

# DATAMATICS

April 6, 2022

**The Manager**  
**Listing Department**

BSE Limited  
P J Towers, Dalal Street, Fort,  
Mumbai – 400 001.

**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 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 on 30 March 2022 in relation to the said Scheme:

Sr. No.	Particulars	Response/ Clarification
1.	Company details of Delta Infosolutions Private Limited are not found in the interface.	Company details of Delta Infosolutions Private Limited have now been provided in the interface.
2.	Pricing Certificate and Accounting Treatment Certificate is not placed before the Board meeting of DGSL dated 04.03.2022. Please clarify.	We submit that there is no requirement as per the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2022 for the pricing certificate and accounting treatment certificate to be placed before the Board of the listed company. Therefore, the Accounting Treatment Certificate and Pricing Certificate

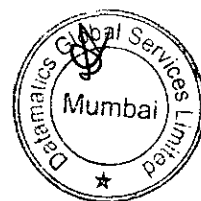


DATAMATICS GLOBAL SERVICES LTD.

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



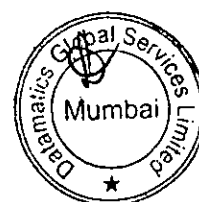
Sr. No.	Particulars	Response/ Clarification
		have not been placed before the Board of Directors of Datamatics Global.
3.	As per SOP circular dated 01.11.2021, the period under consideration for valuations, other than Income Approach, should not be older than 3 months. However, the under the current report, the Valuer has considered the unaudited financials as on 30.09.2021 of DGSL. Kindly clarify and rectify the report accordingly.	An addendum to the Valuation Report, considering the unaudited financials as on 31 December 2021 of Datamatics Global has been enclosed herewith as <b>Annexure A</b> .
4.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31: a) submit SHP of Delta as per Reg 31 format. b) submit pre and post SHP of DGSL without PAN.	Shareholding pattern of Delta Infosolutions with Pan and Without Pan as per the format provided under Reg. 31 is enclosed as <b>Annexure B1</b> . Pre and post shareholding pattern of Datamatics Global without PAN is enclosed as <b>Annexure B2</b> .
5.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years as per Annexure IV: a) Kindly mention "unaudited" in the heading of Annexure IV of DGSL for details of financials as on 31.12.2021 and resubmit the same. b) Please provide the consolidated financial summary as per Annexure IV for Delta and DGSL, if applicable.	Summary of standalone financials of Datamatics Global and Delta Infosolutions modified to reflect "unaudited" is enclosed as <b>Annexure C1</b> . Summary of consolidated financials of Datamatics Global and Delta Infosolutions is enclosed as <b>Annexure C2</b> . While the financials of Delta Infosolutions as on 31 January 2022 are audited, it does not consist of consolidated numbers. Therefore, for the purposes of financial summary, the unaudited financials of Delta Infosolutions as on 31 December 2021 have been considered. However, the audited financials of Delta







Sr. No.	Particulars	Response/ Clarification
		Infosolutions are also enclosed – please see point 8 below.
6.	Compliance Report- The document is not dated. Further, request you to provide the status of compliance for individual pointers. Further, as per format the signature of Managing Director is needed.	Updated Compliance Report is enclosed as <b>Annexure D</b> . The Company does not have a Managing Director and hence, not signed by MD.
7.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI.- Document not as per format. Mention NA wherever not applicable.	Updated Confirmation by Company Secretary is enclosed as <b>Annexure E</b> .
8.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year- Kindly submit Limited review report for DGSL as for financials on 31.12.2021 and Audit report for Delta for financials as on 31.01.2022.	Limited review report for Datamatics Global for financials as on 31 December 2021 is enclosed as <b>Annexure F1</b> . Audit Report and Audited financials for Delta Infosolutions for financials as on 31 January 2022 is enclosed as <b>Annexure F2</b> .
9.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX- A trust cannot hold shares in the Company. Kindly rectify.	Modified document is enclosed as <b>Annexure G</b> .





Sr. No.	Particulars	Response/ Clarification
10.	Undertaking that the transferee entity will not issue/reissue shares not covered under the draft scheme.: To be confirmed by Listed company. (ii) Undertaking that as on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date	Undertakings are enclosed as <b>Annexure H</b> .

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**

April 4, 2022

To,  
The Board of Directors  
**Delta Infosolutions Private Limited**  
Knowledge Centre, Plot No. 58,  
Street No. 17, MIDC,  
Andheri East, Mumbai-400093,  
Maharashtra, India

To,  
The Board of Directors  
**Datamatics Global Services Limited**  
Knowledge Centre, Plot No. 58,  
Street No. 17, MIDC, Andheri East,  
Bandra Suburban, Mumbai-400093,  
Maharashtra, India

**Subject: Addendum Report to Recommendation of Share Exchange Ratio for the proposed Scheme of Amalgamation of Delta Infosolutions Private Limited ('Delta Infosolutions') with Datamatics Global Services Limited ('Datamatics Global') dated 25/02/2022**

Dear Sir,

We refer to the communication received by us from the management regarding observation received from stock exchange in respect of our valuation report dated 25-02-2022:

In this connection, the management of Delta Infosolutions and Datamatics Global has provided us following additional documents:

- Unaudited Financial Statement certified by management of Datamatics Global as on December 31, 2021

Based on procedure adopted by me and detailed in my report dated 25-02-2022, the rationale for Share Exchange Ratio is stated as hereunder:

## **RATIONALE FOR SHARE EXCHANGE RATIO**

As a part of the scheme of amalgamation, Delta Infosolutions Private Limited will be amalgamated with Datamatics Global Services Limited. Delta Infosolutions Private Limited has identified all the assets and liabilities which are to be taken over by and transferred to Datamatics Global Services Limited.



# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

We understand that, upon the scheme being effective, the shareholder of the transferor company (who along with the Transferor Company, belong to the promoter/promoter group of the Transferee Company) will directly hold shares in the Transferee Company. The Delta Infosolutions Private Limited holds 3,20,98,742 equity shares of Datamatics Global constituting 54.45% of equity share capital of Datamatics Global as on March 31, 2021. There are no other material assets or liabilities in the transferor company except investments in shares of Transferee Company as on 31.03.2021; Hence, the fair value of all equity shares of Delta Infosolutions is equal to 3,20,98,742 equity shares of INR 5/- each of Datamatics Global held by the said Transferor Company.

Taking into account the above facts and circumstance, an exchange ratio can be considered appropriate and fair for the proposed amalgamation where the percentage of direct holding of shareholders of Transferor Company in Transferee Company post-merger will remain same and not vary from their indirect holding in shares of Transferee Company i.e. transferee company shall issue 3,20,98,742 fully paid up equity shares of INR 5/- each of Datamatics Global to the equity shareholders of Delta Infosolutions in proportion of their shareholding in Delta Infosolutions.

## CONCLUSION

In the light of the above additional submission and on a consideration of all the relevant factors and circumstances and subject to our scope, limitations as mentioned above, we recommend the following share exchange ratio of:

***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.***



**CS Shreyansh M. Jain**  
**Registered Valuer (S & FA)**

**IBBI R. No.: IBBI/RV/03/2019/12124**

**Date: 04-04-2022**

**Place: Surat**

# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

## SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

This addendum report is issued in addition and continuation to my original report on Recommendation of Share Exchange Ratio for the proposed Scheme of Amalgamation of Delta Infosolutions Private Limited ('Delta Infosolutions') with Datamatics Global Services Limited ('Datamatics Global') dated 25/02/2022.

This report shall subject to same scope, limitations, assumptions, qualifications, exclusions and disclaimers as contained in above referred report on Recommendation of Share Exchange Ratio for the proposed Scheme of Amalgamation of Delta Infosolutions Private Limited ('Delta Infosolutions') with Datamatics Global Services Limited ('Datamatics Global') dated 25/02/2022.

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# RV SHREYANSH M JAIN

Registered Valuer (SFA)

## Annexure-1: Summary of share exchange ratio

**Amalgamation of Delta Infosolutions Private Limited ('Transferor Company') with Datamatics Global Services Limited ('Transferee Company')**

Valuation Approach	Delta Infosolutions (A)		Datamatics Global (B)	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach (Refer Note 1)	NA	0.00%	NA	0.00%
Income Approach (Refer Note 2)	NA	0.00%	NA	0.00%
Market Approach (Refer Note 3)	NA	0.00%	NA	0.00%
<b>Relative value per share</b>	<b>NA</b>	<b>0.00%</b>	<b>NA</b>	<b>0.00%</b>
<b>Share Exchange Ratio (A/B)</b>	<b>NA</b>			

**NA: Not adopted**

### Notes:

#### 1. Asset Approach – Not Adopted

As per the proposed scheme of amalgamation, Delta Infosolutions ('Transferor Company') will be amalgamated with its subsidiary i.e. Datamatics Global ('Transferee Company') and upon cancellation of the entire outstanding issued and paid up equity shares held by Delta Infosolutions in Datamatics Global by way of capital reduction, fresh issue of shares would be made to the existing shareholders of Delta Infosolutions on a proportionate basis such that their shareholding in Datamatics Global would be in proportion to their existing shareholding in Delta Infosolutions. Hence, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global.

In light of the above, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global using the Asset Approach.

#### 2. Income Approach – Not Adopted

In view of the explanation given in Note 1 above, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global using the Income Approach.



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*Registered Valuer (SFA)*

## 3. Market Approach – Not Adopted

In view of the explanation given in Note 1 above, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global using the Market Approach.

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# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

March 4, 2022

To,  
The Board of Directors  
**Delta Infosolutions Private Limited**  
Knowledge Centre, Plot No. 58,  
Street No. 17, MIDC,  
Andheri East, Mumbai-400093,  
Maharashtra, India

To,  
The Board of Directors  
**Datamatics Global Services Limited**  
Knowledge Centre, Plot No. 58,  
Street No. 17, MIDC, Andheri East,  
Bandra Suburban, Mumbai-400093,  
Maharashtra, India

**Subject: Recommendation of Share Exchange Ratio for the proposed Scheme of Amalgamation of Delta Infosolutions Private Limited ('Delta Infosolutions') with Datamatics Global Services Limited ('Datamatics Global').**

Dear Sir,

We refer to the engagement letter dated 15<sup>th</sup> February, 2022 and discussions undertaken with the Management of Delta Infosolutions Private Limited ('Delta Infosolutions' or 'Transferor Company') and Datamatics Global Services Limited ('Datamatics Global' or 'Transferee Company') (hereinafter both of them together referred to as 'the Management'), wherein the Management of Delta Infosolutions and Datamatics Global has requested Shreyansh M Jain, Registered Valuer (SFA) (hereinafter referred to as 'RV', 'we' or 'us') to recommend Share Exchange Ratio for the proposed Scheme of Amalgamation of Delta Infosolutions with Datamatics Global.

Hereinafter, the Management including the Board of Directors of Delta Infosolutions and Datamatics Global shall together be referred to as 'the Management'; and the Transferor Company and Transferee Company shall together be referred to as 'Applicant Companies'.

Please find enclosed the report (comprising 13 pages including annexure) detailing our recommendation of share exchange ratio for the proposed Scheme of Amalgamation and the assumptions used in our analysis.

This report sets out our scope of work, background, sources of information, procedures performed by us and our recommendation on the Share Exchange Ratio.





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*Registered Valuer (SFA)*

## BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

Delta Infosolutions Private Limited ('Delta Infosolutions' or 'Transferor Company'), was incorporated as a private limited company under the name and style of Delta Shared Services Private Limited in the State of Maharashtra on 17<sup>th</sup> January 1992 vide Corporate Identity Number U72300MH1992PTC064911. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai-400093, Maharashtra and having PAN: AAACD3760B and Email ID of its authorised representative is divya.kumat@datamatics.com. Thereafter, its name was changed to its current name, Delta Infosolutions Private Limited, on December 14, 1998. The company has one subsidiary company i.e., Datamatics Global Services Limited.

Datamatics Global Services Limited ('Datamatics Global' or 'Transferee Company'), was incorporated as a private limited company in the State of Maharashtra on 3<sup>rd</sup> November, 1987 as Interface Software Resources Private Limited. The name of the Transferee Company was changed to Datamatics Technologies Private Limited on December 18, 1992. On January 14, 1999, the Company became a deemed public company, pursuant to the provisions of section 43A of the Companies Act, 1956. The members of the Transferee Company passed a resolution on December 27, 1999, to convert the Company to public company. By a certificate dated January 13, 2000, the name of the Transferee Company was changed from Datamatics Technologies Private Limited to Datamatics Technologies Limited. The name of the Transferee Company was changed to its current name Datamatics Global Services Limited pursuant to a High Court order dated December 17, 2008. It has its Corporate Identity Number as L72200MH1987PLC045205. The Registered Office is situated at Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai-400093, Maharashtra and having PAN: AAACD4471B and Email ID of its authorised representative is divya.kumat@datamatics.com. The company is listed on Bombay Stock Exchange Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

Delta Infosolutions Private Limited is the promoter of Datamatics Global Services Limited holding ~54.45% of the total equity shares in the said Company.

Datamatics Global Services Limited 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. With its wide array of solutions, the company has developed several proprietary products and innovative solutions through which it caters to over 450 customers across the globe,



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some of which are Fortune 500 companies. Headquartered in Mumbai, the company has a strong presence across the America, Australia, Asia, Europe, and the Middle East.

We understand that the Management of the Applicant Companies are contemplating a scheme of amalgamation, wherein they intend to merge Delta Infosolutions with Datamatics Global in accordance with the provisions of Sections 232 read with Section 230 of the Companies Act, 2013 or any statutory modifications, re-enactment or amendments thereof for the time being in force ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules"), as amended from time to time and all other applicable provisions, if any, of the Act and any other applicable law for the time being in force including the applicable provisions of the SEBI Guidelines and the rules framed therein with respect to the proposed amalgamation and in a manner provided in the Scheme of Arrangement (hereinafter referred to as 'the Scheme').

Based on our discussion with the Management, we understand that Delta Infosolutions will be amalgamated with Datamatics Global. Further, we understand that as a part of the Scheme, the investment of equity shares held by the Transferor Company in the Transferee Company shall stand cancelled, without any further act or deed.

In connection with the above-mentioned proposed amalgamation, the Management has appointed Mr. Shreyansh M Jain, Registered Valuer (SFA) to submit a report recommending a share exchange ratio for issue of shares of Datamatics Global to the shareholders of Delta Infosolutions pursuant to the proposed amalgamation.

We would like to emphasize that certain terms of the proposed amalgamation are stated in our report, however the detailed terms of the proposed amalgamation shall be more fully described and explained in the Scheme document to be submitted with relevant authorities in relation to the proposed amalgamation. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the underlying Scheme.

We understand that the appointed date will be April 1, 2021 and the effective date will be for the proposed amalgamation shall mean the dates on which the Order of the NCLT sanctioning the Scheme of Amalgamation is filed with the Registrar of Company, Mumbai, Maharashtra State by the respective companies. We have determined the share exchange ratio for the proposed amalgamation as at the appointed date.

The scope of our service is to recommend the share exchange ratio as at the appointed date after considering the facts of the case and report on the same in accordance with





# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

generally accepted professional standards and requirement prescribed by Securities Exchange Board of India ('SEBI') Regulations as may be applicable to listed entities.

The Management have informed us that:

- a) the Transferor Company will carry on and will be deemed to have carried on all its business and activities as hitherto and will hold and stand possessed of and will be deemed to have held and stood possessed of all its properties and assets for and on account of and in trust for Transferee Company.;
- b) The Transferor Company will preserve and carry on its business and activities with reasonable diligence and business prudence and will neither undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its affiliates or associates or any third party, sell, transfer, alienate, charge, mortgage or encumber or otherwise deal with its properties/ assets or any part thereof, except (a) in the ordinary course of business as carried on by it as on the date of filing of this Scheme with the NCLT; or (b) when the same is expressly provided in this Scheme; or (c) when a written consent of the Transferee Company has been obtained.
- c) The Transferor Company will not alter or expand its business except with the written concurrence of the Transferee Company.
- d) in the event any dividends or other distributions are received by the Transferor Company either from the Transferee Company before the Scheme becomes effective, the Transferor Company shall ensure that such receipts are immediately distributed amongst its shareholders by way of dividends or any other manner, to the extent permitted under Applicable Law.

This report is our deliverable for the said engagement and is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality and in conjunction with the relevant documents referred to therein.



# RV SHREYANSH M JAIN

Registered Valuer (SFA)

## SHAREHOLDING PATTERN

### a) Delta Infosolutions Private Limited ('Transferor Company')

The equity shareholding pattern of Delta Infosolutions as at December 31, 2021 is set out below:

NAME OF SHAREHOLDERS	Number of Equity Shares (Face Value of INR 1/- each)	Percentage %
Dr. Lalit S Kanodia	40,000	33.33%
Mr. Sameer L Kanodia	40,000	33.33%
Vikrant Trust	40,000	33.33%

### b) Datamatics Global Services Limited ('Transferee Company')

The equity shareholding pattern of Datamatics Global as at December 31, 2021 is set out below:

Category of Shareholder	Number of Equity Shares (Face Value of INR 5/- each)	Percentage %
Promoter & Promoter Group	4,20,17,846	71.28%
Public	1,69,31,491	28.72%
Total	5,89,49,337	100.00%

## SOURCES OF INFORMATION

In connection with the recommendation of share exchange ratio, we have used the following information obtained from the Management and/ or gathered from public domain:

- Copy of the draft scheme of amalgamation;
- Shareholding pattern of Delta Infosolutions and Datamatics Global as at December 31, 2021;
- Unaudited Financial Statement certified by management of Datamatics Global as on September 30, 2021





# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

- Audited Financial Statement of Delta Infosolutions as on January 31, 2022, and
- Discussion with the Management to understand the rationale and basis for arriving at the recommended share exchange ratio;
- Such other information and documents as provided by the Management for the purpose of this engagement.

Besides the above listing, there may be other information provided by the Management which may not have been perused by us in detail, if not considered relevant for our defined scope.

We have also considered/ obtained such other analysis, review, explanations and information considered reasonably necessary for our exercise, from the Management.

The Management of the Applicant Companies have been provided with the opportunity to review the draft report (excluding the recommended share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/ omissions are avoided in our report.

## **PROCEDURES ADOPTED**

Procedures used in our analysis included such substantive steps as we considered necessary under the circumstances, including, but not necessarily limited to the following:

- Reviewed the draft scheme of amalgamation;
- Reviewed the shareholding pattern of Delta Infosolutions and Datamatics Global as at December 31, 2021;
- Discussions with the Management to obtain requisite explanation and clarification of data provided;
- Analysis of other facts and data as considered necessary; and
- Determined the fair share exchange ratio in discussions with the Management, for issue of equity shares of Datamatics Global ("Transferee Company") to the shareholders of Delta Infosolutions ("Transferor Company") as a consideration for the proposed amalgamation after considering the effect of the capital reduction in Datamatics Global forming part of the Scheme;
- Arrived at the final share exchange ratio for the proposed amalgamation after considering the effect of capital reduction.



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## RATIONALE FOR SHARE EXCHANGE RATIO

As mentioned earlier, as a part of the scheme of amalgamation, Delta Infosolutions Private Limited will be amalgamated with Datamatics Global Services Limited. Delta Infosolutions Private Limited has identified all the assets and liabilities which are to be taken over by and transferred to Datamatics Global Services Limited.

We understand that, upon the scheme being effective, the shareholder of the transferor company (who along with the Transferor Company, belong to the promoter/promoter group of the Transferee Company) will directly hold shares in the Transferee Company. The Delta Infosolutions Private Limited holds 3,20,98,742 equity shares of Datamatics Global constituting 54.45% of equity share capital of Datamatics Global as on December 31, 2021. There are no other material assets or liabilities in the transferor company except investments in shares of Transferee Company as on 31.03.2021; Hence, the fair value of all equity shares of Delta Infosolutions is equal to 3,20,98,742 equity shares of INR 5/- each of Datamatics Global held by the said Transferor Company. .

Taking into account the above facts and circumstance, an exchange ratio can be considered appropriate and fair for the proposed amalgamation where the percentage of direct holding of shareholders of Transferor Company in Transferee Company post-merger will remain same and not vary from their indirect holding in shares of Transferee Company i.e. transferee company shall issue 3,20,98,742 fully paid up equity shares of INR 5/- each of Datamatics Global to the equity shareholders of Delta Infosolutions in proportion of their shareholding in Delta Infosolutions.

## CONCLUSION

In the light of the above and on a consideration of all the relevant factors and circumstances and subject to our scope, limitations as mentioned above, we recommend the following share exchange ratio of:

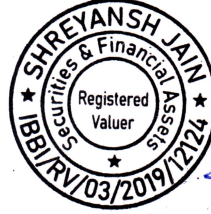
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# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

***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.***



**CS Shreyansh M. Jain  
Registered Valuer (S & FA)**

**IBBI R. No.: IBBI/RV/03/2019/12124**

**Date: 04-03-2022**

**Place: Surat**

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# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

## SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/tax due diligence, consulting or tax related services that may otherwise be provided by us.

This report, its contents and the results herein are specific and subject to:

- The purpose of valuation agreed as per the terms of this engagement;
- The date of this report;
- Equity shareholding pattern of Delta Infosolutions and Datamatics Global as at 31<sup>st</sup> December 2021;
- Draft scheme of amalgamation; and
- Data detailed in the section – Sources of Information

A value analysis of this nature is based on information made available to us as of the date of this report, events occurring after that date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Management till the date of this report and other sources, and the said recommendation(s) shall be considered to be in the nature of non-binding advice (our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

In the course of our analysis, we were provided with both written and verbal information, by the Management as detailed in the section- Sources of Information.

In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification of,

- The accuracy of information made available to us by the Management, which formed a substantial basis for this report; and
- The accuracy of information that was publicly available;





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*Registered Valuer (SFA)*

We have not carried out a due diligence or audit or review of the Companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided.

We are not legal or regulatory advisors with respect to legal and regulatory matters for the proposed amalgamation. We do not express any form of assurance that the financial information or other information as prepared and provided by the Management is accurate. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness.

Our conclusions are based on these assumptions and information given by/ on behalf of the Management. The Management of the Company has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our recommendation. Accordingly, we assume no responsibility for any errors in the information furnished by the Management and their impact on the report. Also, we assume no responsibility for technical information (if any) furnished by the Management. However, nothing has come to our attention to indicate that the information provided was materially misstated/ incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The report assumes that the Companies complies fully with relevant laws and regulations applicable in all its areas of operations and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration on to matters of a legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not represented to us by the Management.

This report does not look into the business/ commercial reasons behind the proposed amalgamation nor the likely benefits arising out of the same. Similarly, the report does not address the relative merits of the proposed amalgamation as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to recommendation of share exchange ratio for the proposed amalgamation only.



# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

We would like to emphasize that as per the proposed scheme of amalgamation, Delta Infosolutions Private Limited shall be amalgamated with Datamatics Global Services Limited and upon cancellation of the entire outstanding issued and paid up share capital as a part of the scheme of the Datamatics Global by way of capital reduction, fresh issue of shares of Datamatics Global would be made to the existing shareholders of Delta Infosolutions based on the share exchange ratio.

Accordingly, we believe that an exchange ratio can be considered appropriate and fair for the proposed amalgamation where the percentage of direct holding of shareholders of Transferor Company in Transferee Company post-merger will remain same and not vary from their indirect holding in shares of Transferee Company. Certain terms of the proposed amalgamation are stated in our report, however the detailed terms of the proposed amalgamation shall be more fully described and explained in the scheme document to be submitted with relevant authorities in relation to the proposed amalgamation. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the Scheme document.

The fee for the Engagement is not contingent upon the results reported.

We owe responsibility only to the Board of Directors of the Applicant Companies, who have appointed us, and nobody else. We do not accept any liability to any third party in relation to the issue of this report. It is understood that this analysis does not represent a fairness opinion. In no circumstance shall the liability of RV exceed the amount as agreed in our Engagement Letter.

This share exchange ratio report is subject to the laws of India.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the purpose of recommending the share exchange ratio for the proposed amalgamation and relevant filing with regulatory authorities in this regard, without our prior written consent.

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# RV SHREYANSH M JAIN

Registered Valuer (SFA)

## Annexure-1: Summary of share exchange ratio

Amalgamation of Delta Infosolutions Private Limited ('Transferor Company') with Datamatics Global Services Limited ('Transferee Company')

Valuation Approach	Delta Infosolutions (A)		Datamatics Global (B)	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Asset Approach (Refer Note 1)	NA	0.00%	NA	0.00%
Income Approach (Refer Note 2)	NA	0.00%	NA	0.00%
Market Approach (Refer Note 3)	NA	0.00%	NA	0.00%
Relative value per share	NA	0.00%	NA	0.00%
Share Exchange Ratio (A/B)	NA			

NA: Not adopted

### Notes:

#### 1. Asset Approach – Not Adopted

As per the proposed scheme of amalgamation, Delta Infosolutions ('Transferor Company') will be amalgamated with its subsidiary i.e. Datamatics Global ('Transferee Company') and upon cancellation of the entire outstanding issued and paid up equity shares held by Delta Infosolutions in Datamatics Global by way of capital reduction, fresh issue of shares would be made to the existing shareholders of Delta Infosolutions on a proportionate basis such that their shareholding in Datamatics Global would be in proportion to their existing shareholding in Delta Infosolutions. Hence, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global.

In light of the above, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global using the Asset Approach.

#### 2. Income Approach – Not Adopted

In view of the explanation given in Note 1 above, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global using the Income Approach.



# RV SHREYANSH M JAIN

*Registered Valuer (SFA)*

## 3. Market Approach – Not Adopted

In view of the explanation given in Note 1 above, we have not carried out any independent valuation of Delta Infosolutions and Datamatics Global using the Market Approach.

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Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)

Script Code and name : NSE - N.A, BSE - N.A

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

		Promoter and Promoter Group	Public	Non Promoter Non Public
Sr. No.	Particulars	Yes/No	Yes/No	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	NA	NA	NA
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NA	NA	NA
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NA	NA	NA
4	Whether the Listed Entity has any shares in locked-in?	NA	NA	NA
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NA	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NA	NA	NA

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table I - Summary Statement holding of specified securities

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)

Face Value: 1 Rupee

Category  (I)	Category of shareholder  (II)	Nos. of shareho lders  (III)	No. of fully  paid up  equity  shares  held  (IV)	No. of  partly paid-up  equity  shares  held  (V)	Nos. of  underlyi Deposito ry  Receipts  (VI)	Total Nos.  shares held  (VII =  IV+V+VI)	Shareholdin g  as a % of no. of shares  (Calculated as per SCRR, 1957)  (VIII) As a % of (A+B+C2)	Number of voting Rights held in   each class of securities (IX)				No of shares  underlyin outstandi ng  convertib le Securitie (includin g warrants) (X)	Shareholdi ng  as a % full conversion  of convertible securities(a of diluted share capital) (XI) as a % of A+B+C2	Number of   Locked in shares  (XII)		Number of   shares pledged or encumbered  (XIII)		Number of   equity shares held  in dematerializ ed form (XIV)
								No of voting Rights			Total as  a % of (A+B+C)			No. (a)	As a % total shares held (b)	No. (a)	As a % total shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter and Promoter Group	3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000
(B)	Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Total	3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000

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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)

Face value 5.00

	Category and Name of the shareholders (I)	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of share holders (III)	No. of fully paid up equity held (IV)	Parti paid equit shar held (V)	Nos. of shares underlyi Deposit Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareho % as per SCRR As a % (A+B+C2 (VIII))	Number of voting Rights held in each class of securities (IX)				No of underlying outstandin convertible Securities (including warrants) (X) (XI)=(VII)+( as a % of	Shareholdi as a % full of securities(a percentage diluted capital)	Number of Locked in shares (XII)		Number of pledged or encumbered (XIII)		Number of equity shares in demateriali ed form (XIV)
										No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % total held (b)	No. (a)	As a % total held (b)	
										Class X	Class Y	Total								
1	Indian																			
(a)	Family			2	80000	0	0	80000	66.66	80000	0	80000	66.66	0	0	0	0.00	0	0.00	80000
	LALIT SURAJMAL KANODIA	PROMOTER	AAEPK7954K	0	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
	SAMEER LALIT KANODIA	PROMOTER	AJGPK8714Q	0	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
(b)	Central Government/State Government(s)			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Financial Institutions / Banks			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Any Other (specify)			0	0	0	0	0	0.00						0	0.00	0	0.00	0	
(d)(i)	Trusts			1	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
	VIKRANT TRUST (Lalit Kanodia, Priyadarshini Kanodia, Rahul Kanodia - Trustees)	PROMOTER	AABTV2431K	0	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
	Sub Total (A)(1)			3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000
2	Foreign																			
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	Government			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Institutions			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Any Other (specify)			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)(i)	Bodies Corporate			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (A)(2)			0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Promoter and Promoter Group (A)=(A)(1)+(A)(2)			3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>	
<b>Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)</b>	
<b>Script Code and name : NSE - NA. , BSE - N.A.</b>	
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.</b>	
No. of shareholders	No of Shares held
NIL	NIL

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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table III - Statement showing Shareholding Pattern of the Public shareholder

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)

Face Value 1 Rupee

Sl. No.	Face Value / Currency	Category and Name of the shareholders (I)	No. of shareh olders (II)	No. of fully paid up equity shares held (III)	Partly paid-up equity shares held (IV)	Nos. of shares underlying Depository Receipts (V)	Total Nos. shares held (VI = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII)	Number of voting Rights held in each class of securities (VIII)				No of shares underlying outstanding convertible Securities (including warrants) (IX)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (X)	Number of Locked in shares (XI)		Number of shares pledged or otherwise encumbered (XII)		Number of equity shares held in dematerializ ed form (XIII)
									No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not applicable)	As a % of total shares held (b) (Not Applicable)	
									Class X	Class Y	Total								
1		Institutions																	
(a)		Mutual Funds/UTI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(b)		Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(c)		Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(d)		Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(e)		Foreign Portfolio Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(f)		Financial Institutions / Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(g)		Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(h)		Provident Funds / Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(i)		Any Other (specify)																	
(i)(i)		Qualified Foreign Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(i)(ii)		Qualified Institutional Buyer	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
		Sub Total (B)(1)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(2)		Central Government/State Government(s)/ President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
		Sub Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
3		Non-institutions																	
(a-i)		Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(a-ii)		Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(b)		NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(c)		Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(d)		Overseas Depositories (holding DRs)(balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(e)		Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(i)		NRI Rept	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(ii)		NRI Non -Rept	0	0	0	0	0	0.20	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(iii)		Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(iv)		OCB	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(v)		Foreign National	0	0	0	0	0	0.06	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(vi)		Foreign Bodies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(vii)		Clearing Member	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(viii)		Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(ix)		Unclaimed/Escrow Account	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
(x)		IEPF	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
		Sub Total (B)(3)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00
		Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0.00	0	0.00

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>			
<b>Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)</b>			
<b>Script Code and name : NSE - NA , BSE - NA</b>			
<b>Details of the shareholders acting as persons in Concert including their Shareholding:</b>			
Name of shareholder	Name of PAC	No. of shareholders	Holding %
NIL	NIL	NIL	NIL

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>	
<b>Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)</b>	
<b>Script Code and name : NSE - NA, BSE - NA</b>	
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.</b>	
No. of shareholders	No of Shares held
0	0

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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)																					
Face Value 1 Rupee																					
	Category and Name of the shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity held (IV)	Partly paid-equity shares held (V)	Nos. of underlying Depositor Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Sharehold % as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total as a % of securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number equity shares in dematerialized form (XIV)		
									No of voting Rights			Total as a % of Total voting rights			No.		As a % of total shares held (b)	No.		As a % of total shares held (b) (Not Applicable)	
									Class X	Class Y	Total				No. (a)	As a % of total shares held (b)		No. (a)			As a % of total shares held (b) (Not Applicable)
(1)	Custodian/ DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0		
(2)	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0		
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0		

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**Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)**

**Script Code and name : NSE - N.A, BSE - N.A**

**Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)**

		Promoter and Promoter Group	Public	Non Promoter Non Public
Sr. No.	Particulars	Yes/No	Yes/No	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	NA	NA	NA
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NA	NA	NA
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NA	NA	NA
4	Whether the Listed Entity has any shares in locked-in?	NA	NA	NA
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NA	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NA	NA	NA

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table I - Summary Statement holding of specified securities

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)

Face Value: 1 Rupee

Category   (I)	Category of shareholder   (II)	Nos. of shareho lders   (III)	No. of fully  paid up equity  shares  held (IV)	No. of partly paid-up equity  shares held  (V)	Nos. of Deposito ry Receipts  (VI)	Total Nos.  shares held  (VII = IV+V+VI)	Shareholdin g  as a % of no. of shares  (Calculated as per SCRR, 1957)  (VIII) As a % of (A+B+C2)	Number of voting Rights held in   each class of securities (IX)				No of shares  underlyin outstandi ng  convertib le Securitie (includin g warrants) (X)	Shareholdi ng  as a % full conversion  of convertible securities(a of diluted share capital) (XI) as a % of A+B+C2	Number of   Locked in shares  (XII)		Number of shares  pledged or encumbered  (XIII)		Number of   equity shares held   in dematerializ ed form (XIV)
								No of voting Rights			Total as  a % of (A+B+C)			No. (a)	As a % total shares held (b)	No. (a)	As a % total shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter and Promoter Group	3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000
(B)	Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Total	3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000

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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)

Face value 5.00

	Category and Name of the shareholders (I)	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareh olders (III)	No. of fully paid up equity held (IV)	Partl paid equit shar held (V)	Nos. of shares underlying Deposits Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareho % as per SCRR As a % (A+B+C2 (VIII)	Number of voting Rights held in each class of securities (IX)				No of underlying outstandin convertible Securities (including warrants) (X) (XI)=(VII)+( as a % of	Shareholdi as a % full of securities(a percentage diluted capital)	Number of Locked in shares (XII)		Number of pledged or encumbered (XIII)		Number of equity shares in demateriali ed form (XIV)
									No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % total held (b)	No. (a)	As a % total held (b)	
									Class X	Class Y	Total								
1	Indian																		
(a)	Family		2	80000	0	0	80000	66.66	80000	0	80000	66.66	0	0	0	0.00	0	0.00	80000
	LALIT SURAJMAL KANODIA	PROMOTER	0	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
	SAMEER LALIT KANODIA	PROMOTER	0	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Any Other (specify)		0	0	0	0	0	0.00						0	0.00	0	0.00	0	
(d)(i)	Trusts		1	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
	VIKRANT TRUST (Lalit Kanodia, Priyadarshini Kanodia, Rahul Kanodia - Trustees)	PROMOTER	0	40000	0	0	40000	33.33	40000	0	40000	33.33	0	0	0	0.00	0	0.00	40000
	Sub Total (A)(1)		3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000
2	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)(i)	Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Promoter and Promoter Group (A)=(A)(1)+(A)(2)		3	120000	0	0	120000	100.00	120000	0	120000	100.00	0	0	0	0.00	0	0.00	120000

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>	
<b>Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)</b>	
<b>Script Code and name : NSE - NA. , BSE - N.A.</b>	
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.</b>	
No. of shareholders	No of Shares held
NIL	NIL

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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table III - Statement showing Shareholding Pattern of the Public shareholder

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)

Face Value 1 Rupee																		
	Category and Name of the shareholders (I)	No. of shareh olders (II)	No. of fully paid up equity shares held (III)	Partly paid-up equity shares held (IV)	Nos. of shares underlying Depository Receipts (V)	Total Nos. shares held (VI = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII)	Number of voting Rights held in each class of securities (VIII)				No of shares underlying outstanding convertible Securities (including warrants) (IX)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (X)	Number of Locked in shares (XI)		Number of shares pledged or otherwise encumbered (XII)		Number of equity shares held in dematerializ ed form (XIII)
								No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not applicable)	As a % of total shares held (b) (Not Applicable)	
								Class X	Class Y	Total								
1	Institutions																	
(a)	Mutual Funds/UTI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(f)	Financial Institutions / Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(h)	Provident Funds / Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(i)	Any Other (specify)																	
(i)(i)	Qualified Foreign Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(i)(ii)	Qualified Institutional Buyer	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (B)(1)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(2)	Central Government/State Government(s)/ President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
3	Non-institutions																	
(a-i)	Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(a-ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Overseas Depositories (holding DRs)/balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(f)	NRI Rept	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(iii)	NRI Non -Rept	0	0	0	0	0	0.20	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(iii)	Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(iv)	OCB	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(v)	Foreign National	0	0	0	0	0	0.06	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(vi)	Foreign Bodies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(vii)	Clearing Member	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(viii)	Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(ix)	Unclaimed/Escrow Account	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(x)	IEPF	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (B)(3)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>			
<b>Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)</b>			
<b>Script Code and name : NSE - NA , BSE - NA</b>			
<b>Details of the shareholders acting as persons in Concert including their Shareholding:</b>			
Name of shareholder	Name of PAC	NO. of shareholders	Holding %
NIL	NIL	NIL	NIL

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>	
<b>Name of Entity : Delta Infosolutions Private Limited (Unlisted Transferor Company)</b>	
<b>Script Code and name : NSE - NA, BSE - NA</b>	
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.</b>	
No. of shareholders	No of Shares held
0	0

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Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder

Name of Entity: Delta Infosolutions Private Limited (Unlisted Transferor Company)																							
Face Value 1 Rupee																							
	Category and Name of the shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity held (IV)	Partly paid-equity shares held (V)	Nos. of underlying Depositor Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Sharehold % as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total as a % of securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number equity shares in dematerialized form (XIV)				
									No of voting Rights			Total as a % of Total voting rights			No.		As a % of total shares held (b)			No.		As a % of total shares held (b) (Not Applicable)	
									Class X	Class Y	Total												
(1)	Custodian/ DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0				
(2)	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0				
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0				

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**Annexure B2 - DGSL Pre and Post without PAN****Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED****Script Code and name : NSE - DATAMATICS , BSE - 532528****Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)**

		Promoter and Promoter Group	Public	Non Promoter Non Public
Sr. No.	Particulars	Yes/No	Yes/No	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO

Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table I - Summary Statement holding of specified securities

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED

Face Value 5.00

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares	No. of partly paid-up equity shares held	Nos. of Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding as a % of no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Shareholding as a % full conversion of convertible securities(a of diluted share capital) (XI) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
(I)	(II)	(III)						No of voting Rights			Total as a % of (A+B+C)			No. (a)	As a % total shares held (b)	No. (a)	As a % total shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter and Promoter Group	12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.28	0	0	0	0.00	0	0.00	42017846
(B)	Public	39476	16931491	0	0	16931491	28.72	16861115	0	16861115	28.60	0	0	0	0.00	0	0.00	16859434
(C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Total	39488	58949337	0	0	58949337	100.00	58878961	0	58878961	99.88	0	0	0	0.00	0	0.00	58877280

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Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED

Face value 5.00

	Category and Name of the shareholders (I)	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of share holders (III)	No. of fully paid up equity held (IV)	Part paid equit shar held (V)	Nos. of shares underlying Deposit Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareho % as per SCRR As a % (A+B+C2 (VIII)	Number of voting Rights held in each class of securities (IX)				No of underlying outstandin convertible Securities (including warrants) (X) (XI)=(VII)+( as a % of	Shareholdi as a % full of securities(a percentage diluted capital)	Number of Locked in shares (XII)		Number of pledged or encumbered (XIII)		Number of equity shares in demateriali ed form (XIV)
									No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % total held (b)	No. (a)	As a % total held (b)	
									Class X	Class Y	Total								
1	Indian																		
(a)	Family		11	9919104	0	0	9919104	16.83	9919104	0	9919104	16.83	0	0	0	0.00	0	0.00	9919104
	LALIT SURAJMAL KANODIA	PROMOTER	0	4237265	0	0	4237265	7.19	4237265	0	4237265	7.20	0	0	0	0.00	0	0.00	4237265
	ASHA LALIT KANODIA	PROMOTER	0	3305258	0	0	3305258	5.61	3305258	0	3305258	5.61	0	0	0	0.00	0	0.00	3305258
	SAMEER LALIT KANODIA	PROMOTER GROUP	0	1472858	0	0	1472858	2.50	1472858	0	1472858	2.50	0	0	0	0.00	0	0.00	1472858
	AMRITA VIDUR BHOGILAL	PROMOTER GROUP	0	319143	0	0	319143	0.54	319143	0	319143	0.54	0	0	0	0.00	0	0.00	319143
	ANEESHA ADITYA DALMIA	PROMOTER GROUP	0	252874	0	0	252874	0.43	252874	0	252874	0.43	0	0	0	0.00	0	0.00	252874
	PRIYADARSHINI KANODIA	PROMOTER GROUP	0	249852	0	0	249852	0.42	249852	0	249852	0.42	0	0	0	0.00	0	0.00	249852
	LALIT S KANODIA HUF-2	PROMOTER GROUP	0	74264	0	0	74264	0.13	74264	0	74264	0.13	0	0	0	0.00	0	0.00	74264
	YOGENDRA SURAJMAL KANODIA	PROMOTER GROUP	0	5870	0	0	5870	0.01	5870	0	5870	0.01	0	0	0	0.00	0	0.00	5870
	YOGENDRA KANODIA HUF	PROMOTER GROUP	0	1475	0	0	1475	0.00	1475	0	1475	0.00	0	0	0	0.00	0	0.00	1475
	RAHUL LALIT KANODIA	PROMOTER GROUP	0	209	0	0	209	0.00	209	0	209	0.00	0	0	0	0.00	0	0.00	209
	CHANDRAVATI S KANODIA	PROMOTER GROUP	0	36	0	0	36	0.00	36	0	36	0.00	0	0	0	0.00	0	0.00	36
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Any Other (specify)		0	0	0	0	0	0.00						0	0.00	0	0.00	0	
(d)(i)	Bodies Corporate		1	32098742	0	0	32098742	54.45	32098742	0	32098742	54.45	0	0	0	0.00	0	0.00	32098742
	DELTA INFOSOLUTIONS PRIVATE LIMITED	PROMOTER	0	32098742	0	0	32098742	54.45	32098742	0	32098742	54.45	0	0	0	0.00	0	0.00	32098742
	Sub Total (A)(1)		12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.36	0	0	0	0.00	0	0.00	42017846
2	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)(i)	Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Promoter and Promoter Group (A)=(A)(1)+(A)(2)		12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.36	0	0	0	0.00	0	0.00	42017846

<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>	
<b>Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED</b>	
<b>Script Code and name : NSE - DATAMATICS , BSE - 532528</b>	
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.</b>	
No. of shareholders	No of Shares held
NIL	NIL

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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table III - Statement showing Shareholding Pattern of the Public shareholder

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED

Face Value 5.00

Sl. No.	Category and Name of the shareholders (I)	No. of share holders (II)	No. of fully paid up equity shares held (III)	Partly paid-up equity shares held (IV)	Nos. of shares underlying Depository Receipts (V)	Total Nos. shares held (VI = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII)	Number of voting Rights held in each class of securities (VIII)			No of shares underlying outstanding convertible Securities (including warrants) (IX)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (X)	Number of Locked in shares (XI)		Number of shares pledged or otherwise encumbered (XII)		Number of equity shares held in dematerialized form (XIII)
								No of voting Rights		Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not applicable)	As a % of total shares held (b) (Not Applicable)	
								Class X	Class Y								
1	Institutions																
(a)	Mutual Funds/UTI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(e)	Foreign Portfolio Investors	22	968690	0	0	968690	1.64	968690	0	968690	1.65	0	0	0	0.00	0	0.00
(f)	Financial Institutions / Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(h)	Provident Funds / Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(i)	Any Other (specify)																
(i)(i)	Qualified Foreign Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(i)(ii)	Qualified Institutional Buyer	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
	Sub Total (B)(1)	22	968690	0	0	968690	1.64	968690	0	968690	1.65	0	0	0	0.00	0	0.00
(2)	Central Government/State Government(s)/ President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
	Sub Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
3	Non-institutions																
(a-i)	Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	38647	8111682	0	0	8111682	13.76	8111682	0	8111682	13.78	0	0	0	0.00	0	0.00
(a-ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	22	6277906	0	0	6277906	10.65	6277906	0	6277906	10.66	0	0	0	0.00	0	0.00
	SHUBHLAKSHMI DANI	0	1780000	0	0	1780000	3.02	1780000	0	1780000	3.02	0	0	0	0.00	0	0.00
	SHAUNAK JAGDISH SHAH	0	999149	0	0	999149	1.69	999149	0	999149	1.70	0	0	0	0.00	0	0.00
	JAGDISH AMRITLAL SHAH	0	800000	0	0	800000	1.36	800000	0	800000	1.36	0	0	0	0.00	0	0.00
(b)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(d)	Overseas Depositories (holding DRs)(balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(e)	Any Other (specify)	785	1573213	0	0	1573213	2.67	1502837	0	1502837	2.55	0	0	0	0.00	0	0.00
(i)	NRI Rept	369	263966	0	0	263966	0.45	263966	0	263966	0.45	0	0	0	0.00	0	0.00
(ii)	NRI Non -Rept	199	120704	0	0	120704	0.20	120704	0	120704	0.21	0	0	0	0.00	0	0.00
(iii)	Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(iv)	OCB	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(v)	Foreign National	1	35990	0	0	35990	0.06	35990	0	35990	0.06	0	0	0	0.00	0	0.00
(vi)	Foreign Bodies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(vii)	Clearing Member	69	72301	0	0	72301	0.12	72301	0	72301	0.12	0	0	0	0.00	0	0.00
(viii)	Bodies Corporate	146	1009876	0	0	1009876	1.71	1009876	0	1009876	1.72	0	0	0	0.00	0	0.00
(ix)	Unclaimed/Escrow Account	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00
(x)	IEPF	1	70376	0	0	70376	0.12	0	0	0	0.00	0	0	0	0.00	0	0.00
	Sub Total (B)(3)	39454	15962801	0	0	15962801	27.08	15892425	0	15892425	26.99	0	0	0	0.00	0	0.00
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	39476	16931491	0	0	16931491	28.72	16861115	0	16861115	28.64	0	0	0	0.00	0	0.00

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>			
<b>Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED</b>			
<b>Script Code and name : NSE - DATAMATICS , BSE - 532528</b>			
<b>Details of the shareholders acting as persons in Concert including their Shareholding:</b>			
Name of shareholder	Name of PAC	No. of	Holding %
NIL	NIL	NIL	NIL

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<b>Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>	
<b>Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED</b>	
<b>Script Code and name : NSE - DATAMATICS , BSE - 532528</b>	
<b>Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.</b>	
No. of shareholders	No of Shares held
0	0


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Pre Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED																				
Face Value 5.00																				
	Category and Name of the shareholders (I)	PAN (II)	No. of shareh olders (III)	No. of fully paid up equity held (IV)	Partly paid-equity shares held (V)	Nos. of underlyin Depositor Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Sharehold % as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total as a % full of convertible securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or encumbered (XIII)		Number equity shares in demateri aliz ed form (XIV)	
									No of voting Rights			Total as a % of Total voting rights			No.		As a % of total shares held (b)	No. (a) (Not Applicabl e)		As a % of total shares held (b) (Not Applicabl e)
									Class X	Class Y	Total				No.	As a % of total shares held (b)				
(1)	Custodian/ DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0	
(2)	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0	
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0	


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**Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED**

**Script Code and name : NSE - DATAMGLOB , BSE - 532528**

**Post Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)**

		Promoter and Promoter Group	Public	Non Promoter Non Public
Sr. No.	Particulars	Yes/No	Yes/No	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	NO	NO	NO
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	NO	NO	NO
3	Whether the Listed Entity has any shares against which depository receipts are issued?	NO	NO	NO
4	Whether the Listed Entity has any shares in locked-in?	NO	NO	NO
5	Whether any shares held by promoters are pledged or otherwise encumbered?	NO	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	NO	NO	NO

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Post Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)©

Table I - Summary Statement holding of specified securities

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED

Face Value 5.00

Category (I)	Category of shareholder (II)	Nos. of share holders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities(as a % of diluted share capital) (XI)=(VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y	Total								
(A)	Promoter and Promoter Group	12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.28	0	0	0	0.00	0	0.00	42017846
(B)	Public	39476	16931491	0	0	16931491	28.72	16861115	0	16861115	28.60	0	0	0	0.00	0	0.00	16859434
(C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	<b>Total</b>	<b>39488</b>	<b>58949337</b>	<b>0</b>	<b>0</b>	<b>58949337</b>	<b>100.00</b>	<b>58878961</b>	<b>0</b>	<b>58878961</b>	<b>99.88</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>58877280</b>

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Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group


Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED

Face Value 5.00

Sl. No.	Face Value	Category and Name of the shareholders (I)	Entity type i.e. promoter OR promoter group entity (except promoter)	No. of shareh olders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X) (XI)=(VII)+(X) as a % of	Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)
										No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
										Class X	Class Y	Total								
					10699581 10699581 10699580				71.28											
1		Indian																		
(a)		Individuals/Hindu Undivided Family		12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.28	0	0	0	0.00	0	0.00	42017846
		LALIT SURAJMAL KANODIA	PROMOTER	0	14936846	0	0	14936846	25.34	14936846	0	14936846	25.34	0	0	0	0.00	0	0.00	14936846
		ASHA LALIT KANODIA	PROMOTER	0	3305258	0	0	3305258	5.61	3305258	0	3305258	5.61	0	0	0	0.00	0	0.00	3305258
		SAMEER LALIT KANODIA	GROUP	0	12172439	0	0	12172439	20.65	12172439	0	12172439	20.65	0	0	0	0.00	0	0.00	12172439
		AMRITA VIDUR BHOGILAL	GROUP	0	319143	0	0	319143	0.54	319143	0	319143	0.54	0	0	0	0.00	0	0.00	319143
		ANEESHA ADITYA DALMIA	GROUP	0	252874	0	0	252874	0.43	252874	0	252874	0.43	0	0	0	0.00	0	0.00	252874
		PRIYADARSHINI KANODIA	GROUP	0	249852	0	0	249852	0.42	249852	0	249852	0.42	0	0	0	0.00	0	0.00	249852
		LALIT S KANODIA HUF-2	GROUP	0	74264	0	0	74264	0.13	74264	0	74264	0.13	0	0	0	0.00	0	0.00	74264
		YOGENDRA SURAJMAL KANODIA	GROUP	0	5870	0	0	5870	0.01	5870	0	5870	0.01	0	0	0	0.00	0	0.00	5870
		YOGENDRA KANODIA HUF	GROUP	0	1475	0	0	1475	0.00	1475	0	1475	0.00	0	0	0	0.00	0	0.00	1475
		RAHUL LALIT KANODIA	GROUP	0	209	0	0	209	0.00	209	0	209	0.00	0	0	0	0.00	0	0.00	209
		CHANDRAVATI S KANODIA	GROUP	0	36	0	0	36	0.00	36	0	36	0.00	0	0	0	0.00	0	0.00	36
		VIKRANT TRUST (Lalit Kanodia, Priyadarshini Kanodia, Rahul Kanodia - Trustee)	PROMOTER GROUP	0	10699580	0	0	10699580	18.15	10699580		10699580	18.15	0	0	0	0.00	0	0.00	10699580.00
(b)		Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)		Financial Institutions / Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)		Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)(i)		Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
		DELTA INFOSOLUTIONS PRIVATE LIMITED	PROMOTER	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
		Sub Total (A)(1)		12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.28	0	0	0	0.00	0	0.00	42017846
2		Foreign																		
(a)		Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)		Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)		Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)		Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)		Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)(i)		Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
		Sub Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
		Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		12	42017846	0	0	42017846	71.28	42017846	0	42017846	71.36	0	0	0	0.00	0	0.00	42017846

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Post Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)	
Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED	
Script Code and name : NSE - DATAMGLOB , BSE - 532528	
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	No of Shares held
NIL	NIL


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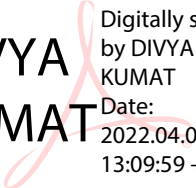
Table III - Statement showing Shareholding Pattern of the Public shareholder

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED


Face Value 5.00																		
	Category and Name of the shareholders (I)	No. of shareh olders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)
								No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not applicable)	As a % of total shares held (b) (Not Applicable)	
								Class X	Class Y	Total								
1	Institutions																	
(a)	Mutual Funds/UTI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Foreign Portfolio Investors	22	968690	0	0	968690	1.64	968690	0	968690	1.65	0	0	0	0.00	0	0.00	968690
(f)	Financial Institutions / Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(h)	Provident Funds / Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(i)	Any Other (specify)																	
(i)(i)	Qualified Foreign Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(i)(ii)	Qualified Institutional Buyer	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (B)(1)	22	968690	0	0	968690	1.64	968690	0	968690	1.65	0	0	0	0.00	0	0.00	968690
(2)	Central Government/State Government(s)/ President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
	Sub Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
3	Non-institutions																	
(a-i)	Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	38647	8111682	0	0	8111682	13.76	8111682	0	8111682	13.78	0	0	0	0.00	0	0.00	8039625
(a-ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	22	6277906	0	0	6277906	10.65	6277906	0	6277906	10.66	0	0	0	0.00	0	0.00	6277906
	SHUBHLAKSHMI DANI	0	1780000	0	0	1780000	3.02	1780000	0	1780000	3.02	0	0	0	0.00	0	0.00	1780000
	SHAUNAK JAGDISH SHAH	0	999149	0	0	999149	1.69	999149	0	999149	1.70	0	0	0	0.00	0	0.00	999149
	JAGDISH AMRITLAL SHAH	0	800000	0	0	800000	1.36	800000	0	800000	1.36	0	0	0	0.00	0	0.00	800000
(b)	NBFCs registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(d)	Overseas Depositories (holding DRs)(balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(e)	Any Other (specify)	785	1573213	0	0	1573213	2.67	1502837	0	1502837	2.55	0	0	0	0.00	0	0.00	1573213
(i)	NRI Rept	369	263966	0	0	263966	0.45	263966	0	263966	0.45	0	0	0	0.00	0	0.00	263966
(ii)	NRI Non -Rept	199	120704	0	0	120704	0.20	120704	0	120704	0.21	0	0	0	0.00	0	0.00	120704
(iii)	Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(iv)	OCB	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(v)	Foreign National	1	35990	0	0	35990	0.06	35990	0	35990	0.06	0	0	0	0.00	0	0.00	35990
(vi)	Foreign Bodies	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(vii)	Clearing Member	69	72301	0	0	72301	0.12	72301	0	72301	0.12	0	0	0	0.00	0	0.00	72301
(viii)	Bodies Corporate	146	1009876	0	0	1009876	1.71	1009876	0	1009876	1.72	0	0	0	0.00	0	0.00	1009876
(ix)	Unclaimed/Escrow Account	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(x)	IEPF	1	70376	0	0	70376	0.12	0	0	0	0.00	0	0	0	0.00	0	0.00	70376
	Sub Total (B)(3)	39454	15962801	0	0	15962801	27.08	15892425	0	15892425	26.99	0	0	0	0.00	0	0.00	15897444
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	39476	16931491	0	0	16931491	28.72	16861115	0	16861115	28.64	0	0	0	0.00	0	0.00	16859434

**DIVYA KUMAT** Digitally signed  
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<b>Post Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)</b>			
<b>Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED</b>			
<b>Script Code and name : NSE - DATAMGLOB , BSE - 532528</b>			
<b>Details of the shareholders acting as persons in Concert including their Shareholding:</b>			
Name of shareholder	Name of PAC	No. of shareholders	Holding %
NIL	NIL	NIL	NIL


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Post Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)	
Name of Listed Entity : DATAMATICS GLOBAL SERVICES LIMITED	
Script Code and name : NSE - DATAMGLOB , BSE - 532528	
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	No of Shares held
0	0


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Post Scheme Shareholding pattern filed under Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)  
Table IV - Statement showing Shareholding Pattern of the Non Promoter - Non Public shareholder

Name of Listed Entity: DATAMATICS GLOBAL SERVICES LIMITED

Face Value 5.00

	Category and Name of the shareholders (I)	PAN (II)	No. of shareh olders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total Nos. shares held (VII = IV+V+VI)	Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VIII)	Number of voting Rights held in each class of securities (IX)				No of shares underlying outstanding convertible Securities (including warrants) (X)	Total Shareholding as a % assuming full conversion of convertible securities(as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)
									No of voting Rights			Total as a % of Total voting rights			No. (a)	As a % of total shares held (b)	No. (a) (Not Applicable)	As a % of total shares held (b) (Not Applicable)	
									Class X	Class Y	Total								
(1)	Custodian/ DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0
(2)	Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)																		
		0	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	0	0.00	0	
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	0	0.00	0

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The financial details of Datamatics Global Services Limited for the previous 3 years as per the audited/ unaudited statement of standalone accounts:

Name of the Company: Datamatics Global Services Limited

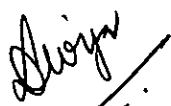
(Rs. in Crores)

Particulars	As per Unaudited Financial Period	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	Dec 31, 2021	2020-21	2019-20	2018-19
Equity Paid up Capital	29.47	29.47	29.47	29.47
Reserves and surplus	620.62	529.94	470.82	447.08
Carry forward losses	-	-	-	-
Net Worth*	650.09	559.42	500.29	476.55
Miscellaneous Expenditure	-	0.30	0.98	0.61
Secured Loans	40	Nil	48.75	26.25
Unsecured Loans	Nil	Nil	Nil	Nil
Fixed Assets	89.30	92.25	91.03	90.70
Income from Operations	426.73	457.66	469.81	389.67
Total Income	441.35	468.52	485.39	396.32
Total Expenditure	358.74	424.89	430.25	357.08
Profit before Tax	82.61	76.49	55.13	39.23
Profit after Tax	90.40	56.31	40.31	29.23
EBITDA/ Cash profit	91.18	59.80	70.87	54.71
EPS (in INR)	15.34	9.55	6.84	4.96
Book value per share (in INR)	-	94.89	84.87	80.84

\* Net-worth has been computed as per section 2(57) of Companies Act, 2013

\*\* Book value per share is computed by dividing the Net-worth by the total number of shares outstanding

For Datamatics Global Services Limited



Divya Kumat  
EVP, Chief Legal Officer & Company Secretary



Place: Mumbai

Date: April 04, 2022

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

# DELTA INFOSOLUTIONS PRIVATE LIMITED

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East),  
Mumbai - 400093

Tel: +91 (22) 61020000/1/2. Fax: +91 (22)28343669. CIN: U72300MH1992PTC064911.

The financial details of Delta Infosolutions Private Limited for the previous 3 years as per the audited statement of Standalone Accounts:

Name of the Company: Delta Infosolutions Private Limited

(Rs. in Crores)

Particulars	As per Unaudited Financial Period	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	Dec 31, 2021	2020-21	2019-20	2018-19
Equity Paid up Capital	0.01	0.01	0.01	0.01
Reserves and surplus	17.74	16.88	17.03	46.63
Carry forward losses	-	-	-	-
Net Worth*	17.75	16.89	17.04	46.64
Miscellaneous Expenditure	-	-	-	-
Secured Loans	Nil	Nil	Nil	Nil
Unsecured Loans	Nil	Nil	Nil	Nil
Fixed Assets	Nil	Nil	Nil	Nil
Income from Operations	Nil	Nil	Nil	Nil
Total Income	8.04	Nil	3.21	3.12
Total Expenditure	0.01	0.11	0.12	0.18
Profit before Tax	8.03	(0.11)	3.09	2.94
Profit after Tax	8.03	(0.14)	3.15	3.15
EBITDA/ Cash profit	8.03	(0.11)	3.09	2.94
EPS (in INR)	668.86	(11.73)	262.32	262.53
Book value per share (in INR)**	1,479.26	1,407.90	1,419.64	3,886.95

\* Net-worth has been computed as per section 2(57) of Companies Act, 2013

\*\* Book value per share is computed by dividing the Net-worth by the total number of shares outstanding

For DELTA INFOSOLUTIONS PRIVATE LIMITED

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Lalit Kanodia  
Director  
DIN: 00008050

Place: Mumbai  
Date: April 6, 2022

**“Annexure C2”**

**DELTA INFOSOLUTIONS PRIVATE LIMITED**

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East),  
Mumbai - 400093

Tel: +91 (22) 61020000/1/2. Fax: +91 (22)28343669. CIN: U72300MH1992PTC064911.

**The financial details of Delta Infosolutions Private Limited for the previous 3 years as per the audited/ unaudited statement of consolidated accounts:**

**Name of the Company: Delta Infosolutions Private Limited**

**(Rs. in Crores)**

Particulars	As per Unaudited Financial Period	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	Dec 31, 2021	2020-21	2019-20	2018-19
Equity Paid up Capital	0.01	0.01	0.01	0.01
Reserves and surplus	440.93	390.23	374.01	377.52
Carry forward losses	-	-	-	-
Net Worth*	805.88	715.64	708.44	711.47
Miscellaneous Expenditure	-	-	-	-
Secured Loans	48	Nil	96.46	35.88
Unsecured Loans	Nil	Nil	Nil	Nil
Fixed Assets	113.49	115.50	118.01	117.74
Income from Operations	887.75	1,149.05	1,203.32	1,133.49
Total Income	901.95	1,159.81	1,223.86	1,146.63
Total Expenditure	771.54	1,049.54	1,121.50	1,030.63
Profit before Tax	140.55	109.36	87.80	116.89
Profit after Tax	110.41	83.87	61.67	86.62
EBITDA/ Cash profit	166.12	151.97	129.42	147.70
EPS (in INR)	5,076.10	3606.78	2,889.63	3,547.28
Book value per share (in INR)**	67,156.67	59,636.69	59,036.97	59,289.17

\* Net-worth has been computed as per section 2(57) of Companies Act, 2013

\*\* Book value per share is computed by dividing the Net-worth by the total number of shares outstanding

**For DELTA INFOSOLUTIONS PRIVATE LIMITED**

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**Lalit Kanodia**  
**Director**  
**DIN: 00008050**

**Place: Mumbai**  
**Date: April 6, 2022**

# DATAMATICS

The financial details of Datamatics Global Services Limited for the previous 3 years as per the audited/ unaudited statement of consolidated accounts:

Name of the Company: Datamatics Global Services Limited

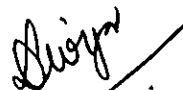
(Rs. in Crores)

Particulars	As per Unaudited Financial Period	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	Dec 31, 2021	2020-21	2019-20	2018-19
Equity Paid up Capital	29.47	29.47	29.47	29.47
Reserves and surplus	778.02	686.46	656.42	610.48
Carry forward losses	-	-	-	-
Net Worth*	804.63	715.93	685.89	679.32
Miscellaneous Expenditure	-	-	-	-
Secured Loans	48	Nil	96.46	35.88
Unsecured Loans	Nil	Nil	Nil	Nil
Fixed Assets	113.49	115.50	118.01	117.73
Income from Operations	887.75	1,149.05	1,203.34	1,133.49
Total Income	901.94	1,159.81	1,223.83	1,144.30
Total Expenditure	771.53	1,049.54	1,121.37	1,030.45
Profit before Tax	140.55	109.36	87.89	114.75
Profit after Tax	111.86	84.01	61.71	74.51
EBITDA/ Cash profit	166.12	152.09	129.51	145.56
EPS (in INR)	18.98	13.53	10.81	12.64
Book value per share (in INR)	136.50	121.45	116.35	115.24

\* Net-worth has been computed as per section 2(57) of Companies Act, 2013

\*\* Book value per share is computed by dividing the Net-worth by the total number of shares outstanding

For Datamatics Global Services Limited



Divya Kumari  
EVP, Chief Legal Officer & Company Secretary



Place: Mumbai

Date: April 04, 2022

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



# DATAMATICS

Annexure D

Date: April 04, 2022

Compliance Report with the requirements specified in Annexure III of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("Circular")

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")

It is hereby certified that the draft Scheme of Amalgamation involving Delta Infosolutions Private Limited and Datamatics Global Services Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of LODR Regulations and the Circular, including the following:

Sr. No.	Reference	Particulars	Status of the Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	We undertake to seek requisite approval from public shareholders

  
Divya Kumari  
EVP, Chief Legal Officer & Company Secretary



  
Dr. Lalit Kanodia  
Chairman & Whole-Time Director

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



Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation involving Delta Infosolutions Private Limited and Datamatics Global Services Limited are in compliance with all the Accounting Standards applicable to a listed entity.

**Sandeep Mantri**  
**Chief Financial Officer**

Place: Mumbai  
Date: April 04, 2022



**Dr. Lalit Kanodia**  
**Chairman & Whole-Time**  
**Director**

# DATAMATICS

' Annexure E '

Date: 4 April 2022

To, Department of Corporate Services BSE Limited, P J Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 532528	To, Manager – Listing Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 001 Symbol: DATAMATICS
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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;
  - 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.




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



- c) The draft scheme of amalgamation together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, has been disseminated on company's website as per Website link given hereunder:  
<https://www.datamatics.com/about-us/investor-relations>
- d) The fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the Board in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to SEBI – Not applicable.
- e) The company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the company has compensated the eligible shareholders, within a period of 90 days from the date of allotment as per the draft scheme submitted to SEBI. Both the reports shall be submitted within 7 days of compensating the shareholders.
- f) The company shall disclose the observation letter of the stock exchanges on its website within 24 hours of receiving the same.
- g) The company shall obtain shareholders' approval by way of special resolution 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.
- h) 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.
- i) There will be no alteration in the Share Capital of Delta Infosolutions Private Limited from the one given in the draft Scheme of Amalgamation.
- j) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.



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

Place: Mumbai  
Date: April 04, 2022

**CHARTERED ACCOUNTANTS**

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.

T : +91 22 6117 4949 F : +91 22 6117 4950 E : info@mlbca.in W : www.mlbca.in

**INDEPENDENT AUDITOR'S REVIEW REPORT ON THE QUARTERLY AND NINE MONTHS ENDED UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**

**Review Report to  
The Board of Directors of  
DATAMATICS GLOBAL SERVICES LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **DATAMATICS GLOBAL SERVICES LIMITED** ("Holding Company") and its subsidiaries (including step down subsidiaries) (the Holding Company and its subsidiaries together referred to as the "Group"), and its share of the net profit after tax and total comprehensive income of its joint venture for the quarter and nine months ended December 31, 2021 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2013 as amended ("Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and is approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



# M L BHUWANIA AND CO LLP

## CHARTERED ACCOUNTANTS

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India ("SEBI") under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

4. The Statement includes the results of the subsidiaries (including step down subsidiaries) and the joint venture mentioned in "Annexure A".
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ("Ind AS") specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the unaudited interim financial results of Two subsidiaries (including one step down subsidiaries) included in the Statement, whose unaudited interim financial results include total revenue of Rs. 1,109.76 million and Rs. 3,371.22 million, total net profit after tax of Rs. 186.15 million and Rs. 477.49 million and total comprehensive income of Rs. 194.18 million Rs. 487.87 million for the quarter and nine months ended December 31, 2021 respectively, as considered in the unaudited consolidated financial results.

These unaudited interim financial results have been reviewed by other auditors whose independent auditor's reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph 3 above.

7. We did not review the unaudited interim financial results / information of Fourteen subsidiaries (including Eight step down subsidiaries), whose unaudited interim financial results / information include total revenue of Rs. 61.21 million and Rs. 179.11 million, total net profit after tax of (-) Rs. 37.14 million and (-) Rs. 65.47 million and total comprehensive income of (-) Rs. 37.03 and (-) Rs. 63.71 million for the quarter and nine months ended December 31, 2021 respectively, as considered in the Statement. The statement also includes Group's share of net loss after tax of Rs. 0.34 million and total comprehensive loss of Rs. 0.34 million for nine months ended December 31, 2021 as considered in the unaudited consolidated financial results, in respect of a joint venture, whose interim financial results have not been reviewed by us.



# M L BHUWANIA AND CO LLP

## CHARTERED ACCOUNTANTS

These unaudited interim financial results / information have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these unaudited interim financial results / information are not material to the Group's financial results.

8. Our conclusion on the Statement in respect of matters stated in para 6 and 7 is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results / information certified by the Management.

For and on behalf of  
M L BHUWANIA AND CO LLP  
Chartered Accountants  
FRN: 101484W/W100197

Ashishkumar Bairagra  
Partner

Membership No. 109931

UDIN: 22109931AAAAAD4894

Place: Mumbai

Date: January 20, 2022

F- 11, 3rd Floor, Manek Mahal,  
90, Veer Nariman Road, Churchgate,  
Mumbai - 400 020, India.





# M L BHUWANIA AND CO LLP

## CHARTERED ACCOUNTANTS

Annexure A to our report dated January 20, 2022

Sr. No.	Name	Subsidiary / Step down Subsidiary / Joint Venture
1	Datamatics Information Solutions Limited *	Subsidiary
2	Datamatics Global Services BV	Step down Subsidiary
3	Datamatics Global Services Corp	Step down Subsidiary
4	Datamatics Global Services FZLLC	Subsidiary
5	Datamatics Global Services Inc	Subsidiary
6	Datamatics Global Services Pty Limited	Subsidiary
7	Datamatics Global Technologies AG	Subsidiary
8	Datamatics Global Technologies Limited	Subsidiary
9	Datamatics Infotech Limited	Subsidiary
10	Datamatics Robotics Software Inc	Step down Subsidiary
11	Datamatics Robotics Software Limited	Step down Subsidiary
12	Datamatics Staffing Services Limited #	Subsidiary
13	LDR eRetail Limited	Step down Subsidiary
14	Lumina Datamatics Assessment & Analytics, LLC	Step down Subsidiary
15	Lumina Datamatics GMBH	Step down Subsidiary
16	Lumina Datamatics Inc	Step down Subsidiary
17	Lumina Datamatics Limited	Subsidiary
18	RJ Globus Inc	Step down Subsidiary
19	RJ Globus Solutions Inc **	Step down Subsidiary
20	RJ Globus Solutions Private Limited ***	Step down Subsidiary
21	Datamatics foundation \$	Subsidiary

\* Datamatics Global Services Limited (DGSL) acquired 48.31% in Cybercom Datamatics Information Solutions Ltd (Cybercom) on July 7, 2021, with this DGSL's share in Cybercom increased to 98.81% and it became subsidiary w.e.f. July 7, 2021. Cybercom was the Joint Venture till previous quarter. Also the name of Cybercom was changed to Datamatics Information Solutions Ltd w.e.f. August 3, 2021.

# DGSL was allotted 18,00,000 shares of Datamatics Staffing Services Limited on July 8, 2021 increasing DGSL's shareholding to 97.42%.

\*\* Under process of merger with Datamatics Global Services Corp. (Philippines).

\*\*\*RJ Globus Solutions Private Limited was struck-off by ROC vide letter dated October 29, 2021. Hence it ceased to be subsidiary of RJ Globus Inc. w.e.f. October 29, 2021.

\$ Datamatics Foundation was incorporated under Section 8 of the Companies Act, 2013 as Wholly Owned Subsidiary of DGSL w.e.f. November 23, 2021.





# **M L BHUWANIA AND CO LLP**

## **CHARTERED ACCOUNTANTS**

F-11, 3rd floor, Manek Mahal, 90, Veer Nariman Road, Churchgate, Mumbai - 400 020, INDIA.  
T : +91 22 6117 4949 F : +91 22 6117 4950 E : info@mlbca.in W : www.mlbca.in

### **INDEPENDENT AUDITOR'S REVIEW REPORT ON THE QUARTERLY AND NINE MONTHS ENDED UNAUDITED STANDALONE FINANCIAL RESULTS OF THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**

**Review Report to**  
**The Board of Directors of**  
**DATAMATICS GLOBAL SERVICES LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **DATAMATICS GLOBAL SERVICES LIMITED** ("Company") for the quarter and nine months ended December 31, 2021 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This Statement, which is the responsibility of the Management and is approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



# M L BHUWANIA AND CO LLP

## CHARTERED ACCOUNTANTS

4. Attention is drawn to Note No. 3, the Company has an investment of Rs. 646.52 million in two of its wholly owned subsidiaries and has also extended loans and advances of Rs. 0.05 million to these subsidiaries as on December 31, 2021. The total net worth of these subsidiaries as on December 31, 2021 is Rs. 558.86 million which is lower than the total amount of investment. As per the Management, the investment is for long term and of strategic nature and the Management is confident of turning around these subsidiaries in the near future and hence, no provision for diminution in the value of investment and loans and advances has been considered necessary by the Management.

Our opinion is not modified in respect of this matter.

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For and behalf of  
M L BHUWANIA AND CO LLP  
Chartered Accountants  
FRN: 101484W / W100197

Ashishkumar Bairagra  
Partner  
Membership No. 109931  
UDIN: 22109931AAAAAC6712

Place: Mumbai  
Date: January 20, 2022

F- 11, 3rd Floor, Manek Mahal,  
90, Veer Nariman Road, Churchgate,  
Mumbai - 400 020, India.





### Independent Auditors' Report

To,

**The Board of Directors of DELTA INFOSOLUTIONS PRIVATE LIMITED**

#### Opinion

We have audited the accompanying Condensed Financial Statements ("the Financial Statement") of **DELTA INFOSOLUTIONS PRIVATE LIMITED** ("the Company") which comprises the Balance Sheet as at January 31, 2022, the statement of Profit & Loss and statement of cash flows for the period then ended and a summary of selected explanatory notes.

In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements of the Company for the period ended January 31, 2022 are prepared by the management in accordance with Accounting Standards (AS) notified under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India for the purpose of submission to the stock exchanges, along with other filings, in relation to the proposed merger of the Company with Datamatics Global Services Limited

#### Basis for opinion

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as 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 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 the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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.

#### Management's Responsibility for the Condensed Financial Statements

The Company's Board of Directors is responsible for the preparation of the condensed financial statements. The responsibility includes the preparation and maintenance of all accounting and other relevant supporting records, documents and the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Condensed Financial Statements that are free from material misstatements, whether due to fraud or error.





In preparing the financial statements, the Board of Directors is also responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating 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. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibility**

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with the Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control
- 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 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.



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.

**Restriction on use of & distribution**

This report on the Condensed Financial Statements of the Company is on specific request of the Company as per the requirement in Part I.A.2. (f) in the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 for submission to the stock exchanges, along with other filings, in relation to the proposed merger of the Company with Datamatics Global Services Limited, and is not to be used for any other purpose or to be distributed to any other parties without our prior written consent.

**For Kanu Doshi Associates LLP**

Chartered Accountants

Firm Registration Number: 104746W/W100096

**Kunal Vakharia**

Partner

Membership No: 148916

UDIN: 22148916AECDB4598



Place: Mumbai

Date: March 04, 2022



**DELTA INFOSOLUTIONS PRIVATE LIMITED**  
**Special Purpose Financial Statements January 31, 2022**

Balance sheet as at

(Amount in Rs.)

Particulars	Note	As at January 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets			
i. Investments	3	16,49,95,821	16,49,95,821
Non-current tax assets		1,18,99,233	38,74,547
<b>Total non-current assets</b>		<b>17,68,95,054</b>	<b>16,88,70,368</b>
<b>Current assets</b>			
Financial assets			
i. Cash and cash equivalents	4	6,37,385	26,11,394
ii. Other financial assets	5	-	31,971
Other current assets	6	12,79,039	-
<b>Total current assets</b>		<b>19,16,424</b>	<b>26,43,365</b>
<b>Total assets</b>		<b>17,88,11,478</b>	<b>17,15,13,734</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	7(a)	1,20,000	1,20,000
Other equity	7(b)	17,73,79,006	16,88,28,366
<b>Total equity</b>		<b>17,74,99,006</b>	<b>16,89,48,366</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Financial liabilities			
i. Trade payables	8		
Dues of Micro and small enterprises		-	-
Dues other than Micro and small enterprises		33,433	1,43,240
ii. Other financial liabilities	9	12,79,039	23,76,477
Other current liabilities	10	-	45,651
<b>Total liabilities</b>		<b>13,12,472</b>	<b>25,65,368</b>
<b>Total equity and liabilities</b>		<b>17,88,11,478</b>	<b>17,15,13,734</b>

The accompanying notes forming an integral part of the financial statements 1 - 16

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

*Kunal*

**Kunal Vakharia**  
Partner  
Membership No. 148916



For and on behalf of the Board

*Lalit S. Kanodia*

**Dr. Lalit S. Kanodia**  
Chairman  
DIN 00008050

*Rahul L. Kanodia*

**Rahul L. Kanodia**  
Director  
DIN 00075801


Place : Mumbai  
Date : 04th March, 2022

DELTA INFOSOLUTIONS PRIVATE LIMITED  
Special Purpose Financial Statements January 31, 2022

Statement of profit and loss for the period ended

			(Amount in Rs.)
Particulars	Note	Period ended January 31, 2022	Year ended March 31, 2021
Other income	11	8,03,57,680	-
<b>Total income</b>		<b>8,03,57,680</b>	<b>-</b>
<b>Expenses</b>			
Other expenses	12	1,07,040	11,40,126
<b>Total expenses</b>		<b>1,07,040</b>	<b>11,40,126</b>
<b>Profit before tax</b>		<b>8,02,50,640</b>	<b>(11,40,126)</b>
Income tax expense			
- Current tax		-	2,67,888
- Deferred tax		-	-
<b>Total tax expense/(credit)</b>		<b>-</b>	<b>2,67,888</b>
<b>Profit for the year</b>		<b>8,02,50,640</b>	<b>(14,08,014)</b>
<i>Items that will not be reclassified to profit or loss</i>			
Fair Value gain on FVOCI investments		-	-
		-	-
<b>OCI for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>8,02,50,640</b>	<b>(14,08,014)</b>
Earning per share (Face value Rs. 1 each)			
- Basic and Diluted (in Rs.)	13	668.76	(11.73)
The accompanying notes forming an integral part of the financial statements	1 - 16		

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

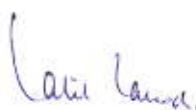


Kunal Vakharia  
Partner  
Membership No. 148916



Place : Mumbai  
Date : 04th March, 2022

For and on behalf of the Board



Dr. Lalit S. Kanodia  
Chairman  
DIN 00008050

T E



Rahul L. Kanodia  
Director  
DIN 00075801

DELTA INFOSOLUTIONS PRIVATE LIMITED  
Special Purpose Financial Statements January 31, 2022

A. Equity share capital

Particulars	Amount in Rs.
As at March 31, 2020	1,20,000
Changes in equity share capital	-
As at March 31, 2021	1,20,000
Changes in equity share capital	-
As at January 31, 2022	1,20,000

B. Other equity

(Amount in Rs.)

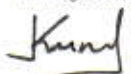
	Attributable to owners of Delta Infosolutions Private Limited					
Particulars	Reserves and surplus			Other reserves	Total other equity	Total
	Retained earnings	Capital Reserve	General reserve	FVOCI - Equity investments		
As at March 31, 2020	15,94,17,643	(29,57,55,311)	32,03,25,224	(1,37,51,176)	17,02,36,380	17,02,36,380
Profit for the year	(14,08,014)	-	-	-	(14,08,014)	(14,08,014)
As at March 31, 2021	15,80,09,629	(29,57,55,311)	32,03,25,224	(1,37,51,176)	16,88,28,366	16,88,28,366
Profit for the period	8,02,50,640	-	-	-	8,02,50,640	8,02,50,640
Interim Dividend on Equity Shares	7,17,00,000	-	-	-	7,17,00,000	7,17,00,000
As at January 31, 2022	16,65,60,270	(29,57,55,311)	32,03,25,224	(1,37,51,176)	17,73,79,006	17,73,79,006

As per our attached report of even date

For Kanu Doshi Associates LLP

Chartered Accountants

Firm Registration No. 104746W/W100996



Kunal Vakharia

Partner

Membership No. 148916

Place : Mumbai

Date : 04th March, 2022



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 period ended January 31, 2022

(Amount in Rs.)

	January 31, 2022	March 31, 2021
<b>A. Cash flow from operating activities</b>		
Profit before tax	8,02,50,640	(11,40,126)
<b>Adjustments for :</b>		
Profit on sale of investments	(1,10,825)	-
<b>Operating profit before working capital changes</b>	<b>8,01,39,815</b>	<b>(11,40,126)</b>
<b>Adjustments for :</b>		
Decrease / (Increase) in other financial and non-financial assets	(12,47,068)	4,14,664
(Decrease) / Increase in trade payables	(1,09,807)	1,23,854
(Decrease) / Increase in other financial liabilities	(10,97,438)	(1,49,692)
(Decrease) / Increase in current liabilities	(45,651)	45,351
<b>Cash generated from operations</b>	<b>7,76,39,851</b>	<b>(7,05,950)</b>
Direct taxes paid (net)	(80,24,686)	-
<b>Net cash flow from operating activities (A)</b>	<b>6,96,15,165</b>	<b>(7,05,950)</b>
<b>B. Cash flow from investing activities</b>		
Sale / (Purchase) of current investments	1,10,825	-
<b>Net cash flow used in investing activities (B)</b>	<b>1,10,825</b>	<b>-</b>
<b>C. Cash flow from financing activities</b>		
Dividend paid	(7,17,00,000)	-
<b>Net cash flow used in financing activities (C)</b>	<b>(7,17,00,000)</b>	<b>-</b>
<b>Net cash flow during the year (A+B+C)</b>	<b>(19,74,009)</b>	<b>(7,05,950)</b>
Cash and cash equivalents at the beginning of the year	26,11,394	33,17,344
<b>Net cash and cash equivalents at the end of the year</b>	<b>6,37,385</b>	<b>26,11,394</b>

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

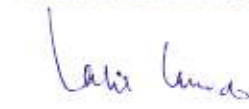
As per our attached report of even date  
For Kanu Doshi Associates LLP  
Chartered Accountants  
Firm Registration No. 104746W/W100096



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 : 04th March, 2022

**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 substantively 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 compared 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 goodwill 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.

\* **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 13).



DELTA INFOSOLUTIONS PRIVATE LIMITED  
Special Purpose Financial Statements January 31, 2022

Note 3 - Non-current investments

(Amount in Rs.)

Particulars	As at January 31, 2022	As at March 31, 2021
Quoted		
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	16,49,95,821	16,49,95,821
<b>Total</b>	<b>16,49,95,821</b>	<b>16,49,95,821</b>
Aggregate amount of quoted investments	16,49,95,821	16,49,95,821
Aggregate market value of quoted investments	9,69,54,25,021	3,68,97,50,393

Note 4 - Cash and cash equivalents

(Amount in Rs.)

Particulars	As at January 31, 2022	As at March 31, 2021
Bank balances	6,37,385	26,10,914
Cash on hand	-	480
<b>Total</b>	<b>6,37,385</b>	<b>26,11,394</b>

Note 5 - Other current financial assets

(Amount in Rs.)

Particulars	As at January 31, 2022	As at March 31, 2021
Other advances	-	31,971
<b>Total</b>	<b>-</b>	<b>31,971</b>

Note 6 - Other current assets

(Amount in Rs.)

Particulars	As at January 31, 2022	As at March 31, 2021
Balance with govt authorities	12,79,039	-
<b>Total</b>	<b>12,79,039</b>	<b>-</b>





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, 2020	6,00,000	6,00,000
Increase during the year	-	-
As at March 31, 2021	6,00,000	6,00,000
Increase during the year	-	-
As at January 31, 2022	6,00,000	6,00,000

(ii) Authorised redeemable preference share capital

Particulars	Number of shares	Amount in Rs.
As at March 31, 2020	6,50,000	6,50,000
Increase during the year	-	-
As at March 31, 2021	6,50,000	6,50,000
Increase during the year	-	-
As at January 31, 2022	6,50,000	6,50,000

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

Particulars	Number of shares	Amount in Rs.
As at March 31, 2020	1,20,000	1,20,000
As at March 31, 2021	1,20,000	1,20,000
As at January 31, 2022	1,20,000	1,20,000

(iv) Movements in equity share capital

Particulars	Number of shares	Amount in Rs.
As at March 31, 2020	1,20,000	1,20,000
As at March 31, 2021	1,20,000	1,20,000
As at January 31, 2022	1,20,000	1,20,000

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

Particulars	As at January 31, 2022		As at March 31, 2021	
	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

Particulars	(Amount in Rs.)	
	As at January 31, 2022	As at March 31, 2021
Retained earnings	16,65,60,270	15,80,09,629
Capital Reserve	(29,57,55,311)	(29,57,55,311)
General reserve	32,03,25,224	32,03,25,224
FVOCI - Equity investments	(1,37,51,176)	(1,37,51,176)
Total	17,73,79,006	16,88,28,366



**DELTA INFOSOLUTIONS PRIVATE LIMITED**  
**Special Purpose Financial Statements January 31, 2022**

**Note 8 - Trade payables**

(Amount in Rs.)

Particulars	As at January 31, 2022	As at March 31, 2021
Dues of Micro and small enterprises	-	-
Dues other than Micro and small enterprises	33,433	1,43,240
<b>Total</b>	<b>33,433</b>	<b>1,43,240</b>

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 January 31, 2022	As at March 31, 2021
(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 January 31, 2022	As at March 31, 2021
Payable to related parties	12,79,039	23,76,477
<b>Total</b>	<b>12,79,039</b>	<b>23,76,477</b>

**Note 10 - Other current liabilities**

(Amount in Rs.)

Particulars	As at January 31, 2022	As at March 31, 2021
Statutory dues	-	45,651
<b>Total</b>	<b>-</b>	<b>45,651</b>



DELTA INFOSOLUTIONS PRIVATE LIMITED  
Special Purpose Financial Statements January 31, 2022

Note 11 - Other income		(Amount in Rs.)
Particulars	Period ended January 31, 2022	Year ended March 31, 2021
Dividend on share investment	8,02,46,855	-
Profit on sale of investments	1,10,825	-
<b>Total</b>	<b>8,03,57,680</b>	<b>-</b>

Note 12 - Other expenses		(Amount in Rs.)
Particulars	Period ended January 31, 2022	Year ended March 31, 2021
Legal and Professional expenses	75,000	6,57,240
Audit fees	21,633	36,150
Rates and Taxes	4,793	4,43,707
Miscellaneous expenses	5,606	3,030
<b>Total</b>	<b>1,07,040</b>	<b>11,40,127</b>





Note 13 - Earnings per share

Particulars	January 31, 2022	March 31, 2021
(a) <b>Basic earnings per share</b>		
Net Profit after taxation (in Rs.)	8,02,50,640	(14,08,014)
Weighted average number of Equity shares	1,20,000	1,20,000
Nominal value of Equity shares (in Rs.)	1	1
Basic earnings per share	668.76	(11.73)
(b) <b>Diluted earnings per share</b>		
Net Profit after taxation (in Rs.)	8,02,50,640	(14,08,014)
Weighted average number of Equity shares	1,20,000	1,20,000
Nominal value of Equity shares (in Rs.)	1	1
Diluted earnings per share	668.76	(11.73)

14 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.

15 The condensed special purpose financial statements are prepared as per the requirement in Part I. A. 2. (f) in the SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 for submission to the stock exchanges, along with other filings, in relation to the proposed merger of the Company with Datamatics Global Services Limited.

16 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



Kunal Vakharia

Partner

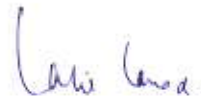
Membership No. 148916



Place : Mumbai

Date : 04th March, 2022

For and on behalf of the Board



Dr. Lalit S. Kanodia

Chairman

DIN 00008050





Rahul L. Kanodia

Director

DIN 00075801

**LIST OF PROMOTERS AND PROMOTER GROUP OF DATAMATICS GLOBAL SERVICES LIMITED**

Sr. No.	Name of the Promoter	PAN No
<i>Promoters</i>		
1.	Delta Infosolutions Private Limited	AAACD3760B
2.	Dr. Lalit S Kanodia	AAEPK7954K
3.	Mrs. Asha L Kanodia	AAHPK6030H
<i>Promoter Group</i>		
4.	Sameer Lalit Kanodia	AJGPK8714Q
5.	Amrita Vidur Bhogilal	AAIPB8792Q
6.	Aneesha Aditya Dalmia	AAEPK6981G
7.	Rahul Lalit Kanodia	AAEPK7955J
8.	Priyadarshini Kanodia	AAPPK1984N
9.	Lalit S Kanodia HUF-2	AAAHD3883Q
10.	Yogendra Surajmal Kanodia	AADPK4863A
11.	Yogendra Kanodia HUF	AAAHY0346M
12.	Chandravati S Kanodia	AAQPK7329A

**For Datamatics Global Services Limited**

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**Divya Kumat**

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

Place: Mumbai

Date: April 06, 2022

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



**LIST OF DIRECTORS OF DATAMATICS GLOBAL SERVICES LIMITED**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN No</b>
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**

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**Divya Kumat**

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

Place: Mumbai

Date: April 06, 2022

# DELTA INFOSOLUTIONS PRIVATE LIMITED

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East),  
Mumbai - 400093

Tel: +91 (22) 61020000/1/2. Fax: +91 (22)28343669. CIN: U72300MH1992PTC064911.

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## **LIST OF PROMOTERS OF DELTA INFOSOLUTIONS PRIVATE LIMITED**

Sr. No.	Name of the Promoter	PAN No
1.	Dr. Lalit S Kanodia	AAEPK7954K
2.	Sameer Lalit Kanodia	AJGPK8714Q
3.	Vikrant Trust (Mr. Lalit Kanodia, Ms. Priyadarshini Kanodia and Mr. Rahul Kanodia – Trustees)	AABTV2431K

### **For Delta Infosolutions Private Limited**

LALIT  
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Date: 2022.04.06  
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**Lalit Kanodia**

**Director**

**DIN : 00008050**

Place: Mumbai

Date: April 06, 2022

# DELTA INFOSOLUTIONS PRIVATE LIMITED

Regd. Office: Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri (East),  
Mumbai - 400093

Tel: +91 (22) 61020000/1/2. Fax: +91 (22)28343669. CIN: U72300MH1992PTC064911.

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## **LIST OF DIRECTORS OF DELTA INFOSOLUTIONS PRIVATE LIMITED**

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

### **For Delta Infosolutions Private Limited**

LALIT  
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KANODIA  
Date: 2022.04.06  
13:13:29 +05'30'

**Lalit Kanodia**

**Director**

**DIN : 00008050**

Place: Mumbai

Date: April 06, 2022

# DATAMATICS

Annexure H

Date: April 04, 2022

To,

The General Manager  
Department of Corporate Services  
BSE Limited, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

To,

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

BSE Scrip Code: 532528

Symbol: DATAMATICS

Dear Sir,

**Ref:** Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the Draft Scheme of Amalgamation presented under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") for amalgamation and vesting of Delta Infosolutions Private Limited ("Transferor Company") into Datamatics Global Services Limited ("Transferee Company")

**Sub:** Undertaking under Part II Para A 1(c) and (d) of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Master Circular")

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

- (a) Datamatics Global Services Limited will not issue/ reissue any shares, not covered under the draft Scheme of Amalgamation; and
- (b) As on date of application, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Transferee Company at any future date and hence, Part II Para A 1(d) of the SEBI Master Circular does not apply.

 Date: April 04, 2022

Place: Mumbai

  
Divya Kumart

EVP, Chief Legal Officer & Company Secretary



DATAMATICS GLOBAL SERVICES LTD.

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