

Datamatics Global Services Limited

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To,
 The Manager
 Listing Department
 BSE Limited, P J Towers,
 Dalal Street, Fort,
 Mumbai – 400 001
 BSE Scrip Code: 532528

The Manager
 Listing Department
 NSE Limited, Exchange Plaza
 Bandra Kurla Complex, Bandra (E)
 Mumbai – 400 051
 NSE Code: DATAMATICS

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Composite Scheme of Arrangement 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 (“Scheme”)

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

- a) The proposed composite scheme of arrangement 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, 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 NSE 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 - arrangement (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 D of Schedule VIII of the ICDR Regulations;
 - iv) The Complaint report as per Annexure III;
 - v) The observation letter issued by the stock exchanges.
- c) The draft composite scheme of arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company’s website as per Website link given hereunder:

<https://www.datamatics.com/investors>

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



- e) The company shall obtain shareholders' approval by way of 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.
- f) The documents filed by the Company with the Exchange are same in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company (i.e. Lumina Datamatics Limited) from the one given in the draft scheme of amalgamation/arrangement.
- h) There will be no alteration in the Share Capital of the LDR ERetail Limited (i.e. the company to be listed pursuant to the composite scheme of arrangement) from the effectiveness of the Scheme till the listing of the equity shares on the Stock Exchanges (since the Scheme envisages demerger of Demerged Undertaking from Datamatics Global Services Limited).
- i) The shares allotted by the resulting company pursuant to the composite scheme of arrangement shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange (since the Scheme envisages demerger of Demerged Undertaking from Datamatics Global Services Limited).
- j) Equity shares issued by LDR ERetail Limited pursuant to the Scheme shall be listed on the BSE Limited and the National Stock Exchange of India Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957 (since the Scheme envisages demerger of Demerged Undertaking from Datamatics Global Services Limited).
- k) The company shall comply with all the provisions contained in SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (since the Scheme envisages demerger of Demerged Undertaking from Datamatics Global Services Limited).
- l) The company shall also fulfill the Exchange's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements (since the Scheme envisages demerger of Demerged Undertaking from Datamatics Global Services Limited).



Divya Kumat
EVP, Chief Legal Officer & Company Secretary

Date: 21st December, 2018

Place: Mumbai