

Brief particulars of the transferee/resulting and transferor/demerged companies: (Formerly known as Northgate Com Tech Ltd.)

S. N.	Particulars	Remarks																								
1.	Name of the Company	Spacenet Enterprises India Limited																								
2.	Exchange(s) Listed on	NSE																								
3.	Designated Stock Exchange	NSE																								
4.	Scheme provides for	Scheme of Arrangement- Demerger of Commodity trading division of Kling Enterprises India Ltd, and merging with Spacenet Enterprises India Limited																								
5.	Consideration	Fifty Eight (58) equity shares of Spacenet Enterprises India Ltd (SEIL) of INR 1/- each fully paid up shall be issued for every Ninety Three (93) equity shares of Kling Enterprises India Ltd (KEIL) of INR 1/- each fully paid up																								
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR), 1957	No																								
7.	Report of Audit Committee	Audit Committee report dated <u>23/05/2019</u> has recommended the draft scheme for favorable consideration.																								
8.	Valuation Report from Independent Chartered Accountant	The share entitlement ratio have been derived based on Valuation report dated <u>22/05/2019</u> issued by <u>CA G.Murali (IBBI Registered Valuer)</u> .																								
9.	Fairness opinion by Merchant Banker	<u>Ashika Capital Ltd</u> , Merchant Banker, in its fairness opinion dated <u>23/05/2019</u> has opined that the share entitlement ratio as recommended by the valuer is fair.																								
10.	Pre and post scheme Shareholding Pattern of the listed Company Spacenet Enterprises India Ltd	<p>Pre Scheme Shareholding Pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>93,05,050</td> <td>18.98%</td> </tr> <tr> <td>Public</td> <td>3,97,13,540</td> <td>81.02%</td> </tr> <tr> <td>Total</td> <td>4,90,18,590</td> <td>100%</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>10,42,83,168</td> <td>65.94%</td> </tr> <tr> <td>Public</td> <td>5,38,75,207</td> <td>34.06%</td> </tr> <tr> <td>Total</td> <td>15,81,58,375</td> <td>100%</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	93,05,050	18.98%	Public	3,97,13,540	81.02%	Total	4,90,18,590	100%	Category	No. of shares	%	Promoter	10,42,83,168	65.94%	Public	5,38,75,207	34.06%	Total	15,81,58,375	100%
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12.	Pre and post scheme Shareholding pattern of Unlisted Company 2	Pre-amalgamation shareholding pattern:	
		Category	No. of shares
		Promoter	NA
		Public	NA
		Total	NA
		Post-amalgamation shareholding pattern:	
		Category	No. of shares
		Promoter	NA
		Public	NA
		Total	NA
13.	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Yes, minimum public shareholding in the Spacenet Enterprises India Ltd (Transferee Company) is maintained in the Pre and Post Scheme of Arrangement in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	
14.	Approval of shareholders through postal ballot and e-voting	Approval of the Shareholders will be obtained through e-voting in terms of para 9 (a) of part I of Annexure I of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.	
15.	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated <u>23/05/2019</u> confirmed that the proposed scheme of arrangement to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.	
16.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as specified in Para (I)(A)(5) of the SEBI Circular	<u>Navitha And Associates</u> , Statutory Auditors of Spacenet Enterprises India Ltd, have provided the certificate dated <u>23/05/2019</u> , confirming the accounting treatment as per SEBI circular.	
17.	Compliance Report as per SEBI circular	Compliance report will be submitted within 7 days of expiry of 21 days from the date of filing of the draft scheme and related documents on Exchange website.	
18.	Net Worth (Rs. In crores)	Name of the Company Spacenet Enterprises India Ltd	Name of the Company Kling Enterprises India Ltd
	Pre	-10.39	12.66
	Post	2.08	5.03
19.	Capital before the scheme (No. of equity shares as well as capital in rupees)	Pre-Scheme No. of equity shares- 4,90,18,590 Capital (Rs.) - 4,90,18,590	Pre-Scheme No. of shares- 17,50,00,000 Capital (Rs.) - 17,50,00,000
	No. of shares to be issued	10,91,39,785	--
	Cancellation of shares on account of cross holding, if any	Nil	Nil
	Capital after the scheme (No. of equity shares as well as capital in rupees)	Post-Scheme No. of shares- 15,81,58,375 Capital (Rs.) - 15,81,58,375	--
20.	Remarks, if any	Nil	

