Datamatics Global Services Limited
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Data to Intelligence

April 28, 2016

To,

Bombay Stock Exchange Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East) Mumbai – 400 051

Dear Sir's,

Sub: - Update on Scheme of Amalgamation of Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited and their respective shareholders

Ref.:- BSE Script Code: 532528 NSE Script Symbol: DATAMATICS

We wish to inform you that, the Hon'ble High Court of Judicature at Bombay on March 22, 2016 has sanctioned the Scheme of Amalgamation of Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited and their respective shareholders and the copy of the final order uploaded on the Website of High Court approving the Scheme is attached as **Annexure "A".** The Company shall separately intimate the stock exchanges once the Scheme becomes effective.

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company makes the following disclosures as prescribed in Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015:

a) Name of the entity(ies) forming part of the amalgamation/demerger, details in brief such as, size, turnover etc.;

Datamatics Software Services Limited ('DSSL'), Datamatics Vista Info Systems Limited ('DVISL'), and Datamatics Global Services Limited ('DGSL' or 'the Company') are the entities forming part of amalgamation.

The Scheme of Amalgamation envisages merger of DSSL and DVISL with GPL. The Appointed Date for the Scheme is April 1, 2015. Indicative details of the assets and turnover of DSSL, DVISL and DGSL is as under:

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Amount (Rs. in crores)

Particulars	DSSL	DVISL	DGSL
Total assets as on September 30, 2015 (Unaudited)	52.57	13.10	517.34
Total revenue as on September 30, 2015 (Unaudited)	25.97	10.45	99.64

b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";

Datamatics Software Services Limited is a wholly owned subsidiary of Datamatics Global Services Limited and Datamatics Vista Info Systems Limited is a wholly owned subsidiary of Datamatics Software Services Limited and an indirect wholly owned subsidiary of Datamatics Global Services Limited. The Ministry of Corporate Affairs vide its Circular No. 30/2014 dated 17th July 2014 has clarified that transactions arising out of compromises, arrangements and amalgamations dealt with under specific provisions of the Companies Act, 2013, would not attract the requirements of Section 188 of the Companies Act, 2013.

c) Area of business of the entity(ies);

DSSL, DVISL, and DGSL, directly or indirectly, are engaged in the business of providing IT and IT enables services.

d) Rationale for amalgamation/merger;

The rationale for the merger is that the amalgamation of the Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited will provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage assets, capabilities, experience and infrastructure of all the companies and further would reduce the managerial overlaps involved in operating multiple entities; ease and increase operational and management efficiency; integrate business functions; eliminate duplication and rationalization of administrative expenses and would also lead to synchronizing of efforts to achieve uniform corporate policy.

e) In case of cash consideration – amount or otherwise share exchange ratio;

DSSL and DVISL are direct and indirect wholly owned subsidiaries of DGSL and as such no consideration is to be discharged by DGSL by way of issue of shares or otherwise.

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f) Brief details of change in shareholding pattern (if any) of listed entity;

The shareholding pattern of DGSL pre and post amalgamation will have no impact upon the merger.

We request you to take the above on record and oblige.

Thanking you,

Yours Faithfully,

For **Datamatics Global Services Limited**

DATAMATICS GLOBAL SERVICES LIMITED ★ MUMBAI

Divya Kumat
Sr. VP – Legal & Company Secretary