

Datamatics Global Services Limited

Regd. Office:

Knowledge Centre, Plot 58, Street No. 17, MIDC,
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CIN: L72200MH1987PLC045205

www.datamatics.com



May 28, 2019

To,

Corporate Communication Department

BSE Limited

Phiroze Jeejeeboy Towers

Dalal Street, Mumbai - 400 001

BSE Scrip Code: 532528

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai - 400 051.

NSE Code: DATAMATICS

Dear Sir,

Ref: C.A. (CAA) 1228/MB/2019

Sub: In the matter of Composite Scheme of Arrangement between Lumina Datamatics Limited ('LDL'), Datamatics Global Services Limited ('DGSL') and LDR ERetail Limited ('LDR') and their respective Shareholders ("present Scheme").

The application to seek necessary directions of the National Company Law Tribunal, Mumbai Bench ("Tribunal") in relation to, inter alia, convening the meetings of the equity shareholders, serving notices upon the relevant regulatory authorities, publishing of advertisements, and other ancillary and incidental matters in relation to the present Scheme had been admitted by the Tribunal vide order dated April 22, 2019.

As per Clause 32 of the present Scheme, the present Scheme is conditional is upon Concurrent Scheme, which is a separate Composite Scheme of Arrangement under section 230 to 232 of the Companies Act, 2013 for the proposed demerger and vesting of Demerged Undertaking of Delta Infosolutions Private Limited ("Delta") into Datamatics Infotech Services Private Limited ("DISPL") on a going concern basis and thereafter proposed amalgamation and vesting of the residual Delta (post demerger) into Datamatics Global Services Limited ("DGSL"), becoming effective.

As directed by the Tribunal, the Applicant Companies of the Concurrent Scheme convened their shareholders meetings in accordance with the order dated March 08, 2019 and had got approval of their shareholders with requisite majorities in accordance with provisions of section 230 of the Companies Act, 2013.

In addition to the above, in case of DGSL, being a listed company, in terms of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by circular no. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("SEBI Circulars"), DGSL was also required to seek approval of the public shareholders by way of e-voting. The said SEBI Circulars provide that the Scheme shall be acted upon only if the votes cast by the Public Shareholders of DGSL (i.e. listed company) in favour of the proposal are more than the number of votes cast by the Public Shareholders against it.

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The said requisite majority required under the SEBI Circulars for approval of the Concurrent Scheme in case of DGSL, was not obtained since the votes cast by the public shareholders of DGSL in favour were less than the votes cast against the same.

Pursuant to this, the Authorised Representative of the Applicant Companies involved in the Concurrent Scheme vide authorization given by Board of the respective Applicant Companies have decided to withdraw the Concurrent Scheme and have informed the regulatory authorities viz., the Regional Director, Western Division, Registrar of Companies, Mumbai, Official Liquidator (in case of Delta), Income-tax Authorities, Securities and Exchange Board of India and the stock exchanges.

Pursuant to the above, the Applicant Companies of this present Scheme also sought to simultaneously withdraw the present Scheme since the conditionality in relation to the approval of the Concurrent Scheme, as mentioned in Clause 32 of this present Scheme, was not met. The Tribunal heard the Applicant Companies in relation to the present Scheme on May 27, 2019 and have sanctioned the withdrawal of the present Scheme.

Therefore, pursuant to the same, we inform about the withdrawal of the present Scheme and also inform you not to act on the same any further with regards to this present Scheme.

This is for your records and information.

For, **Datamatics Global Services Limited**

Divya Kumat
EVP, Chief Legal Officer and Company Secretary

Place: Mumbai

Date: May 28, 2019