



Indian Toners & Developers Ltd.

(A Govt. recognized Export House)
CIN No. : L74993UP1990PLC015721

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M info@indiantoners.com

Corporate Office :
1223, DLF Tower B, Jasola,
New Delhi - 110 025 (India)

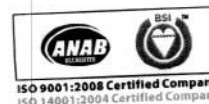
BRIEF PARTICULARS OF THE TRANSFEREE/RESULTING AND TRANSFEROR/DEMERGED COMPANIES

Particulars	Transferee Company	Transferor Company 1	Transferor Company 2	Transferor Company 3	Transferor Company 4	Transferor Company 5
Name of the Company	Indian Toners and Developers Limited	ITDL Imagetec Limited	ABC Commercial Company Limited	Alankar Securities Private Limited	Triveni Securities Private Limited	MahavirPhotoech Private Limited
Date of Incorporation & details of name changes, if any	January 09, 1990	January 24, 2007	January 24, 1985	September 10, 1993	July 28, 1993	April 04, 1988
Registered Office	10.5 KM Milestone, Rampur-Bareilly Road, Rampur, Uttar Pradesh	1224, DLF Tower 'B', Jasola, New Delhi - 110025	M/S Arati Traders, (Opp.. A.S.T.C. Volvo Point), Near Hotel Fortune, Ulubari, G.S. Road, Guwahati, Assam - 781007	110-D, Kamla Nagar, Delhi - 110 007	110-D, Kamla Nagar, Delhi - 110 007	1222, DLF Tower 'B', Jasola, New Delhi - 110 025
Brief particulars of the scheme	<p>With effect from the appointed date and upon the scheme becoming effective:</p> <ul style="list-style-type: none"> All assets of transferor companies shall be transferred to and be vested in transferee company All Liabilities of transferor companies shall be transferred to and be vested in transferee company All Legal proceedings of transferor companies shall be transferred to and be vested in transferee company All persons that are employed with Transferor Companies shall become employees of Transferee Company with the benefit of continuity of service on same terms and conditions as were applicable to such employees of Transferor Companies. All profits/income or loss/expenditure of all transferor companies shall be treated as profits/income or loss/expenditure of transferee company. <p>In consideration, equity shares shall be allotted to the Shareholders of the Transferor Companies in accordance with the Share Exchange Ratio as provided in Part III of the Scheme of Amalgamation.</p>					
Rationale for the scheme	<ul style="list-style-type: none"> Indian Toners & Developers Limited, the Transferee Company, is engaged in the manufacture of compatible toners for copiers, printers, digital multi-function devices and white format printing. This company majorly focuses on the exports. The Subsidiary, ITDL Imagetec Limited, is also engaged in the similar product manufacturing, however, it mainly concentrates on the domestic market. The international market of the product is highly competitive and hence it is not growing 					

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Company Secretary



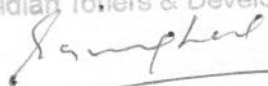
Registered Office & Works (I): 10.5 km, Milestone, Rampur-Bareilly Road, Rampur - 244901 (U.P.), INDIA

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rapidly, while in the domestic market, the Group has niche.

- The amalgamation of ITDL Imagetec Limited with Indian Toners & Developers Limited, would provide a competitive edge to the Transferee Company, as it would now be focusing on the international as well as the domestic market. Additionally, the amalgamation shall also add to the financial strength of the Transferee Company and shall provide flexibility.
- The amalgamation of all the other Transferor Companies, shall bring out the consolidated structure of the Group, where in post the amalgamation, the Group shall be having clean corporate structure.
- Apart from above, this scheme of amalgamation shall result in following benefits -
 - Financial strength and flexibility for the Transferee Company, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.
 - Eliminating intra group competition;
 - Achieve greater efficiencies in operations with optimum utilization of resources, better administration and reduced cost. Benefit of operational synergies to the combined entity in areas such as sourcing of materials, product planning and development and increased revenue generation through increased sales as well as optimization, cost efficiency and business logistics, which can be put to the best advantage of all stakeholders.
 - Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, productivity improvements, and the elimination of duplication, and optimum rationalization of administrative expenses and utilization of human resources.
 - Greater efficiency in cash management of the amalgamated entity, and pooling of cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
 - Improved organizational capability and leadership arising from pooling of financial, managerial and technical resources.
 - Better financial, business and operational prospects including but not limited to, efficient management of costs, better maintenance of the manufacturing of costs, better maintenance of the manufacturing/warehousing facilities and improved administrative control of the

For Indian Toners & Developers Ltd.



Company Secretary



Amalgamated Company.						
Date of resolution passed by the Board of Director of the company approving the scheme	March 23, 2016	March 23, 2016	March 23, 2016	March 23, 2016	March 23, 2016	March 23, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	March 23, 2016	-	-	-	-	-
Appointed Date	April 01, 2016	-	-	-	-	-
Name of Exchanges where securities of the company are listed	BSE Limited	NA	NA	NA	NA	NA
Nature of Business	Manufacturing	Manufacturing	Not actively engaged in any business	Not actively engaged in any business	Not actively engaged in any business	Not actively engaged in any business
Capital before the scheme	Rs. 80,589,000	Rs. 10,000,000	Rs. 10,000,000	Rs. 62,30,000	Rs. 5,021,200	Rs. 4,896,000

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No. of shares to be issued	7,931,634 Equity Shares, however as the Transferor Companies holds 2,828,924 in the Transferee Company, hence the cross holding of these 2,828,924 shares will stand cancelled. As a result, the net increase in No. of Shares in Transferee Co. will be only 5,102,710 equity shares.	-	-	-	-	-
Cancellation of shares on account of cross holding, if any	Cross holding, if any, if not transferred prior to the effective date shall get cancelled at the time of allotment of shares to the shareholders of transferor Companies					
Capital after the scheme	Rs. 131,616,100.00	-	-	-	-	-
Net Worth (31.03.2015)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)
Pre	Rs. 5347.23	Rs. 4505.59	Rs. 72.07	Rs. 80.96	Rs. 69.61	Rs. 88.12
Post	Rs. 9823.00	-	-	-	-	-
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	M/s AARA & Company, Chartered Accountant Firm Registration Number: 029216M					


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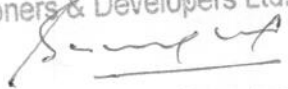
Methods of valuation and value per share arrived under each method with weight given to each method, if any.						
NAV (weights assigned)	0	1	1	1	1	1
Market Value	1	0	0	0	0	0
DCF	0	2	0	0	0	0
Fair value per shares (as per Valuation Report)	Rs.122.98	Rs.1263.78	Rs.77.89	Rs.180.07	Rs.182.46	Rs.241.42
Exchange ratio	-	1028:100	63:100	146:100	148:100	196:100
Name of Merchant Banker giving fairness opinion	Corporate Professionals Capital Private Limited SEBI Registered Category I, Merchant Bankers (Registration No. INM000011435)					
Shareholding pattern	Pre		Post			
	No. of Shares	% of holding	No. of Shares	% of holding		
Promoter	4007330	49.73	9109286	69.21		
Public	4051570	50.27	4052324	30.79		
Custodian	0	0	0	0		
Total	8058900	100.00	13161610	100.00		
No of shareholders	13479	8	9	7	5	13
Names of the Promoters	<ul style="list-style-type: none"> Sushil Jain/ Nandita Jain Devanshi Jain Sushil Jain (HUF) 	<ul style="list-style-type: none"> Sushil Jain Nandita Jain Akshat Jain Aashima Jain 	<ul style="list-style-type: none"> Sushil Kumar Jain Akshat Jain 	<ul style="list-style-type: none"> Sushil Jain Nandita Jain Akshat Jain 	<ul style="list-style-type: none"> Sushil Jain Nandita Jain 	<ul style="list-style-type: none"> Aashima Jain ABC Commercial Co. Ltd Triveni Securities Pvt. Ltd. Alankar Securities

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 Company Secretary



	<ul style="list-style-type: none"> • Aashima Jain • Nandita Jain • Akshat Jain • Mahavir Phototech Pvt. Ltd. • Triveni Securities Pvt. Ltd. • Alankar Securities Pvt. Ltd. • ABC Commercial Co. Ltd 					Pvt. Ltd. <ul style="list-style-type: none"> • Akshat Jain • Sushil Jain • Nandita Jain
Names of the Board Directors	<ul style="list-style-type: none"> • Mr. Sushil Kumar Jain • Mr. vikram Prakash • Mr. Sanjeev Goel • Mr. Kewal Krishan Dhiman 	<ul style="list-style-type: none"> • Mr. Sushil Jain • Mr. Akshat Jain • Mr. Sanjeev Goel • Mr. Satyendra P aroothi 	<ul style="list-style-type: none"> • Mr. Naresh Kumar Maheshwar i • Mr. Vishnu Dutt Sharma • Mr. Anil Kumar 	<ul style="list-style-type: none"> • Ms. Nandita Jain • Mr. Sanjeev Goel 	<ul style="list-style-type: none"> • Mr. Nirankar Saran Sharma • Ms. Nandita Jain 	<ul style="list-style-type: none"> • Mr. Sushil Jain • Mr. Vishnu Dutt Sharma

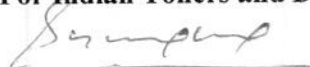
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	<ul style="list-style-type: none"> • Mr. Arun Kumar Garg • MsNeena Jain 						
Details regarding change in management control if any	Not Applicable						

For Indian Toners and Developers Limited



S.C. Singhal
(Company Secretary)

Date: March 29, 2016
Place: New Delhi

