

Datamatics Global Services Limited

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**BRIEF PARTICULARS OF THE TRANSFEREE/DEMERGED COMPANY, TRANSFEROR
 COMPANY AND RESULTING COMPANY**

Particulars	Transferee Company / Demerged Company	Transferor Company	Resulting Company
Name of the company	Datamatics Global Services Limited	Lumina Datamatics Limited	LDR ERetail Limited
Date of Incorporation & details of name changes, if any	Incorporated on 3rd 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.	Incorporated as a private limited company under the name and style of Lexicon Publishing Services Private Limited in the State of Tamil Nadu on 26th November, 2007. Thereafter, its name was changed to Lumina Datamatics Private Limited on 12th May, 2014. The members of the Transferor Company passed a resolution to convert the Transferor Company into a public company. By a certificate dated 28th May, 2014, the Transferor Company was converted from a Private Limited Company to a Public Limited Company the name of the Transferee Company was changed from Lumina Datamatics Private Limited to Lumina Datamatics Limited.	Incorporated as a public limited company in the State of Maharashtra on 12 th August, 2015. Subsequently, registered office of the Company was shifted to Chennai, in the state of Tamil Nadu.
Registered Office	Knowledge Centre, Plot No. 58, Street No. 17, MIDC, Andheri East, Mumbai - 400093	12 th Floor, Phase II (Crest), International Tech Park, CSIR Road, Taramani, Chennai - 600113 The registered office of the Transferor Company is in the process of being shifted from Chennai to Mumbai.	12 th Floor, Phase II (Crest), International Tech Park, CSIR Road, Taramani, Chennai - 600113 The registered office of the Resulting Company is in the process of being shifted from Chennai to Mumbai.
Brief particulars of the scheme	<p>This Composite Scheme of Arrangement ("Scheme") is presented under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder for:</p> <ul style="list-style-type: none"> Amalgamation and vesting of Lumina Datamatics Limited ("Transferor Company" for Part II of the Scheme) with and into Datamatics Global Services Limited ("Transferee Company" for Part II of the Scheme); and Upon amalgamation and vesting of Lumina Datamatics Limited with and 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, 		

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	in the present form or with such alterations / modifications, as may be approved or imposed or directed by National Company Law Tribunal.		
Rationale for the scheme	<p>The Transferee Company / Demerged Company owns ~98.04% of the equity share capital in the Transferor Company.</p> <p>The Transferee Company / Demerged Company and the Transferor Company are engaged in varied business. The nature of risk, competition, challenges, opportunities and business methods for the business carried on the Transferor Company is separate and distinct from the business carried on by the Transferee Company / Demerged Company. The business carried on by the Transferee Company / Demerged Company and the Transferor Company are capable of attracting separate set of investors, strategic partners, lenders and other stakeholders. There is also a difference in the manner in which the business of the Transferee Company / Demerged Company and the Transferor Company are required to be handled and managed. In order to lend greater / enhanced focus to the operations of the of the business of the Transferor Company, it is proposed to re-organize / restructure the group structure via this Scheme.</p> <p>The proposed restructuring pursuant to this Scheme is expected, inter-alia, to result in the following benefits:</p> <ol style="list-style-type: none"> Segregation of business of the Transferor Company into the Resulting Company in the manner provided in this Scheme; Unlock the value for the shareholders of the Transferee Company / Demerged Company by listing of the shares of the Resulting Company; Enhancing attractiveness of the employees of the business of the Transferor Company by enabling liquidity of ESOP's held by them; Allowing managements of the each of the Transferee Company / Demerged Company and the Transferor Company to pursue independent growth strategies; Allow in creating the ability to achieve valuation based on respective risk-return profile and cash flows, attracting the right investors and thus enhancing flexibility in accessing capital; Provide scope of separate companies for independent collaboration and expansion. <p>The Scheme is in the interest of the shareholders, creditors, lenders and various other stakeholders of the respective companies. It is not prejudicial to the interests of shareholders, creditors, lenders and various other stakeholders of the respective companies.</p>		
Date of resolution passed by the Board of Director of the company approving the scheme	14 th December, 2018	14 th December, 2018	14 th December, 2018
Date of meeting of the Audit Committee in which the draft scheme has been approved	14 th December, 2018	14 th December, 2018	14 th December, 2018
Appointed Date	1 st April, 2019	1 st April, 2019	1 st April, 2019

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Name of Exchanges where securities of the company are listed	BSE Limited; and National Stock Exchange of India Limited	Not Applicable	Not Applicable
Nature of Business	A technology company that builds intelligent solutions enabling data-driven businesses to digitally transform themselves through Robotics, Artificial Intelligence, Cloud, Mobility and Advanced Analytics	Business of providing e-retail and digital publishing services in content development, design and composition, content transformation, e-books and new media, rights and permissions, QA services, project management, consulting and information services, software development and implementation, assets storage and management, adaptive assessment system, site merchandising, market intelligence and e-Commerce data publishing & e-retail solutions to clients.	LDR is inter alia engaged in the business of providing retail business management solutions through its product & services suite to manufacturers, traders, retailers, individual sellers & market places for various processes of managing a retail business.
Capital before the scheme (No. of shares as well as capital in rupees)	5,89,49,337 equity shares of Rs. 5 each = Rs. 29,47,46,685/-	1,02,28,655 Equity Shares of Rs. 10 each = Rs. 10,22,86,550 2,76,70,856 Preference Shares of Rs. 10 each = Rs. 27,67,08,560	1,00,000 Equity Shares of Rs. 5 each = Rs. 5,00,000 49,50,000 Preference shares of Rs. 10 each = Rs. 4,95,00,000
No. of shares to be issued	<p><u>Part II of the Scheme:</u></p> <p>Shares will be issued to the shareholders of the Transferor Company other than the Transferee Company itself. Accordingly, 3,74,000 Equity Shares of Rs. 5/- each, fully paid up of DGSL to be issued to the Equity Shareholders of Transferor Company other than the Transferee Company itself.</p> <p><u>Part III of the Scheme:</u></p> <p>2,00,00,000 fully paid equity shares of Rs. 5/- each of LDR to be issued and allotted to the Equity Shareholders of DGSL, in proportion to their holdings in DGSL in the event of demerger of the Demerged Undertaking of DGSL into LDR.</p>		
Cancellation of shares on account of cross holding, if any	<p><u>Part II of the Scheme:</u></p> <p>1,00,28,655 equity shares of Rs. 10 each held by Datamatics Global Services Limited in Lumina Datamatics to be cancelled</p> <p>2,76,70,856 preference shares of Rs. 10 each held by Datamatics Global Services Limited in Lumina Datamatics to be cancelled</p> <p><u>Part II of the Scheme:</u></p> <p>1,00,000 equity shares of Rs. 5 each held by Datamatics Global Services Limited (After Part II of the Scheme) in LDR ERetail Limited to be cancelled</p> <p>49,50,000 preference shares of Rs. 10 each held by Datamatics Global Services Limited (After Part II of the Scheme) in LDR ERetail Limited to be cancelled.</p>		

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Capital after the scheme (No. of equity shares as well as capital in rupees)	5,93,23,337 equity shares of Rs. 5 each = Rs. 29,66,16,685/-	Not Applicable, since the Company will get merged into Datamatics Global Services Limited.	2,00,00,000 equity shares of Rs. 5 each = Rs. 10,00,00,000/-
<u>Net Worth (Paid up Equity Share Capital + Free Reserves)</u> Pre Post	<u>(Rs. in crores)</u> Rs. 447.24 Cr Rs. 340.37 Cr	<u>(Rs. in crores)</u> Rs. 65.62 Cr Not Applicable	<u>(Rs. in crores)</u> Rs. (3.39 Cr) Rs. 61.95 Cr
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Bharat Kotak & Co., Chartered Accountants Firm Regn. No. - 135832W CA Bharat K. Kotak Membership No. - 015045		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	<p><u>Part II of the Scheme:</u></p> <p>The Valuation of equity shares has been done on a fair value concept. The purpose of fair value is to enable the valuer to exercise his discretion and judgement in light of all circumstances, in order to arrive at a value, which is fair to all parties. Hence, the valuation as per fair value concept has been done by adopting the following approaches:</p> <ul style="list-style-type: none"> • the 'underlying asset' approach; • the 'Income' approach; and • the 'market' approach. <p>In compliance with SEBI Circular dated 10th March 2017 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, issuance of shares pursuant to order under Section 230 to 232 of the Companies Act, 2013, requires to follow pricing guidelines that apply to the preferential issue, if any such issue is to be made to shareholders of an Unlisted Company.</p> <p><u>Part III of the Scheme:</u></p> <p>LDR would become a 100% subsidiary of DGSL upon part II of the Scheme becoming effective and prior to the proposed demerger and the shareholders of DGSL will hold shares in LDR in the same proportion as DGSL, the proposed demerger under Part III of the Scheme will be value-neutral to DGSL and its shareholders.</p>		

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Part II of the Scheme:

Particulars	Lumina Datamatics Limited			Datamatics Global Services Limited		
	Value per Share (Rs.)	Weight	Product	Value per Share (Rs.)	Weight	Product
Underlying Asset Approach	193.66	0.25	48.41	77.53	0.10	7.75
Discounted Cash Flow Method (Income Approach)	217.23	0.75	162.93	99.56	0.15	14.93
Market Price Method (Market Approach)	-	-	-	112.87	0.75	84.65
Total		1	211.34		1	107.34
Fair Value per Share (considering the preferential issue pricing guidelines in case of DGSL in accordance with SEBI Circular dated March 10, 2017)			211.34			112.87
Fair Share Exchange Ratio						187 shares to be issued by the Transferee Company for 100 shares held in the Transferor Company

Fair value per shares

Hence, 187 equity shares of Datamatics Global Services Limited of face value of Rs. 5/- each for every 100 equity shares of Lumina Datamatics Limited of face value of Rs. 10/- each.

Part III of the Scheme:

Since LDR would become a 100% subsidiary of DGSL upon part II of the Scheme becoming effective and prior to the proposed demerger and the shareholders of DGSL will hold shares in LDR in the same proportion as DGSL, the proposed demerger under Part III of the Scheme will be value-neutral to DGSL and its shareholders. Hence, as defined under Para I(A)(4)(d) of the SEBI Circular dated March 10, 2017, demerger would not result in any change in shareholding. Hence, fair value per share is not required to be ascertained for Part III of the Scheme.

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Continuation

Exchange ratio	<p><u>Part II of the Scheme:</u></p> <p>187 Equity Shares of Rs. 5/- each, fully paid up of Datamatics Global Services Limited to be issued for every 100 Equity shares of Rs. 10/- each held by the equity shareholders of Lumina Datamatics Limited</p> <p><u>Part III of the Scheme:</u></p> <p>2,00,00,000 fully paid equity shares of Rs. 5/- each of LDR to be issued and allotted to the Equity Shareholders of DGSL, in proportion to their holdings in DGSL in the event of demerger of the Demerged Undertaking of DGSL into LDR.</p>		
Name of Merchant Banker giving fairness opinion	Dalmia Securities Private Limited, Category I Merchant Banker registered with SEBI, having registration no. MB/INM000011476		
No of equity shareholders before the Scheme	20,941	8 (including nominee shareholders)	7 (including nominee shareholders)
Names of the Promoters (with PAN nos.)	<ol style="list-style-type: none"> Delta Infosolutions Private Limited - AAACD376oB Dr. Lalit S. Kanodia - AAEPK7954K Asha L. Kanodia - AAHPK6o3oH Chandravati S. Kanodia - AAQPK7329A Rahul L. Kanodia - AAEPK7955J Sameer L. Kanodia - AJGPK8714Q Priyadarshini R. Kanodia - AAPPK1984N Aneesha A. Dalmia - AAEPK6981G Amrita V. Bhogilal - AAIPB8792Q Lalit S Kanodia HUF2 - AAAHD3883Q Yogendra S. Kanodia - AADPK4863A Yogendra Kanodia HUF - AAAHYo346M 		
Names of the Board of Directors (with DIN and PAN nos.)	<ol style="list-style-type: none"> Dr. Lalit S. Kanodia - AAEPK7954K Mr. Rahul L. Kanodia - AAEPK7955J Sameer L. Kanodia - AJGPK8714Q Mrs. Asha L. Kanodia - AAHPK6o3oH Mr. Dilip D. Dandekar - AAIPDo959R Mr. Shahzaad S. Dalal - AEKPD9537P Mr. Radhakrishna Saraswat - ABRPS7391E Mr. Vinay Aggarwal - AABPA6o57C 		
Please specify relation among the companies involved in the scheme, if any	<ol style="list-style-type: none"> Delta Infosolutions Private Limited - AAACD376oB Dr. Lalit S. Kanodia - AAEPK7954K Asha L. Kanodia - AAHPK6o3oH Chandravati S. Kanodia - AAQPK7329A Rahul L. Kanodia - AAEPK7955J Sameer L. Kanodia - AJGPK8714Q Priyadarshini R. Kanodia - AAPPK1984N Aneesha A. Dalmia - AAEPK6981G Amrita V. Bhogilal - AAIPB8792Q Lalit S Kanodia HUF2 - AAAHD3883Q Yogendra S. Kanodia - AADPK4863A Yogendra Kanodia HUF - AAAHYo346M <p>Datamatics Global Services Limited - AAACD4471B</p> <p>Lumina Datamatics Limited - AABCL3918Q</p> <ol style="list-style-type: none"> Dr. Lalit S. Kanodia - AAEPK7954K Mr. Rahul L. Kanodia - AAEPK7955J Mr. Vidur Bhogilal - AAKPB92o6D Mr. Sameer L. Kanodia - AJGPK8714Q Mrs. Anju S. Kanodia - AABPA744oD Mr. Dilip D. Dandekar - AAIPDo959R Mr. Radhakrishna Saraswat - ABRPS7391E <ol style="list-style-type: none"> Mr. Vidur Bhogilal - AAKPB92o6D Mr. Sameer L. Kanodia - AJGPK8714Q Ms. Divya Kumat - ABFPA444 <p>Datamatics Global Services Limited is the holding company of Lumina Datamatics Limited holding 98.04% of the equity shares of Lumina Datamatics Limited and 100% of the preference shares of Lumina Datamatics Limited.</p> <p>Lumina Datamatics Limited is the 100% holding company of LDR ERetail Limited.</p>		

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Details regarding change in management control in listed or resulting company seeking listing if any	None
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Shareholding Pattern of Transferee Company / Demerged Company (i.e. Datamatics Global Services Limited)

Shareholding pattern	Pre		Post	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Promoter	4,32,98,314	73.45%	4,36,72,314	73.62%
Public	1,56,51,023	26.55%	1,56,51,023	26.38%
Custodian	-	-	-	-
TOTAL	5,89,49,337	100%	5,93,23,337	100%

Shareholding Pattern of Transferor Company (i.e. Lumina Datamatics Limited)

Shareholding pattern	Pre		Post	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Promoter	1,02,28,655	100%	Merged into DGSL - Ceases to Exist	
Public	-	-		
Custodian	-	-		
TOTAL	1,02,28,655	100%		

Shareholding Pattern of Resulting Company (i.e. LDR ERetail Limited)

Shareholding pattern	Pre		Post	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
Promoter	1,00,000	100%	1,47,24,000	73.62%
Public	-	-	52,76,000	26.38%
Custodian	-	-	-	-
TOTAL	1,00,000	100%	2,00,00,000	100%

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