

**M L BHUWANIA AND CO LLP**  
**CHARTERED ACCOUNTANTS**

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**Auditor's Certificate**

The Board of Directors,  
**Datamatics Global Services Limited,**  
Knowledge Centre, Plot No. 58, Street No. 17,  
MIDC, Andheri East, Mumbai – 400093

We, the statutory auditors of Datamatics Global Services Limited (referred to as "the Company"), have examined the Draft Composite Scheme of Arrangement, providing, inter alia, for:

- Amalgamation and vesting of Lumina Datamatics Limited ("Transferor Company" for Part II of the Scheme) into Datamatics Global Services Limited ("Transferee Company" for Part II of the Scheme); and
- Subject to fulfillment of the above i.e. upon Amalgamation and vesting of Lumina Datamatics Limited into Datamatics Global Services Limited becoming effective, demerger and vesting of Demerged Undertaking (hereinafter defined) of Datamatics Global Services Limited ("Demerged Company" for Part III of the Scheme) into LDR ERetail Limited ("Resulting Company" for Part III of the Scheme), on a going concern basis;

as approved by the Board of Directors in their meeting held on 14<sup>th</sup> December, 2018, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act 2013 (the '2013 Act'), read with Companies (Indian Accounting Standards) Rules, 2015 (the 'applicable Accounting Standards') and other generally accepted accounting principles.

The responsibility for the preparation of the Draft Composite Scheme of Arrangement and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the accounting treatment proposed in the Draft Composite Scheme of Arrangement complies with the applicable Accounting Standards and other generally accepted accounting principles.

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**M L BHUWANIA AND CO LLP**  
**CHARTERED ACCOUNTANTS**

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company.

We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the Clauses 12 and 25.2 of the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI LODR") and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 and other generally accepted accounting principles.

This Certificate is issued at the request of the Company pursuant to the requirements of the circular issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

For M L BHUWANIA AND CO LLP  
Chartered Accountants  
ICAI FRN : 101484W / W100197



Ashishkumar Bairagra  
Partner  
Membership No. 109931



Place: Mumbai  
Date: December 20, 2018

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**Certificate**

The Board of Directors,  
**LDR ERetail Limited,**  
12th Floor, Phase II (Crest), International Tech Park,  
CSIR Road, Taramani,  
Chennai – 600113.

Dear Sirs,

1. It has been explained to us that as per the attached copy of the Draft Composite Scheme of Arrangement, provide, inter alia, for merger of Lumina Datamatics Limited into Datamatics Global Services Limited and demerger of the Demerged Undertaking (as defined in the Scheme) of Datamatics Global Services Limited (post merger) into LDR ERetail Limited under Sections 230-232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013. ("Scheme") The Appointed Date of Scheme is April 1, 2019.
2. At the request of LDR ERetail Limited ("LDR" or "the Company"), we have examined the attached statement of computation of pre and post scheme net worth of the Company as at March 31, 2018 ("the statement"), prepared by the Company and certified by us for identification purposes.
3. In the attached statement, the account balances (Equity Share Capital and Free Reserves) used in the computation of pre-scheme net worth of the Company as at March 31, 2018 has been traced from the audited books of accounts of the Company for the year ended March 31, 2018 made available to us and the post scheme net worth of the LDR has been computed considering the accounting treatment contained in the Scheme which is subject to National Company Law Tribunal ("NCLT") approval. As represented to us, the Scheme is proposed to be filed with the jurisdictional NCLT Bench.
4. The accompanying statement is responsibility of Company's management. Our responsibility is not to verify the accuracy of the facts stated in the certificate. We conducted our examination in accordance with the guidance notes on Audit reports and certificates for special purposes issue by the Institute of Chartered Accountants of India. Our Scope of work did not involve performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.

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We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the Clauses 25.1 of the aforesaid Scheme is in compliance all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circular issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the ESE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

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



Kunal Vakharia  
Partner  
Membership Number: 148916  
Place: Mumbai  
Date: 15<sup>th</sup> December, 2018



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