Interest paid in terms of Section 16 of MSMED Act		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and unpaid	-	-

Note 9 - Other current financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Payable to related parties	2,376,477	2,526,169
Total	**2,376,477**	**2,526,169**

Note 10 - Other current liabilities (Amount in Rs.)

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory dues	45,651	300
Total	**45,651**	**300**

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Note 11 - Other income (Amount in Rs.)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Dividend on share investment	-	32,113,233
Total	-	**32,113,233**

Note 12 - Other expenses (Amount in Rs.)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Legal and Professional expenses	657,240	1,160,349
Audit fees (Refer Note No 16)	36,150	45,085
Rates and Taxes	443,707	5,401
Miscellaneous expenses	3,030	572
Total	**1,140,126**	**1,211,407**

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Note 13 - Taxation

13(a) - Income tax expense

(Amount in Rs.)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	267,888	(16,171)
Total current tax expense	**267,888**	**(16,171)**
Deferred tax		
Adjustments for MAT crdit entitlement of prior periods	-	(559,833)
Total deferred tax expense/(benefit)	**-**	**(559,833)**
Income tax expense	**267,888**	**(576,004)**

13(b) - Reconciliation of tax expense and accounting profit multiplied by statutory tax rates

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit for the year	**(1,140,126)**	**30,901,826**
Statutory tax rate applicable to Delta Infosolutions Private Limited	27.82%	27.82%
Tax expense at applicable tax rate	**(317,183)**	**8,596,888**
Tax effects of amounts which are not deductible (taxable) in calculating taxable income:		
Exempted income	-	(8,909,589)
(Gain)/Loss in respect of which deferred tax (liability)/asset not recognized	317,183	-
Tax adjustment of earlier years	267,888	(576,004)
Others	-	312,701
Income tax expense	**267,888**	**(576,004)**

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Note 14 - Fair value measurements

Financial instruments by category

(Amount in Rs.)

	31 March 2021			31 March 2020		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Cash and cash equivalents	-	-	2,611,394	-	-	3,317,344
Other advances	-	-	31,971	-	-	11,343
Total financial assets	-	-	2,643,365	-	-	3,328,687
Financial liabilities						
Payable to related party	-	-	2,376,477	-	-	2,526,169
Trade payable	-	-	143,240	-	-	19,386
Total financial liabilities	-	-	2,519,717	-	-	2,545,555

i) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing Net Asset Value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-thecounter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

ii) **Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

* the use of quoted market prices or dealer quotes for similar instruments

iii) **Valuation processes**

The carrying amounts of trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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Note 15 - Financial risk management

- The company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the company is exposed to and how the company manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

Note 16 - Auditors Remuneration

(Amount in Rs.)

	Year ended March 31, 2021	Year ended March 31, 2020
For Services as Auditors	30,000	25,000
For Other Services	-	15,000
For Goods & Services Tax	5,400	-
Reimbursement of out of Pocket Expenses	750	5,085
Total	**36,150**	**45,085**

Note 17 - Capital management

i Dividends

(Amount in Rs.)

	31 March 2021	31 March 2020
Equity shares		
Interim dividend for the period ended 31 March 2021 of Rs. Nil (31 March 2020 – Rs. 265) per fully paid share	-	31,800,000

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Note 18 - Related Party Transactions

(A) Key Managerial Personnel :

Dr. Lalit S. Kanodia
Mrs. Asha L. Kanodia
Mr. Rahul L. Kanodia
Mr. Sameer L. Kanodia

(B) Joint Venture Company

Cybercom Datamatics Information Solutions Limited

(C) Subsidiary Companies:

Datamatics Global Services Limited (Direct)
Datamatics Global Services Inc.
Datamatics Global Technologies Limited
Datamatics Global Technologies AG
Datamatics Infotech Limited
LD Publishing & eRetail Limited (upto 22nd March, 2021)
Datamatics Global Services FZ LLC
Datamatics Global Services Pty. Limited
Datamatics Robotics Software Limited (Stepdown Subsidiary)
Datamatics Robotics Software Inc (Stepdown Subsidiary)
Datamatics Global Services Corp. (Stepdown Subsidiary)
RJ Globus Solutions Inc (Stepdown Subsidiary)
RJ Globus Inc (Stepdown subsidiary)
RJ Globus Solutions Private Limited (Stepdown Subsidiary)
Cignex Datamatics Corporation (Stepdown Subsidiary) (upto 17th Aug, 2020)
Cignex Datamatics Technologies Limited (Stepdown Subsidiary) (upto 31st Dec, 2020)
Cignex Datamatics Inc. (Stepdown Subsidiary) (upto 31st Dec, 2020)
Cignex Datamatics Pte. Limited (Stepdown Subsidiary) (upto 31st Dec, 2020)
Cignex Datamatics UK Ltd (Stepdown Subsidiary) (upto 31st Dec, 2020)
Cignex Datamatics GmbH (Stepdown Subsidiary) (upto 31st Dec, 2020)
Lumina Datamatics Limited
Lumina Datamatics Inc. (Stepdown Subsidiary)
Lumina Datamatics GmbH (Stepdown Subsidiary)
LDR eRetail Limited (Stepdown Subsidiary)
Lumina Datamatics Assessment and Analytics, LLC (Stepdown Subsidiary)
Datamatics Staffing Services Limited (Subsidiary)
Datamatics Global Services B.V. (Stepdown Subsidiary) (w.e.f. September 13, 2019)

(D) Enterprise owned by Key Managerial Personnel :

Datamatics Business Solutions Limited
Anemone Management Consultancy Private Limited
Datamatics Infotech Services Private Limited

Details of transactions with the related parties stated above :

(Amount in Rs.)

Nature of transactions	Refer (A) above		Refer (B) above		Refer (C) above		Refer (D) above	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Legal and Professional Fees	-	-	-	-	-	-	**42,240**	**12,100**
Datamatics Business Solutions Limited	-	-	-	-	-	-	42,240	12,100
Expenses incurred for related parties	-	-	-	-	-	-	**26,845**	-
Anemone Management Consultancy Private Limited	-	-	-	-	-	-	26,845	-
Dividend Income	-	-	-	-	-	**31,813,742**	-	-
Datamatics Global Services Limited	-	-	-	-	-	31,813,742	-	-
Investment in Subsidiary	-	-	-	-	-	**19,999,557**	-	-
Datamatics Global Services Limited	-	-	-	-	-	19,999,557	-	-
Receivable	-	-	-	-	-	-	**26,845**	-
Anemone Management Consultancy Private Limited	-	-	-	-	-	-	26,845	-
Payables	-	-	-	-	-	-	**2,397,717**	**2,526,169**
Datamatics Business Solutions Limited	-	-	-	-	-	-	21,240	-
Datamatics Infotech Services Private Limited	-	-	-	-	-	-	2,376,477	2,526,169

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Note 19 - Earnings per share

	Particulars	March 31, 2021	March 31, 2020
(a)	**Basic earnings per share**		
	Net Profit after taxation (in Rs.)	(1,408,014)	31,477,830
	Weighted average number of Equity shares	120,000	120,000
	Nominal value of Equity shares (in Rs.)	1	1
	Basic earnings per share	(11.73)	262.32
(b)	**Diluted earnings per share**		
	Net Profit after taxation (in Rs.)	(1,408,014)	31,477,830
	Weighted average number of Equity shares	120,000	120,000
	Nominal value of Equity shares (in Rs.)	1	1
	Diluted earnings per share	(11.73)	262.32

Note 20 - Demerger Note

i) During the previous year, The Delta Infosolutions Private Limited ('DIPL') is part of a Composite Scheme of Arrangement ("Scheme") between DIPL, Datamatics Infotech Services Private Limited ('DISPL') and their respective shareholders under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder approved by the Board of Directors of the Company on April 27, 2018. The scheme has the appointed date of April 1, 2019.

The scheme inter-alia provides for:

a) Demerger of demerged undertaking (as defined under the Scheme) of DIPL into DISPL in accordance with Section 2(19AA) of the Income-tax Act, 1961;

Non-strategic Undertaking of Delta	**Amount**
Investment in Securities	147,219,610
DTA Towards MAT Credit	7,812,791
Other Assets	140,707,983
Less: Liabilities	-
Net Assets in the Demerged Undertaking	295,740,385
Less: Consideration issued upon demerger	120,000
Less: Reserves pertaining to Demerged Undertaking	-
	295,620,385
Add: Capital Reduction of existing share capital as on Effective Date	134,926
Capital Reserve created upon Demerger in the books of DISPL	295,755,311
Net Assets transferred	**295,755,311**
Less: Reserves pertaining to Demerged Undertaking	-
Capital Reserve created upon Demerger in the books of Delta	**295,755,311**

21 With effect from May 31, 2018 the Company has become a non-systematically important Core Investment Company as referred to in Core Investment Companies (Reserve Bank) Directions, 2016 ("CIC Regulations") pursuant to Para 6 of Master Direction - Exemptions from provisions of RBI Act, 1934 (Master Direction DNBR.PD. 001/03.10.119/2016-17 dated August 25, 2016). Hence it is not required to obtain the COR u/s. 45IA of the Act.

22 Deferred tax assets

As Per Ind AS 12, "Income Taxes"' the Company would have a net deferred tax asset, primarily comprising of business loss under tax laws. However, as the subsequent realization of such amount in near future is not reasonably certain, the management is of the view that it is prudent not to recognize the deferred tax assets. Accordingly, no deferred tax asset amounting to Rs. 3,17,183/- has not been recognised in these financial statements.

23 Previous year figures have been appropriately regrouped/reclassified and rearranged wherever necessary to conform to the current year's presentation.

As per our attached report of even date
For Kanu Doshi Associates LLP
Chartered Accountants
Firm Registration No. 104746W/W100096

Kanu Doshi Associates LLP * Mumbai * Chartered Accountants

Kunal Vakharia
Partner
Membership No. 148916

Place : Mumbai
Date :

For and on behalf of the Board

Dr. Lalit S. Kanodia
Chairman
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